

NOMINATION AND REMUNERATION POLICY OF TRUST

I. PREAMBLE

This Nomination and Remuneration Policy (the “**Policy**”) has been formulated in compliance with Regulation 26G of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (the “**SEBI InvIT Regulations**”), the Companies Act, 2013 (the “**Companies Act**”), read with applicable rules notified thereunder and in compliance of the Regulation 19(4) and Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”). This Policy is applicable to the board of directors and the key management personnel of EAAA TransInfra Managers Limited (the “**Investment Manager**”), the investment manager to the Citius TransNet Investment Trust (“**Trust**” or “**InvIT**”).

II. OBJECTIVE

The objective of this Policy is to serve as a guiding charter for appointment of qualified persons as directors on the board of directors of the Investment Manager (“**IM Board**” and such directors, “**Directors**”), key managerial personnel (the “**KMP**”), senior management personnel (the “**SMP**”) in senior management positions, to recommend the remuneration to be paid to them and to evaluate their performance. This Policy provides a framework to:

- a) Identify persons who are qualified to become Directors (executive and independent) and who may be appointed in senior management positions in accordance with the criteria laid down, and recommend to the IM Board their appointment and removal;
- b) Formulate the criteria for determining qualifications, positive attributes and independence of directors;
- c) Ensure that:
 - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality and repute required;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, KMP and SMP involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Investment Manager / InvIT and their goals’.
- d) Such other key issues/matters as may be referred by the IM Board or as may be necessary in view of the provisions of the SEBI InvIT Regulations, Companies Act 2013 and the rules thereunder and the SEBI Listing Regulations, whenever applicable.

III. TERMS OF REFERENCE

- a) The terms of reference of the Nomination and Remuneration Committee include, amongst others, the following:
 - (i) ensuring compliance with the requirements of the InvIT Regulations and the Companies Act, 2013 as may be applicable;
 - (ii) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - (iii) for every appointment of an independent director, the nomination and remuneration committee shall evaluate the balance of skills, knowledge and experience on Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for

appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

- (a) use the services of an external agencies, if required;
 - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (c) consider the time commitments of the candidates.
- (iv) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (v) recommending to the board, all remuneration, in whatever form, payable to senior management;
- (vi) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- (vii) making recommendations in relation to appointment or re-appointment or replacement or removal of (a) independent directors; (b) any key managerial personnel; and (c) directors on the board of directors of the Initial Portfolio Assets;
- (viii) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the IM Board their appointment and removal;
- (ix) formulating the following policies:
 - (a) a policy relating to, the remuneration of the directors, key managerial personnel and other employees; and
 - (b) devising a policy on diversity of board of directors.
- (x) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors

IV. INDEPENDENT DIRECTORS

a) Criteria for Selection/ Appointment

- (i) The Independent Directors shall be of high integrity with relevant expertise and experience. This also further the objective to have a diverse IM Board with Directors having expertise in various fields including but not limited to infrastructure, marketing, finance, taxation, law, governance, administration, public service and general management.
- (ii) The Independent Director is not or was not the promoter of parties to the Trust, its holding company, the subsidiary or associate or a member of the sponsor group of the Trust.
- (iii) The Independent Director is not related to the Trust, its Holdco and/or SPV, parties to the Trust, its holding company, the subsidiary or associate or their promoters or directors;
- (iv) The Independent Director, apart from receiving director's remuneration, does not have any or has had no material pecuniary relationship with the Trust, its Holdco and/or SPV, parties to the Trust, its holding company, the subsidiary or associate or their promoters or directors, during the three immediately preceding financial years or during the current financial year;

(v) None of whose relatives-

- (a) is holding securities of or interest in the Trust, its Holdco and/or SPV, parties to the Trust, their holding Company, subsidiary or associate during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the unit capital of the Trust, two percent of the paid-up capital of the parties to the Trust, their holding Company, subsidiary or associate or Holdco and/or SPV respectively or such higher sum as may be specified;
- (b) is indebted to the Trust, its Holdco and/or SPV, parties to the Trust, its holding company, subsidiary or associate or their promoters or directors, during the three immediately preceding financial years or during the current financial year in excess of such amount as may be specified;
- (c) has given a guarantee or provided any security in connection with the indebtedness of any third person to the Trust, its Holdco and/or SPV, parties to the Trust, its holding company, subsidiary or associate or their promoters or directors, during the three immediately preceding financial years or during the current financial year for such amount as may be specified; or
- (d) has any other pecuniary transaction or relationship with the Trust, its Holdco and/or SPV, parties to the Trust, its holding company, subsidiary or associate amounting to two percent or more of its gross turnover or total income:

Provided that the pecuniary relationship or transaction with the Trust, its holdco or SPV, parties to the Trust, its holding company, subsidiary or associate or their promoters, or directors in relation to points (a) to (d) shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower

(vi) The Independent Director neither himself or herself, nor whose relatives:

- (a) holds or has held the position of a key managerial personnel or is or has been an employee of the Holdco and/or SPV, parties to the Trust or its holding, subsidiary or associate or any company belonging to parties to the Trust in any of the three financial years immediately preceding the financial year in which he/she is proposed to be appointed:

Provided that in case of a relative who is an employee other than a key managerial personnel, the restriction under this clause shall not apply for his/her employment;

