



February 14, 2024

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

Scrip Code for NCDs: 974909 and 974908

Dear Sir/Madam,

Subject: Notice of Postal Ballot dated February 14, 2024.

Pursuant to Regulation 22(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, and referring to our letter dated February 06, 2024, regarding the outcome of the Board Meeting held on February 06, 2024, please find enclosed herewith the Notice of Postal Ballot dated February 14, 2024.

The remote e-voting will commence on Thursday, February 15, 2024, at 9.00 A.M. IST and end on Friday, March 15, 2024, at 5.00 P.M. IST.

The Notice of Postal Ballot is also placed on the website of the Nexus Select Trust i.e., at <https://www.nexusselecttrust.com/>.

Kindly take the above information on record.

Thanking You,

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

Charu Patki
Company Secretary and Compliance Officer
Membership No. A18140



NEXUS SELECT TRUST

(A Real Estate Investment Trust registered with the Securities and Exchange Board of India
with registration no. IN/REIT/22-23/0004)

Principal Place of Business: Embassy 247, Unit No. 501, B Wing,
LBS Marg, Vikhroli West, Mumbai- 400083, India.

Tel #: + 022 6280 5000

Compliance Officer: Ms. Charu Patki

E-mail: compliance@nexusselecttrust.com; Website: <https://www.nexusselecttrust.com/>

NOTICE OF POSTAL BALLOT

NOTICE IS HEREBY GIVEN THAT PURSUANT TO REGULATION 22(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (REAL ESTATE INVESTMENT TRUSTS) REGULATIONS, 2014, (INCLUDING ANY STATUTORY AMENDMENT(S), MODIFICATION(S), VARIATION(S) OR RE-ENACTMENT(S) THERETO, FOR THE TIME BEING IN FORCE, AND AS AMENDED, FROM TIME TO TIME), THE RESOLUTION BELOW IS PROPOSED FOR THE APPROVAL OF THE UNITHOLDERS OF NEXUS SELECT TRUST, THROUGH POSTAL BALLOT BY WAY OF VOTING THROUGH ELECTRONIC MEANS:

SPECIAL BUSINESS:**ITEM NO. 1: TO CONSIDER AND APPROVE AMENDMENTS TO THE TRUST DEED OF NEXUS SELECT TRUST:**

To consider and if thought fit, to pass the following resolution(s) by way of a **super majority** (i.e., where the votes cast in favour of the resolution shall not be less than one and -half times votes cast against the resolution) in accordance with Regulation 22(6)(e) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014, Trust Deed of Nexus Select Trust, each as amended:

“RESOLVED THAT pursuant to Regulation 22 and other applicable provisions of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (**“REIT Regulations”**), SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/154 dated September 11, 2023 (**“Circular”**), other circulars, clarifications, notifications, and guidelines issued thereunder, the Indian Trusts Act, 1882 and other applicable rules and regulations, if any, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the Trust Deed entered among the Company, Wynford Investments Limited (**“Sponsor”**) and Axis Trustee Services Limited dated August 10, 2022 (**“Trust Deed”**), and upon recommendation of the Board of Directors of the Company, Manager to Nexus Select Trust (**“Trust”**) and with the prior consent of the Sponsor, consent of the Unitholders of the Trust be and is hereby accorded for amendments to the Trust Deed, to, *inter-alia*, incorporate provisions regarding nomination and appointment of unitholder nominee director(s) on the Board of Directors of the Company by eligible unitholder(s) and certain clarificatory amendments pursuant to regulatory changes as set out below:

