Policy Title	Risk Management Policy ("**Policy**")	***Approving Authority***	Any Director or Chief Financial Officer or Compliance Officer
Organization	Legal and Compliance Team	***Approval Date***	November 13, 2022
Entity	Nexus Select Mall Management Private Limited (formerly known as Nexus India Retail Management Services Private Limited) ("**Manager**") in its capacity as manager of Nexus Select Trust	***Effective Date***	From the date of filing of the Offer Document with SEBI
Responsibility for ensuring Compliance	Compliance Officer		

Applicability	The Policy is applicable to the Manager and the special purpose vehicles of the Nexus Select Trust ("**SPVs**"), its holding companies ("**Holdco(s)**") and investment entities ("**Investment Entity**") of the Nexus Select Trust
Purpose	This policy is framed in line with the requirement of Regulation 26A of the Securities and Exchange Board of India (Real Estate Investment Trust) Regulations, 2014 read with Regulation 17(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**SEBI Listing Regulations**"). An element of risk is associated with all activities carried out by the Nexus Select Trust, the Manager and the SPVs/ Holdco(s)/ Investment Entity of the Nexus Select Trust (hereinafter referred to as the "**Relevant Entities**") and a practice of risk management enables the Relevant Entities to proactively identify, assess and remediate the risks posed to such Relevant Entity. The responsibility of managing risk lies with all employees associated with the Relevant Entities. This policy outlines the Nexus Select Trust's risk management process and sets out the responsibilities of the Board of Directors, the Audit Committee, the Risk Management Officer, senior management of the Manager/ Nexus Select Trust and others within the Relevant Entities in relation to risk management of the Nexus Select Trust
Risk*	**Risk*:** Risk is an event which can prevent, hinder and fail to further or otherwise obstruct the enterprise in achieving its objectives. A business risk is the threat that an event or action will adversely affect an enterprise's ability to maximize stakeholder value and to achieve its business objectives. Risk can cause financial disadvantage, for example, additional costs or loss of funds or assets. It can result in damage, loss of value and /or loss of an opportunity to enhance the enterprise operations or activities. Risk is the product of probability of occurrence of an event and the financial impact of such occurrence to an enterprise. **Strategic Risk** are associated with the primary long-term purpose, objectives and direction of the business. **Operational Risks** are associated with the on-going, day-to-day operations of the enterprise. **Compliance Risks** are risks associated with the compliance with various acts, rules, regulations and other compliances applicable to the Relevant Entities **Financial Risks** are related specifically to the processes, techniques and instruments utilized to manage the finances of the enterprise, as well as those processes involved in sustaining effective financial relationships with customers and third parties. **Knowledge Risks** are associated with the management and protection of knowledge and information within the enterprise. (*as defined in Standard of Internal Audit (SIA) 13 issued by the Institute of Internal Auditors) **Inherent Risks**: The risk that an activity would pose if no controls or other mitigating

