

## **POLICY ON APPOINTMENT OF AUDITOR AND VALUER OF CITIUS TRANSNET INVESTMENT TRUST**

### **1. Preamble**

This Policy (*as defined below*) aims to provide a comprehensive policy on the appointment of the auditor and valuer of the Citius TransNet Investment Trust (the “**Trust**” or “**Citius InvIT**”) set-up by Epic Transnet Infrastructure Private Limited (*formerly known as Watrak Infrastructure Private Limited*) (the “**Sponsor**”), in accordance with the provisions of the InvIT Regulations (*as defined below*). Accordingly, EAAA Translnfra Managers Limited, the investment manager to the Trust (the “**Investment Manager**”) appointed pursuant to the Investment Management Agreement dated July 22, 2025, has formulated this Policy.

### **2. Definitions**

- (i) “**Auditor**” shall mean the auditor of the Trust appointed in accordance with the InvIT Regulations, from time to time.
- (ii) “**InvIT Regulations**” shall mean the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder by SEBI.
- (iii) “**Policy**” shall mean this policy on the appointment of auditor and valuer of the Trust.
- (iv) “**SEBI**” shall mean the Securities and Exchange Board of India.
- (v) “**Trustee**” shall mean Axis Trustee Services Limited, the trustee to the Trust.
- (vi) “**Unitholders**” shall mean the unitholders of the Trust.
- (vii) “**Valuer**” shall mean the valuer of the Trust appointed in accordance with the InvIT Regulations, from time to time.

### **3. Appointment and Role of Auditor of the Trust**

- (i) The Investment Manager, in consultation with the Trustee, shall appoint the Auditor, in a timely manner and in accordance with the InvIT Regulations.
- (ii) The Investment Manager shall ensure that the appointment of the Auditor and the fees payable to the Auditor is approved by the Unitholders in accordance with the InvIT Regulations.
- (iii) The Investment Manager shall ensure that the audit of the accounts of the Trust by the Auditor is carried out in accordance with the InvIT Regulations.
- (iv) the Investment Manager shall appoint an individual or a firm as the auditor, who shall hold office from the date of conclusion of the annual meeting in which the auditor has been appointed till the date of conclusion of the sixth annual meeting of the unitholders in accordance with the procedure for selection of auditors, as may be specified by SEBI.
- (v) The investment manager of the Trust shall not appoint or re-appoint:
  - (a) an individual as the Auditor for more than one term of five consecutive years, provided that such individual, upon completion of one term of five consecutive years, shall not be eligible for re-appointment as the auditor in the Trust for a period of five years from the date of completion of the term; and
  - (b) an audit firm as the Auditor for more than two terms of five consecutive years, provided that, upon completion of two terms of five consecutive years, such audit firm shall not be eligible for re-appointment as the auditor in the Trust for a period of five years from the date of completion of its term.

- (vi) The Investment Manager, in consultation with the Trustee, shall have the right to take all necessary steps to remove the Auditor who ceases to comply with the eligibility criteria required under the InvIT Regulations and applicable law, subject to the approval of the Unitholders as may be required under the InvIT Regulations. Further, in the event the removal of the Auditor and appointment of another auditor to the Trust is requested by the Unitholders in accordance with the InvIT Regulations, it shall be taken up at a meeting of the Unitholders as may be required under the InvIT Regulations.
- (vii) The Investment Manager shall ensure that the audit of accounts of the Trust by the Auditor is done not less than once in a year and such report is submitted to the stock exchanges within the timelines prescribed under the InvIT Regulations.
- (viii) The Auditor shall conduct the audit of the accounts of the Trust and draft the audit report based on the accounts examined by it after taking into account the relevant accounting and auditing standards under applicable law, including the InvIT Regulations and any guidelines, circulars, notifications and clarifications framed or issued by the SEBI, as may be specified from time to time.
- (ix) The Auditor shall comply with the conditions prescribed under the InvIT Regulations at all times, including the following:
  - (a) the accounts of the Trust shall be subjected to audit by the Auditors and shall be accompanied by a report of the Auditors which shall be submitted with the stock exchanges, in such manner and at such intervals as may be prescribed under applicable law, including InvIT Regulations;
  - (b) the Auditor shall, to the best of its information and knowledge, ensure that the accounts and financial statements give a true and fair view of the state of the affairs of the Trust, including profit or loss and cash flow for the relevant period and such other matters as may be specified by SEBI;
  - (c) the Auditor shall have a right of access at all times to the books of accounts and vouchers pertaining to activities of the Trust;
  - (d) the Auditor shall have a right to obtain such information and explanation pertaining to activities of the InvIT as it may consider necessary for the performance of its duties as auditor from the employees of the Trust, parties to the Trust, the holding companies, the special purpose vehicle(s) or any other person in possession of such information; and
  - (e) the Auditor shall undertake a limited review of the audit of all the entities or companies whose accounts are to be consolidated with the accounts of the Trust as per the relevant auditing standards under applicable law and in accordance with the InvIT Regulations or such other manner as may be specified by SEBI.