| Clause no. | Earlier Provision | Amended Provision | Regulatory Reference |
|-----------------------|--|--|---|
| 1.1(iv). | “ Auditor ” shall mean any independent qualified firm of chartered accountants of good standing appointed by the Manager, in consultation with the Trustee, from time to time, to act as the auditor of the REIT, in accordance with the REIT Regulations. | “ Auditor ” shall mean any independent <u>individual or</u> qualified firm of chartered accountants of good standing appointed by the Manager, in consultation with the Trustee, from time to time, to act as the auditor of the REIT, in accordance with the REIT Regulations. | Regulation 10(6) – Pursuant to the SEBI (Real Estate Investment Trusts) (Amendment) Regulations, 2023 w.e.f. February 14, 2023. |
| New Clause 1.1 (viii) | - | <u>“Eligible Unitholders” shall mean the eligible unitholder as defined by SEBI from time to time.</u> | Pursuant to SEBI Circular dated September 11, 2023 |
| New Clause 1.1 (xxxv) | - | <u>“Unitholder Nominee Directors” shall mean the unitholder nominee directors as defined by SEBI from time to time.</u> | Pursuant to SEBI Circular dated September 11, 2023 |
| 7.1.11 | Oversee activities of the Manager: The Trustee shall oversee the activities of the Manager in the interest of the Unit Holders and ensure that the Manager complies with the REIT Regulations and Applicable Law and shall obtain a compliance certificate from the Manager on a quarterly basis in accordance with the REIT Regulations. | Oversee activities of the Manager: The Trustee shall oversee the activities of the Manager in the interest of the Unit Holders and ensure that the Manager complies with the REIT Regulations and Applicable Law <u>including in relation to the appointment of Unitholder Nominee Directors by Eligible Unitholders</u> and shall obtain a compliance certificate <u>or such other reports and information as may be prescribed under the REIT Regulations from time to time</u> from the Manager on a | Pursuant to SEBI Circular dated September 11, 2023 |

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| | | quarterly basis in accordance with the REIT Regulations. | |
| 7.1.26 | Power to review reports: The Trustee shall review the reports required in terms of the REIT Regulations and Applicable Law, as submitted by the Manager. In the event such reports are not submitted in a timely manner, the Trustee, after due follow-up, shall intimate the same to SEBI. | Power to review reports: The Trustee shall review the reports required in terms of the REIT Regulations and Applicable Law, as submitted by the Manager, <i>including, without limitation, in relation to Eligible Unitholder(s), as prescribed from time to time.</i> In the event such reports are not submitted in a timely manner, the Trustee, after due follow-up, shall intimate the same to SEBI. | Pursuant to SEBI Circular dated September 11, 2023 |
| 11.4 | If the Distributions are not made within the period prescribed in the REIT Regulations, the Manager shall be liable to pay interest to the Unit Holders at the rate as may be specified in the REIT Regulations till the Distribution is made and such interest shall not be recovered in the form of fees or any other form payable to the Manager by the REIT. | If the Distributions are not made within the period prescribed in the REIT Regulations, the Manager shall be liable to pay interest to the Unit Holders at the rate as may be specified in the REIT Regulations till the Distribution is made and such interest shall not be recovered in the form of fees or any other form payable to the Manager by the REIT. <u>Further, the Unpaid or unclaimed distributions shall be dealt with in the manner specified under the REIT Regulations and the Policy framed in this regard.</u> | Regulation 18(16)(f) – Pursuant to the SEBI (Real Estate Investment Trusts) (Amendment) Regulations, 2023 w.e.f. February 14, 2023. |

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| 13.3 | No Unit Holder shall enjoy superior voting or any other rights over another Unit Holder, other than any inter se voting/ pooling arrangements entered into between/ amongst the other Unit Holders, or as may be permitted under the REIT Regulations. | No Unit Holder shall enjoy superior voting or any other rights over another Unit Holder, other than any inter se voting/ pooling arrangements entered into between/ amongst the other Unit Holders, or as may be permitted under the REIT Regulations. <u>Further, subject to and in accordance with the REIT Regulations and other applicable law, eligible Unit Holders shall have the right (but not the obligation) to nominate director(s) on the board of directors of the Manager. Such right shall be exercised in accordance with the manner and mechanism prescribed by the SEBI and the Policy framed in this regard.”</u> | Regulation 4(2)(g) – Pursuant to the amendments to the REIT Regulations dated February 16, 2023, read along with SEBI Circular dated September 11, 2023 |
| New clause 13.9 | - | <u>The Eligible Unitholders shall have the right to appoint Unitholder Nominee Directors on the board of directors of the Manager from time to time, in the manner prescribed under the REIT Regulations and the Policy framed in this regard by the Manager. The Trustee shall supervise and ensure that the Manager takes all such actions and compliances, as may be prescribed under the REIT Regulations from time to time, in relation to the right of Eligible Unitholders to appoint Unitholder Nominee Directors on the board of directors of the Manager.</u> | Pursuant to SEBI Circular dated September 11, 2023 |