	factors were in place (the gross risk or risk before controls). The risk management process focuses on areas of high inherent risk, with these documented in the Risk Register. **Residual Risks:** Upon implementation of treatments there will still be a degree of left over risk, with the expectation that an unacceptable level of residual risk would remain only in exceptional circumstances. **Significant Risk:** Significant risks include those risks that have a high likelihood and high impact or where there is limited ability for mitigation by the Manager. These risks are identified and assessed based on the Manager's expertise, judgement and knowledge. **Risk Appetite:** Risk appetite is the amount of risk, on a broad level, an organization is willing to accept in pursuit of value.
Importance of Risk Management	A certain amount of risk taking is inevitable if the organization has to achieve its objectives. Effective management of risk helps to manage innovation and improve performance by contributing to: (a) Certainty and fewer surprises, (b) More effective management of change, (c) More efficient use of resources, (d) Better management at all levels through improved decision making, (e) Reduced waste and fraud, and better value for money, (f) Management of contingent and maintenance activities.
Approach to Risk Management[	Enterprise risk management philosophy is to enable the achievement of the Manager's strategic objectives by identifying, analyzing, assessing, mitigating, monitoring, preventing, and governing any risks or potential threat to these objectives. While the achievement of strategic objectives is a key driver, our values, culture and our obligation & commitment to employees, customers, investors, regulatory bodies, partners, and the community around us are the foundation on which our risk management philosophy is based. The systematic and proactive identification of risks and mitigation thereof shall enable effective or quick decision-making, enable business continuity, and shall improve the performance of the organization.
Organisation Structure	Board of Directors- Audit Committee-Risk Management Committee- Risk Management Officer-Compliance Officer- Risk Owners
Responsibility of Board of Directors	The board of directors shall constitute a risk management committee. The Risk Management Committee shall have minimum three members with majority of them being members of the board of directors, including at least one independent director. The board of directors may define the role and responsibility of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the RMC and such other functions as it may deem fit including ESG and cyber security. The Board, through the Risk Management Committee, has responsibility under its Charter to review and ensure that: (a) the RMC has, at least annually, reviewed the risk management framework to satisfy itself that it continues to be sound and effectively identifies all areas of potential risk; (b) adequate policies and processes have been designed and implemented to manage identified risks; (c) a regular program of audits is undertaken to test the adequacy of and compliance with prescribed policies; and (d) proper remedial action is undertaken to redress areas of weakness.
Audit Committee	The following shall serve as the role and responsibilities of the Audit Committee authorized to evaluate the effectiveness of the risk management framework: (a) To examine the organization structure relating to risk management;

	(b) Evaluate the efficacy of risk management systems-recording and reporting; (c) Review the strategy for implementing risk management policy; (d) Seeking regular assurance that the system of internal control is effective in managing risks in accordance with the Board of Director's policies; and (e) Ensure that senior management monitors the effectiveness of internal control system.
Risk Management Committee	The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary The role of the committee shall, *inter alia*, include the following: (1) To formulate a detailed risk management policy which shall include: (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee. (b) Measures for risk mitigation including systems and processes for internal control of identified risks. (c) Business continuity plan. (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Manager; (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems; (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity; (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.
Constitution of the Risk Management Committee	The Risk Management Committee shall have a minimum of three members with majority of them being members of the board of directors, including at least one independent director.
Meeting	The Risk Management Committee shall meet at least twice in a year in such a manner that on a continuous basis not more than 180 days shall elapse between any two consecutive meetings, or such other timelines as may be prescribed under applicable law.
Quorum	The quorum for a meeting of the Risk Management Committee shall be either 2 (two) members or 1/3rd (one third) of the members of the committee, whichever is higher, including at least 1 (one) member of the board of directors in attendance, or such other quorum as may be prescribed under applicable law
Risk Management	The Risk Management Officer shall be the Chief Financial Officer of the Manager and

Officer	shall have the following responsibilities: (a) Establishing the Relevant Entity's risk management framework to satisfy itself that it continues to be sound and effectively identifies all areas of potential risk at least once annually; (b) Framing, implementing and monitoring the risk management plan for the Relevant Entity; (c) Ensuring adequate policies and processes have been designed and implemented to manage identified risks; (d) Ensuring a regular program of audits is undertaken to test the adequacy of and compliance with prescribed policies; (e) Ensure proper remedial action is undertaken to address areas of weakness; (f) Reporting to the Board on compliance with this policy; (a) Maintaining the risk register and updating the same at least once annually.
Compliance Officer	The Compliance Officer of the Relevant Entity shall be responsible for: (a) Monitoring compliance with this Policy; (b) Reporting to the Board of Directors on compliance with this Policy.
General Responsibilities	Every staff member is responsible for effective management of risk including the identification of potential risks. Management is responsible for the development of risk mitigation plans and the implementation of risk reduction strategies including the promotion and training of the risk management process to staff. Risk management processes should be integrated with other planning processes and management activities.
Risk Management Procedure	Risk management is a continuous process that is accomplished throughout the life cycle of a company. It is an organized methodology for continuously identifying business objectives; information assets; and the underlying assets (e.g., hardware, software, databases, networks and facilities) and measuring the unknowns; developing mitigation options; selecting, planning, and implementing appropriate risk mitigations; and tracking the implementation to ensure successful risk reduction. Effective risk management depends on risk management planning; early identification and analyses of risks; early implementation of corrective actions; continuous monitoring and reassessment; and communication, documentation, and coordination. The assessment of countermeasures should be performed through a cost benefit analysis where controls are selected to reduce the risk to a level acceptable to the management. This process may be based on the following: • The cost of the control compared to the benefit of minimizing the risk • Management's risk appetite • Preferred risk-reduction methods
Risk Management Methodology	The methodology adopted by the Manager for managing and treating its risks and that of the Relevant Entities can be defined as follows: **Risk Identification:** This involves continuous identification of events that may have negative impact on the Nexus Select Trust ability to achieve goals. Identification of risks, risk events and their relationship are defined on the basis of discussion with the risk owners and secondary analysis of related data, previous internal audit reports, past occurrences of such events etc.