#### **4. Appointment and Role of Valuer of The InvIT**

- (i) The Investment Manager, in consultation with Trustee, shall appoint the Valuer in a timely manner.
- (ii) The Investment Manager shall determine the remuneration of such Valuer, in accordance with the InvIT Regulations.
- (iii) The Investment Manager shall ensure that the valuation of the Trust assets is conducted by the Valuer in the manner and timelines prescribed under the InvIT Regulations.
- (iv) The Investment Manager in consultation with the Trustee shall have the right to take all necessary steps to remove the Valuer who ceases to comply with the eligibility criteria required under the InvIT Regulations and applicable law, subject to the approval of the Unitholders as may be required under the InvIT Regulations. Further, in the event the removal of the Valuer and appointment of another valuer to the Trust is requested by the Unitholders in accordance

with the InvIT Regulations, it shall taken up at a meeting of the Unitholders as may be required under the InvIT Regulations.

- (v) The remuneration of the Valuer shall not be linked to or based on the value of the assets being valued.
- (vi) The Valuer shall not be an associate of the Sponsor or the Investment Manager or Trustee. The Valuer shall have the minimum number of years of experience in valuation of infrastructure assets as may be required under the InvIT Regulations.
- (vii) The Valuer shall be eligible to act as a valuer in terms of the InvIT Regulations or any clarifications, guidelines, notifications or exemptions issued by SEBI.
- (viii) The Valuer shall not undertake valuation of the same project for more than four years consecutively, provided that the Valuer may be reappointed after a period of not less than two years from the date it ceases to be the Valuer of the Trust.
- (ix) The Valuer shall not undertake valuation of any assets in which it has either been involved with the acquisition or disposal within the last twelve months other than such cases where the Valuer was engaged by the Trust for such acquisition or disposal.
- (x) The Valuer shall comply with the following conditions at all times:
  - (a) the Valuer shall ensure that the valuation of the Trust assets is impartial, true and fair and is in accordance with the InvIT Regulations;
  - (b) the Valuer shall ensure adequate and robust internal controls to ensure the integrity of its valuation reports;
  - (c) the Valuer shall ensure that it has sufficient key personnel with adequate experience and qualification to perform valuations;
  - (d) the Valuer shall ensure that it has sufficient financial resources to enable it to conduct its business effectively and meet its liabilities;
  - (e) the Valuer and any of its employees involved in valuing of the assets of the Trust, shall not:
    - invest in units of the Trust or in the assets being valued; and
    - sell the assets or units of the Trust held prior to being appointed as the Valuer,until the time such person is designated as Valuer of the Trust and not less than six months after ceasing to be Valuer of the Trust;
  - (f) the Valuer shall conduct valuation of the Trust assets with transparency and fairness and shall render, at all times, high standards of service, exercise due diligence, ensure proper care and exercise independent professional judgment;
  - (g) the Valuer shall act with independence, objectivity and impartiality in performing the valuation;
  - (h) the Valuer shall discharge its duties towards the Trust in an efficient and competent manner, utilizing its knowledge, skills and experience in best possible way to complete given assignment;
  - (i) the Valuer shall not accept remuneration, in any form, for performing a valuation of the InvIT assets from any person other than the Trust or its authorized representative;
  - (j) the Valuer shall before accepting any assignment, from any related party of the Trust, disclose to the Trust through the Investment Manager or the Trustee, any direct or indirect consideration which the Valuer may have in respect of such assignment;

- (k) the Valuer shall disclose to the Trust, through the Investment Manager or the Trustee, any pending business transactions, contracts under negotiation and other arrangements with the Investment Manager or any other party whom the InvIT is contracting with and any other factors that may interfere with the Valuer's ability to give an independent and professional valuation of the assets, and other necessary disclosures required under the InvIT Regulations;
- (l) the Valuer shall not make false, misleading or exaggerated claims in order to secure assignments;
- (m) the Valuer shall not provide misleading valuation, either by providing incorrect information or by withholding relevant information;
- (n) the Valuer shall not accept an assignment which interferes with its ability to do fair valuation; and
- (o) the Valuer shall, prior to performing a valuation, acquaint itself with all laws or regulations relevant to such valuation.

#### **5. Communication of this Policy**

This Policy shall be posted on the website of the Trust.

#### **6. Review of the Policy**

This Policy will be reviewed and reassessed by the Board of the Investment Manager as and when required and appropriate recommendations shall be made by them to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

#### **7. Conflict with Applicable Law**

In the event of any conflict between applicable law, including the Companies Act, the SEBI InvIT Regulations or the SEBI Listing Regulations or any other statutory enactments and the provisions of this Policy, applicable law shall prevail over this Policy.

#### **8. Amendment**

1. Any amendment or variation to this Policy shall be undertaken in compliance with the InvIT Regulations and other applicable law.
2. Notwithstanding the above, this Policy will stand amended to the extent of any change in the facts or applicable law, including any amendment to the InvIT Regulations, without any action from the Investment Manager or approval of the unitholders of the InvIT.

Adopted by the board of directors of EAAA TransInfra Managers Limited on behalf of the Trust on November 19, 2025.