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| New Clause 13.13 | - | <u>Unit Holders shall be required to comply with the stewardship code under the REIT Regulations, to the extent applicable.</u> | Regulation 4(2)(g) – Pursuant to the amendments to the REIT Regulations dated February 16, 2023. |
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RESOLVED FURTHER THAT the Board of Directors of the Company or Mr. Rajesh Deo, Chief Financial Officer or Ms. Charu Patki, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized on behalf of the Trust to inform all concerned, in such form and manner as may be required or is necessary and also to execute such agreements, letters and other writings as may be deemed necessary to give effect to the above resolution, including delegation of all, or any of these powers and to do all acts, deeds, things and matters as may be required or are necessary to give effect to this resolution or as otherwise considered by the Board of Directors, to be in the best interest of the Trust, as it may deem fit, without being required to seek further consent or approval of the Unitholders or otherwise to the end and intent that the Unitholders shall be deemed to have given their approval thereto expressly by the authority of this resolution”

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

Sd/-

Charu Patki
Company Secretary and Compliance Officer
Membership No. A18140

Date: February 06, 2024

Place: Mumbai

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

Annexure A - EXPLANATORY STATEMENT

ITEM NO: 1

The Board of Directors of the Company, in its capacity as the Manager to Nexus Select Trust (“**Trust**”), at its meeting held on **February 06, 2024**, approved certain amendments to the Trust Deed dated August 10, 2022 entered into among the Company, Wynford Investments Limited, and Axis Trustee Services Limited (“**Trust Deed**”), and recommended the same to the Unitholders of the Trust for their approval and adoption.

The Securities and Exchange Board of India (“**SEBI**”) vide notification dated August 16, 2023, amended the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 (“**REIT Regulations**”), pursuant to which, Regulation 4(2)(g) was amended to *inter-alia* provide that Unitholder(s) holding not less than 10% of the total outstanding units of the REIT, either individually or collectively (“**Eligible Unitholder(s)**”), shall be entitled to nominate one director on the board of directors of the Manager (“**Unitholder Nominee Director(s)**”), in the manner as may be specified by SEBI. In this regard, SEBI has issued Circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/154 dated September 11, 2023 (“**Circular**”) setting out the framework for Eligible Unitholders to exercise their right to nominate a Unitholder Nominee Director.

The Circular additionally mandates the REIT to amend its Trust Deed within 6 months from the date of issuance of the Circular, to provide for a clause concerning the nomination and appointment of Unitholder Nominee Director(s) on the Board of the Manager of the REIT by Eligible Unitholder(s).

Certain clarificatory amendments also need to be effected in the Trust Deed, pursuant to other amendments made to the REIT Regulations since the adoption of the Trust Deed.

Clause 18.1 and 18.2 of the Trust Deed provides that any modifications to the Trust Deed require either the prior approval of the Unitholders of the Trust by way of a super majority where the number of votes cast in favor of the resolution must be not less than one and a half times the number of votes cast against it, or it may be amended by the Trustee with the prior written consent of the Sponsor. **Clause 18.3 of the Trust Deed** provides that the Trustee and the Manager will determine whether an amendment to this Deed requires the approval of the Unitholders. Also, **Clause 18.4 of the Trust Deed** provides that any amendment to the Trust Deed by way of an amendment to the Deed.