The Risk Management Officer shall perform the following activities:

a) Identify risks (threats or opportunities) and document the risks in the minutes of their meetings.

b) Identify the general activities involved in running the business (i.e. risk categories).

c) Identify the risks involved in undertaking the specific business activity.

The major focus areas of risk identification typically cover following types of risks as material risks (both internal and external risks):

(a) NDCF/ Distribution – Guidance and expectations of unit holders
(b) Business Risk - Geographical and Sector Concentration Risk
(c) Transactions with Sponsors – Arms Length Pricing Risk
(d) Occupancy and Tenancy Risk
(e) Asset Management – Security and safety Risk
(f) Risk of significant changes in REIT Regulations
(g) Cyber Security Risk;
(h) Risk of Regulatory Compliances
(i) Environmental Management - Environment, Social and Governance (ESG) related risk;
(j) Talent Retention Risks

Risk Assessment:

Risk assessment is the process of risk prioritization or profiling. The Risk Management Officer shall carry out a qualitative and quantitative assessment for all key risks identified during the risk identification process and rate the likelihood of the business activity not being properly performed. Likelihood is assessed to the assumption that there are no existing risk management and compliance processes in place. It is assessed as either "Almost Certain", "Likely", "Possible", "Unlikely" and "Rare". Likelihood Probability & Frequency:

Likelihood Rating	**Description**	**Probability**
Almost certain	Known to happen often	>95%
Likely	Could easily happen	50%-95%
Possible	Could happen & has occurred before	15%-50%
Unlikely	Hasn't happened yet but could	5%-15%
Rare	Conceivable, but only in extreme circumstances	>5%

Control Effectiveness:

Control Effectiveness	**Description**
Effective	The control design meets the control objectives and is designed and operating effectively for majority of the time during the year
Partially effective	The control design mostly meets the control objective and/or the control is normally operational but occasionally is not applied when it should be
Ineffective	The control design does not meet the control objective and/or the control is not- applied

