



## CAPITALAND INDIA TRUST

(Registration Number: 2007004)

(a business trust registered under the Business Trusts Act 2004)

### ANNOUNCEMENT

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## PROPOSED FORWARD PURCHASE OF 2.5 MILLION SQUARE FEET OF IT BUILDINGS AT HITEC CITY, HYDERABAD, INDIA

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### 1. INTRODUCTION

CapitaLand India Trust Management Pte. Ltd., as Trustee-Manager of CapitaLand India Trust (“**CLINT**”), is pleased to announce that:

- (a) its subsidiary, Ascendas Property Fund (India) Pte. Ltd. (“**APFI**”), has entered into a master agreement (“**Master Agreement**”) with Global IT Hub Private Limited (“**Vendor**”), an affiliate of Phoenix Group for construction funding and forward purchase of IT buildings aggregating to ~2.5 million square feet of total leasable area (“**Project**”) (“**Forward Purchase**”).
- (b) its subsidiaries, Information Technology Park Limited (“**ITPL**”) and Cyber Pearl Information Technology Park Limited (“**CPITPL**”), have entered into an inter-  
corporate deposit agreement (“**ICD Agreement**”) with the Vendor, to provide inter-  
corporate deposits (“**ICDs**”) towards repayment of existing loans availed by the Vendor for purchase of land and other expenses (“**Funding**”).

collectively referred to as “**Transaction**”.

### 2. DETAILS OF THE TRANSACTION

#### 2.1. Funding

Pursuant to the ICD Agreement, ITPL and CPITPL shall provide ICDs up to ₹ 2.15 billion / S\$ 34.68 million<sup>1</sup> to the Vendor. The Funding is conditional upon the satisfaction of certain conditions precedent (“**CP**”) that include:

- Vendor having entered into all necessary agreements and obtained approvals in relation to the creation of security; and
- Vendor having performed all necessary amendments to their charter documents to

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<sup>1</sup> Exchange rate of S\$1 = ₹62 is used throughout this announcement.

enable the Funding.

The key terms of the Funding are:

- A tenure of 5 years from the date of disbursement.
- Interest to be accrued on a quarterly basis till the end of 36 months from the date of disbursement and serviced thereafter.
- the ICDs are secured through pari-passu charge over the land and pledge of shares of the Vendor and hypothecation of receivables.
- the ICDs are further secured by a repayment undertaking from Phoenix Infratech (India) Private Limited, the flagship company of the Vendor.
- ITPL and CPITPL can call for repayment of the ICDs on occurrence of an event of default.

## **2.2. Forward Purchase**

Pursuant to the terms of the Master Agreement, CLINT, through APFI or its nominees shall have a right to acquire each phase of the Project (being developed in separate SPVs) based on a purchase price to be determined in accordance with an agreed formula, which takes into account the agreed capitalisation rate, rentals and leasing level. An independent valuation will be conducted and announced at the time of the acquisition of the respective SPVs.

The Forward Purchase will be subject to and conditional on the satisfaction of the CPs, including:

- completion of the construction of the respective phase and achieving 90% leasing; and
- satisfactory completion of the due diligence at the time of acquisition.

## **3. RATIONALE FOR THE TRANSACTION**

The Trustee-Manager believes that the Transaction will bring the following benefits to unitholders of CLINT ("**Unitholders**"):

### **3.1. Attractive Pricing**

Through the Forward Purchase arrangement, the acquisition is priced attractively relative to the market capitalisation rates.

### **3.2. Established Location**

HITEC City is the preferred location for tenants in Hyderabad and most of the large multinational companies in Hyderabad are located here. HITEC City accounts for bulk of commercial leasing in Hyderabad. CLINT is well established in this location with a portfolio of ~5.2 million square feet with high levels of occupancy.

### 3.3. Vendor Track Record

Transaction is leveraging CLINT's existing relationship with Phoenix Group, who has a proven track record of project execution and leasing.

### 3.4. Improved Earnings and Distributions for Unitholders

The Transaction is expected to improve the earnings and distributions for Unitholders. From the date of Funding up to the date of the acquisition of the respective phase, CLINT will receive interest on the Funding that is higher than its borrowing costs.

## 4. METHOD OF FINANCING AND FINANCIAL EFFECTS

### 4.1. Method of Financing

The Trustee-Manager intends to finance the Funding through internal resources and borrowings. Details of the mode of financing the construction and the acquisition will be determined nearer to the point of funding / closing.

### 4.2. Financial Effects

#### 4.2.1. Assumptions

The pro forma financial effects of the acquisition presented below are strictly for illustration purposes, and do not reflect the actual financial position of CLINT following the completion of the acquisition<sup>2</sup>. They have been prepared based on the latest financial statements of CLINT for the financial year ended 31 December 2023 ("FY 2023").