Accordingly, to incorporate the aforementioned clauses in the Trust Deed, the Trust seeks the approval of its Unitholders. The amendments are set out below:

| Clause no. | Earlier Provision | Amended Provision | Regulatory Reference |
|-------------------|---|---|---|
| 1.1(iv). | “ Auditor ” shall mean any independent qualified firm of chartered accountants of good standing appointed by | “ Auditor ” shall mean any independent <i>individual or</i> qualified firm of chartered accountants of good standing | Regulation 10(6) – Pursuant to the SEBI (Real Estate Investment Trusts) (Amendment) |

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| | the Manager, in consultation with the Trustee, from time to time, to act as the auditor of the REIT, in accordance with the REIT Regulations. | appointed by the Manager, in consultation with the Trustee, from time to time, to act as the auditor of the REIT, in accordance with the REIT Regulations. | Regulations, 2023 w.e.f. February 14, 2023. |
| New Clause 1.1 (viii) | - | <u>“Eligible Unitholders” shall mean the eligible unitholder as defined by SEBI from time to time.</u> | Pursuant to SEBI Circular dated September 11, 2023 |
| New Clause 1.1 (xxxv) | - | <u>“Unitholder Nominee Directors” shall mean the unitholder nominee directors as defined by SEBI from time to time.</u> | Pursuant to SEBI Circular dated September 11, 2023 |
| 7.1.11 | Oversee activities of the Manager: The Trustee shall oversee the activities of the Manager in the interest of the Unit Holders and ensure that the Manager complies with the REIT Regulations and Applicable Law and shall obtain a compliance certificate from the Manager on a quarterly basis in accordance with the REIT Regulations. | Oversee activities of the Manager: The Trustee shall oversee the activities of the Manager in the interest of the Unit Holders and ensure that the Manager complies with the REIT Regulations and Applicable Law <u>including in relation to the appointment of Unitholder Nominee Directors by Eligible Unitholders</u> and shall obtain a compliance certificate <u>or such other reports and information as may be prescribed under the REIT Regulations from time to time</u> from the Manager on a quarterly basis in accordance with the REIT Regulations. | Pursuant to SEBI Circular dated September 11, 2023 |
| 7.1.26 | Power to review reports: The Trustee shall review the reports required in terms of the REIT Regulations and Applicable | Power to review reports: The Trustee shall review the reports required in terms of the REIT Regulations and Applicable Law, as submitted by the | Pursuant to SEBI Circular dated September 11, 2023 |

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| | Law, as submitted by the Manager. In the event such reports are not submitted in a timely manner, the Trustee, after due follow-up, shall intimate the same to SEBI. | Manager, <u>including, without limitation, in relation to Eligible Unitholder(s), as prescribed from time to time.</u> In the event such reports are not submitted in a timely manner, the Trustee, after due follow-up, shall intimate the same to SEBI. | |
| 11.4 | If the Distributions are not made within the period prescribed in the REIT Regulations, the Manager shall be liable to pay interest to the Unit Holders at the rate as may be specified in the REIT Regulations till the Distribution is made and such interest shall not be recovered in the form of fees or any other form payable to the Manager by the REIT. | If the Distributions are not made within the period prescribed in the REIT Regulations, the Manager shall be liable to pay interest to the Unit Holders at the rate as may be specified in the REIT Regulations till the Distribution is made and such interest shall not be recovered in the form of fees or any other form payable to the Manager by the REIT. <u>Further, the Unpaid or unclaimed distributions shall be dealt with in the manner specified under the REIT Regulations and the Policy framed in this regard.</u> | Regulation 18(16)(f) – Pursuant to the SEBI (Real Estate Investment Trusts) (Amendment) Regulations, 2023 w.e.f. February 14, 2023. |