	Risk Analysis: Risk analysis is a process to comprehend the nature of risk and to determine the level of risk. The Risk Management Officer shall analyse risk to identify potential causes and sources of risk in order to analyze their consequences. The consequence of not properly performing the business activity shall be rated and the damage can be quantified in terms of financial loss to investors and/or the Nexus Select Trust itself. It shall be assessed as "Catastrophic", "Major", "Severe", "Serious" and "Minor".
	Risk Evaluation and Treatment: The Risk Management Officer shall perform the following activities to evaluate and treat the risk: (a) Assign the inherent risk rating based on a combination of the risk rating. Low and medium risks may be considered acceptable and therefore minimal further work on these risks may be required. The rating may be assessed as "Critical", "High", "Significant", "Medium" and "Low". (b) Decide whether a control (e.g.: policy, procedure, checklist, reporting mechanism or account reconciliation) is necessary given the level of risk, based on likelihood and consequences and if so, identify control. (c) Assess whether the existing controls are adequate and allocate the responsibility of monitoring the control to treat the risk. This will integrate risk management and compliance to daily activities and facilitate appropriate control of operational risk. (d) Prepare the risk register for all identified risks and place it for review of Risk Management Committee in the meeting. (e) Raise awareness about managing risks across the organization through communicating the policy and responsibilities. (f) Routinely monitor and review ongoing risks so can risk can be effectively managed. (g) Evaluate controls strength and include whether the controls are preventive, detective or corrective, manual or automated and formal or ad hoc. (h) Evaluate the residual risk, if any and assess if it can be further reduced by identifying those areas in which more controls are required. Refer Appendix for Risk Assessment Matrix **Risk Treatment - Mitigation** Risk mitigation options are considered in determining the suitable risk treatment strategy. For the risk mitigation steps, the cost benefit analysis needs to be evaluated. Action plans supporting the strategy are recorded in a risk register along with the timelines for implementation. **Risk Control and Monitoring** Risk management uses the output of a risk assessment and implements countermeasures to reduce the risks identified to an acceptable level. This policy provides a foundation for the development of an effective risk register, containing both the definitions and the guidance necessary for the process of assessing and mitigating risks identified within functions and associated processes. In circumstances where the accepted risk of a particular course of action cannot be adequately mitigated, such risk shall form part of consolidated risk register along with the business justification and their status shall be continuously monitored and periodically presented to Risk Management Committee.
Risk Reporting	Risks to be reported to Risk Management Committee While the Manager will monitor, evaluate and respond to risks, only significant risks (or

	those that could become significant) need to be reported to the RMC. Significant risks include those risks that have a high likelihood or significant impact or where there is limited ability for mitigation by the Manager. These risks are identified and assessed based on the Manager's expertise, judgement and knowledge. Risks with high-risk exposure will be identified and summarized in Consolidated Risk Register. Manager will appoint a firm of Chartered Accountants or the Risk Management Officer (RMO) to place the Risk Register to the Risk Management Committee. Further, the Manager will also appoint an independent firm of Chartered Accountants to prepare a separate risk register for ESG related risks. The ESG risk register would be prepared in consultation with the Senior Management Team of the Manager. Process of risk reporting: RMO or an independent firm of Chartered accountants will place the Risk register with significant risks, the key indicators, the risk category and the effectiveness of the mitigation plans. On an ongoing basis, when a new or emerging risk is identified, Risk owners of respective department will notify to Compliance Officer or the RMO. After review of the Risks, the RMO will determine whether the risk identified warrants inclusion in the risk register. Risk included in risk register in the Half year will be reported to Risk Management Committee (RMC) in the next meeting. Risk reporting of adverse event: All adverse events and near misses must be recorded and reported. All adverse events, as may be decided as significant by risk owner in consultation with Compliance Officer, should be reported, even if some time has passed since the event occurred. The final decision of an adverse event to be reportable or not lies with the RMO. It is imperative that person(s) reporting the adverse event reports the fact. There is no place for any opinion or assumptions. It is important that details are accurate and factual for any future review. Risk owners will present the adverse event details to the RMO immediately.
Internal Audit	The Audit Committee is responsible for approving the appointment of an independent firm of Chartered Accountants as the internal auditors and approving the annual internal audit plan and scope. Internal Audit function is independent of the external auditor and to ensure its independence, has direct access to the CFO, CEO and audit committee. Any deviations from the Manager's policies identified through internal audits are reported to responsible management for action and to the Audit Committee for information or further action.
ESG related Risks	The Manager would constitute a core committee for ESG headed by the CEO. Develop a comprehensive plan of action for the next two years to ensure the ESG related compliances. Hire a firm of Chartered Accountants to perform the risk identification, impact assessment, risk rating, developing a mitigation plan, developing a risk register for the ESG related risks.

	Monitor and control the ESG related risks periodically.
Business Continuity Plan	The Risk Management Committee shall ensure that a detailed business continuity plan is implemented which will inter alia cover the identification of risk, determination of such risks that will have an impact on the Manager’s business operations, implementing safeguards and procedures to mitigate such risks, testing procedure for mitigating the risks and reviewing the processes.