#### 4.2.2. Pro Forma Net Profits

Post-acquisition, the pro forma net profit attributable to the acquisition is approximately S\$4.5 million<sup>3</sup> assuming it is income generating on a stabilised basis.

#### 4.2.3. Pro Forma Net Asset Value ("NAV")

**FOR ILLUSTRATIVE PURPOSES ONLY:** The table below sets out the pro forma financial effects of the acquisition on the NAV per unit in CLINT ("Unit") as at 31 December 2023, as if CLINT had completed the acquisition on 31 December 2023.

	Before the acquisition	After the acquisition
NAV per Unit (S\$)	1.16	1.16

<sup>2</sup> Assuming the Phase 1 Project (equivalent to ~0.7 million square feet) had been funded using 45% debt and 55% equity.

<sup>3</sup> Estimated income available for distribution based on the assumed revenue derived from the Phase 1 Project post acquisition, net of operating, financing, trust expenses and withholding taxes.

#### 4.2.4. Pro Forma Distribution per Unit<sup>4</sup> (DPU)

**FOR ILLUSTRATIVE PURPOSES ONLY:** The table below sets out the pro forma financial effects of the acquisition on CLINT's DPU for FY 2023, as if CLINT had completed the acquisition on 1 January 2023 and held the interest in the Phase 1 Project through to 31 December 2023.

	Before the acquisition	After the acquisition
DPU <sup>5</sup> (S\$ cents)	6.45	6.47

## 5. INTERESTS OF DIRECTORS AND CONTROLLING UNITHOLDERS

Based on the information available to the Trustee-Manager as at the date of this announcement, none of the directors or the controlling unitholders of CLINT has any interest, direct or indirect, in the Transaction.

## 6. OTHER INFORMATION

### 6.1. Director's Service Contracts

No person is proposed to be appointed as a director of the Trustee-Manager in connection with the Transaction or any other transactions contemplated in relation to the Transaction.

### 6.2. Relative Figures Computed on the Bases set out in Rule 1006

The relative figures computed on the following bases set out in Rule 1006(b) and 1006(c) of the Listing Manual of Singapore Exchange Securities Trading Limited (the "SGX-ST") are set out below:

- (i) the net profits attributable to the assets acquired, compared with CLINT's net profits; and
- (ii) the aggregate value of the consideration given, compared with CLINT's market capitalisation.

Based on CLINT's consolidated financial statements for FY 2023, the relative figure for the basis of comparison set out in sub-paragraph (i) above in relation to the same period is not applicable as there are currently no profits attributable to the Project.

Based on the expected purchase price and CLINT's market capitalisation as at the date prior to the announcement of the Transaction, the relative figure for the basis of comparison set out in sub-paragraph (ii) above is approximately 7.6%.

<sup>4</sup> Rule 1010(9) of the Listing Manual requires that the issuer discloses the effect of the Transaction on the earnings per share of the issuer for the most recently completed financial year, assuming that the Transaction had been effected at the beginning of that financial year. The effect of the Transaction on the distribution per Unit is disclosed instead as it is a more appropriate measure for a real estate investment trust.

<sup>5</sup> Post retaining 10% of income available for distribution.

### **6.3. Voluntary Disclosure**

The Transaction is in the ordinary course of CLINT's business and does not fall under Chapter 10 of the SGX-ST Listing Manual. Notwithstanding that, the Trustee-Manager is voluntarily announcing the Transaction pursuant to Rule 1008 of the SGX-ST Listing Manual as a matter of good corporate governance.

The Trustee-Manager will make further announcement(s) as appropriate when there are material developments with regards to the Transaction.

#### **BY ORDER OF THE BOARD**

CAPITALAND INDIA TRUST MANAGEMENT PTE. LTD.  
(Company Registration No. 200412730D)  
(as Trustee-Manager of CapitalLand India Trust)

Hon Wei Seng  
Company Secretary  
3 May 2024

## Important Notice

This release may contain forward-looking statements. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, availability of real estate properties, competition from other developments or companies, shifts in customer demands, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training, property operating expenses), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

You are cautioned not to place undue reliance on these forward-looking statements, which are based on the current view of management regarding future events. No representation or warranty express or implied is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or opinions contained in this release. Neither CapitaLand India Trust Management Pte. Ltd. ("**Trustee-Manager**") nor any of its affiliates, advisers or representatives shall have any liability whatsoever (in negligence or otherwise) for any loss howsoever arising, whether directly or indirectly, from any use of, reliance on or distribution of this release or its contents or otherwise arising in connection with this release.

The past performance of CapitaLand India Trust ("**CLINT**") is not indicative of future performance. The listing of the units in CLINT ("**Units**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") does not guarantee a liquid market for the Units. The value of the Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Trustee-Manager. An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the Trustee-Manager redeem or purchase their Units while the Units are listed on the SGX-ST. It is intended that holders of Units may only deal in their Units through trading on the SGX-ST.

This release is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units.