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| 13.3 | No Unit Holder shall enjoy superior voting or any other rights over another Unit Holder, other than any inter se voting/ pooling arrangements entered into between/ amongst the other Unit Holders, or as may be permitted under the REIT Regulations. | No Unit Holder shall enjoy superior voting or any other rights over another Unit Holder, other than any inter se voting/ pooling arrangements entered into between/ amongst the other Unit Holders, or as may be permitted under the REIT Regulations. <u>Further, subject to and in accordance with the REIT Regulations and other applicable law, eligible Unit Holders shall have the right (but not the obligation) to nominate director(s) on the board of directors of the Manager. Such right shall be exercised in accordance with the manner and mechanism prescribed by the SEBI and the Policy framed in this regard.”</u> | Regulation 4(2)(g) – Pursuant to the amendments to the REIT Regulations dated February 16, 2023, read along with SEBI Circular dated September 11, 2023 |
| New clause 13.9 | - | <u>The Eligible Unitholders shall have the right to appoint Unitholder Nominee Directors on the board of directors of the Manager from time to time, in the manner prescribed under the REIT Regulations and the Policy framed in this regard by the Manager. The Trustee shall supervise and ensure that the Manager takes all such actions and compliances, as may be prescribed under the REIT Regulations from time to time, in relation to the right of Eligible Unitholders to appoint Unitholder Nominee Directors on the board of directors of the Manager.</u> | Pursuant to SEBI Circular dated September 11, 2023 |

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| New Clause 13.13 | - | <i><u>Unit Holders shall be required to comply with the stewardship code under the REIT Regulations, to the extent applicable.</u></i> | Regulation 4(2)(g) – Pursuant to the amendments to the REIT Regulations dated February 16, 2023. |
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None of the Directors or Key Managerial Personnel of the Company, or their relatives are interested in the aforesaid resolution. None of the Directors or Key Managerial Personnel of the Trustee are interested in the aforesaid resolution.

The Board of Directors of the Company recommends the passing of the resolution at Item No. 1 by way of a super majority (i.e., where the votes cast in favour of the resolution shall be not less than one and half times the votes cast against the resolution).

Details related to the Postal Ballot:

| <u>Particulars</u> | <u>Day and date</u> |
|--|---|
| Cut-Off Date | Thursday, February 08, 2024 |
| Date and time of Extra-ordinary Meeting (“EM”) | Not Applicable* |
| Venue of EM | Not Applicable* |
| E-voting start time and date | 09:00 A.M. IST on Thursday, February 15, 2024 |
| E-voting end time and date | 05:00 P.M. IST on Friday, March 15, 2024 |



*EM will be deemed to be held through Postal Ballot by way of voting through electronic means in accordance with Regulation 22(2) of the REIT Regulations.

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

Sd/-

Charu Patki

Company Secretary and Compliance Officer

Membership No. A18140

Date: February 06, 2024

Place: Mumbai

Registered Office: Embassy 247, Unit No. 501, B Wing

LBS Marg, Vikhroli (West), Mumbai -400083, Maharashtra

Nexus Select Mall Management Private Limited

(Formerly known as Nexus India Retail Management Services Pvt. Ltd.,)

Registered Office: Embassy 247, Unit No. 501, B Wing LBS Marg, Vikhroli (West),
Mumbai City MH – 400083.

CIN: U70109MH2021PTC363065

T: +022-62805000 | **E:** corp.secretarial@nexusmalls.com | **W:** www.nexusselecttrust.com



NOTES:

1. The explanatory statement pursuant to the provisions of Securities and Exchange Board of India (Real Estate Investment Trusts), Regulations, 2014 setting out the material facts and reasons, in respect of the resolution included in this Postal Ballot Notice and such business proposed to be transacted, is annexed herewith as **Annexure A**.
2. Regulation 22(2)(b) of the Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 permits voting on any matter requiring approval of Unitholders to be done through Postal Ballot.
3. The Postal Ballot Notice is being sent to the Unitholders whose names appear on the Register of Members / Beneficial Owners as received from the depositories and whose email addresses are registered with the depository participants, through the Registrar and Transfer Agent, as on **Thursday, February 08, 2024 (“Cut-off Date”)**. The voting rights of a Unitholder shall be in proportion to their Unitholding, as on the Cut-Off Date.
4. The manner of voting on the proposed resolutions is restricted only to voting through electronic means (**“remote e-voting”**). Accordingly, the physical copy of the Postal Ballot Notice along with the Postal Ballot form and pre-paid business reply envelope is not being sent to the Unitholders for this Postal Ballot.
5. The Company, on behalf of Nexus Select Trust (**“Trust”**), is providing a facility to the Unitholders to exercise their right through remote e-voting on the item of business specified in the accompanying Postal Ballot Notice. The remote e-voting period commences **at 09:00 A.M. IST on Thursday, February 15, 2024** and ends at **05:00 P.M. IST on Friday, March 15, 2024**. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by National Securities Depository Limited upon expiry of the aforesaid period.
6. During this period, only those Unitholders whose names are recorded in the Register of Members / Beneficial Owners maintained by the depositories as on the Cut-off Date i.e., **Thursday, February 08, 2024**, will be entitled to cast their votes by remote e-voting. Once the vote on a resolution is cast by the Unitholder, the Unitholder shall not be allowed to change it subsequently or cast vote again. A person who is not a Unitholder as on the said Cut-off Date will not be entitled to vote and should treat this Postal Ballot Notice for information purposes only.
7. The Company, on behalf of the Trust, has engaged the services of National Securities Depositories Limited (**“NSDL”**) for the purpose of providing remote e-voting facility to the Unitholders. The resolution assented to by the requisite majority of Unitholders shall be deemed to have been passed on the last date specified for voting i.e., **Friday, March 15, 2024**. Details of the process and manner of remote e-voting is annexed herewith as **Annexure B**.
8. Unitholders are requested to read the instructions printed in this Postal Ballot Notice for exercising their vote.
9. Unitholders may note that in accordance with the circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 issued by SEBI dated December 9, 2020, only the Unitholders whose email IDs are updated with the depository would be able to cast their vote through remote e-voting facility. Unitholders whose email IDs are not registered are therefore requested to update their email ID with their depository in order to cast vote through remote

- evoting facility or contact the registrar and transfer agent.
10. Relevant documents referred to in the accompanying Postal Ballot Notice, if any, are open for inspection by the Unitholders, by sending a request to compliance@nexusselecttrust.com with the following details: name, demat account number and e-mail id.
 11. Unitholders are requested to address all correspondence, to the Registrar and Transfer Agent, KFin Technologies Limited (Unit: Nexus Select Trust), Selenium, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Hyderabad - 500032, Telangana, India.
 12. SEBI has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Unitholders are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
 13. Unitholders who have already registered their e-mail addresses are requested to keep their e-mail addresses updated with their Depository Participants to enable servicing of notices / documents / Annual Reports and other communications from the Company, on behalf of the Trust, electronically to their e-mail address in future.
 14. The Postal Ballot Notice shall be placed on the Trust’s website <https://www.nexusselecttrust.com/investor-relation> and on the website of BSE Limited and the National Stock Exchange of India Limited.
 15. As the approval of Unitholders is being sought by way of Postal Ballot, the provisions regarding appointment of a proxy and conducting an Extra-Ordinary Meeting (“EM”) is not applicable. Accordingly, the proxy form, the route map to reach the EM venue and the attendance slip are not enclosed with this Postal Ballot Notice.
 16. After dispatch of the Postal Ballot Notice through email, an advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) vernacular Newspaper, each having wide circulation in the place where the principal place of business of the Trust is situated and will also be uploaded on the Trust’s website at <https://www.nexusselecttrust.com/investor-relation>.
 17. The Board of Directors of the Company has appointed Ms. Aditi Patnaik (M. No: A45308; CP No:18186), a Company Secretary in Practice, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
 18. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **Friday, March 15, 2024**. Further, the resolution passed by the Unitholders through Postal Ballot shall be deemed to have been passed as if it is passed at an extraordinary meeting of the Unitholders.
 19. The Scrutinizer shall immediately after scrutinizing the votes cast by remote e-voting, make a Scrutinizer’s Report of the votes cast in favour or against, if any, and submit the same forthwith to the Chairperson of the Board of Directors of the Company or a person authorized by him in writing, who shall countersign the same.
 20. The results of the Postal Ballot shall be declared by the Chairperson of the Board of Directors of the Company or any person duly authorized by the Board, in this regard, within two working days of conclusion of remote e-voting process i.e. on or before **Tuesday, March 19, 2024**.
 21. The results declared along with the Scrutinizer’s report shall be placed on the Trust’s website <https://www.nexusselecttrust.com/investor-relation> and on the website of NSDL (www.evoting.nsdl.com) within two (2) working days of the resolution being passed. The results will be simultaneously forwarded to BSE and NSE.

Annexure B

Instructions for Remote e-Voting.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for individual unitholders holding securities in demat mode

Individual unitholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual unitholders holding securities in demat mode is given below:

| Type of Unitholders | Login Method |
|------------------------|---|
| Individual Unitholders | <p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a</p> |

| | |
|--|---|
| | <p>Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Unitholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> |
| <p>Individual Unitholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered |

| | |
|---|---|
| | Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Unitholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

Important note: Unitholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Unitholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|---|---|
| Individual Unitholders holding securities in demat mode with NSDL | Unitholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Unitholders holding securities in demat mode with CDSL | Unitholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com |

B) Login Method for e-Voting for Unitholders other than Individual Unitholders holding securities in demat mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Unitholders/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

| Manner of holding units i.e., Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Unitholders who hold units in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Unitholders who hold units in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |

6. Password details for unitholders other than Individual unitholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for units held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those unitholders whose email ids are not registered.**

7. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding units in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding units in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Unitholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding units and whose voting cycle and Annual Meeting is in active status.
2. Select “EVEN” of Nexus Select Trust [●] for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of units for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Unitholders

1. Institutional Unitholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aditi@mehta-mehta.com with a copy marked to evoting@nsdl.com.

Institutional Unitholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Please note that login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Unitholders and e-Voting user manual for Unitholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena at evoting@nsdl.com.

Process for those Unitholders whose Email ID is not registered with the depositories for procuring User ID and password and registration of Email ID for e-voting for the resolutions set out in this Notice:

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.com
2. Individual Unitholder holding units in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Unitholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INFORMATION AT A GLANCE

| Particulars | Details |
|---|---|
| Mode | Postal Ballot |
| Contact number for NSDL e-voting | 022 - 48867000 / 022 - 24997000 |
| Cut-off date for e-voting | Thursday, February 08, 2024 |
| E-voting start time and date | 09:00 A.M. IST on Thursday, February 15, 2024 |
| E-voting end time and date | 05:00 P.M. IST on Friday, March 15, 2024 |
| Date on which the resolution is deemed to be passed | February 06, 2024 |
| E-voting website | https://www.evoting.nsdl.com/ |
| Name, address and contact details of Registrar and Transfer Agent | <p>Mr. Suresh Babu D</p> <p>Kfin Technologies Limited</p> <p>Address: Selenium, Tower B, Plot No. 31 and 32 Financial District, Nanakramguda Serilingampally, Hyderabad Rangareddi 500 032 Telangana</p> <p>Tel: +91 40 6716 2222</p> |
| Name, address and contact details of e-voting Service Provider | <p>National Securities Depository Limited</p> <p>Mr. Anubhav Saxena</p> <p>Trade World, A Wing, Kamala Mills Compound, Lower Parel, Mumbai 400013</p> <p>Email id: evoting@nsdl.com;</p> <p>Contact number: 022 - 48867000 / 022 - 24997000</p> |