- (b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he/she is proposed to be appointed, of
 - i. a firm of auditors or company secretaries in practice or cost auditors of the Trust, its Holdco and/or SPV, parties to the Trust, its holding company, subsidiary or associate; or
 - ii. any legal or a consulting firm that has or had any transaction with the Trust, its Holdco and/or SPV, parties to the Trust, its holding company, subsidiary or associate amounting to ten per cent or more of the gross turnover of such firm;
- (c) holds together with his relatives two per cent or more of the total voting power of the Trust its Holdco and/or SPV, parties to the Trust;

- (d) is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the Trust, its Holdco and/or SPV, parties to the Trust, its holding company, subsidiary or associate, any of its promoters, directors or that holds two per cent or more of the total voting power of the Trust, its Holdco and/or SPV parties to the Trust;
 - (e) is a material supplier, service provider or customer or a lessor or lessee of the Trust, its Holdco and/or SPV, parties to the Trust, its holding company, subsidiary or associate;
- (vii) who is not less than 21 years of age; or
- (viii) who possesses such other qualifications as may be specified by the Board
- (ix) The Independent Directors are fit and proper persons based on the criteria specified in the Securities and Exchange Board of India (Intermediaries) Regulations, 2008.
- (x) In case of appointment of Independent Directors, the NRC shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Investment Manager so as to enable the IM Board to discharge its functions and duties effectively.
- (xi) An independent director re-appointed for second term shall be removed by the company only by passing a special resolution and after giving him a reasonable opportunity of being heard.
- (xii) The NRC shall ensure that the candidates identified for appointment as Directors are in compliance with the requirements stated under Companies Act, 2013.
- (xiii) The NRC shall consider the following attributes/ criteria for recommendation of candidature for appointment as a Director:
 - a. diversity of the IM Board;
 - b. integrity, personal, professional or business standing;
 - c. qualification, expertise and experience; and
 - d. other positive attributes of the candidate.
- (xiv) In case of re-appointment of Independent Directors, the IM Board shall take into consideration the performance evaluation of the Directors, engagement level and contribution in the deliberations of the IM Board.

b) Remuneration

The Independent Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the meeting of the IM Board and its committees and by way of commission as detailed hereunder:

- (i) An Independent Director would be entitled to receive sitting fees for each meeting of the IM Board or its committees attended, of such sum as may be approved by the IM Board, within the overall limits prescribed under the Companies Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (ii) An Independent Director may also be entitled to receive commission, of such sum as may be approved by the IM Board and in accordance with the Companies Act read with applicable rules notified thereunder and any other applicable laws, on the recommendation of the NRC within the overall limits approved by the Members.
- (iii) The NRC may recommend to the IM Board, a higher commission for the Non – Executive Chairman of the IM Board taking into consideration the overall

responsibility.

- (iv) In determining the quantum of commission payable to the Directors, the NRC shall make its recommendation after taking into consideration the overall performance of the Directors.
- (v) The Independent Directors shall not be entitled to participate in employee stock options scheme of the Investment Manager, if any.

V. DIRECTOR/ CHIEF EXECUTIVE OFFICER/

a) Criteria for Selection/ Appointment

- (i) For the purpose of selection of the Direct/ Managing Director (“**MD**”)/Chief Executive Officer (“**CEO**”)/ Whole – Time Director), the NRC shall identify a person of integrity who possesses relevant expertise, experience and leadership qualities required for the position.
- (ii) The Director/ CEO/ MD/ Whole time director are fit and proper persons based on the criteria specified in the Securities and Exchange Board of India (Intermediaries) Regulations, 2008.
- (iii) A director shall not be disqualified under the Companies Act, 2013 or pursuant to any order of other such authority;
- (iv) A director shall give his/her written consent to act as Director;
- (v) A director shall endeavour to attend all Board meetings/ Committee Meetings/General Meetings;
- (vi) A director shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- (vii) A director shall abide by the provisions of Section 166 of the Companies Act, 2013 which lays down the duties of directors;
- (viii) A director of a company shall not assign his office and any assignment so made shall be void;
- (ix) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company;
- (x) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company;.
- (xi) A person shall not be eligible for appointment as a director of a company if:
 - (a) he has not been allotted the Director Identification Number under section 154 of the Companies Act, 2013;
 - (b) he is of unsound mind and stands so declared by a competent court;
 - (c) he is an undischarged insolvent;
 - (d) he has applied to be adjudicated as an insolvent and his application is pending;
 - (e) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than

six months and a period of five years has not elapsed from the date of expiry of the sentence;

- (f) a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more;
- (g) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
- (h) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
- (i) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years;
- (j) he has not complied with sub-section (3) of section 152 of the Companies Act, 2013;
- (k) he has not complied with the provisions of sub-section (1) of section 165 of the Companies Act.

b) **Remuneration Policy for the MD, CEO and Whole time Director**

- (i) At the time of appointment or re-appointment, the MD/ CEO/ **Whole time Director** shall be paid such remuneration as may be mutually agreed between the Investment Manager (which includes the NRC and the IM Board) and the MD/ CEO/ **Whole time Director** within the overall limits prescribed under the Companies Act, 2013.
- (ii) The remuneration shall be subject to the approval of the shareholders in the General Meeting, if applicable.
- (iii) The remuneration of the MD /CEO/ **Whole time Director** is broadly divided into fixed and variable components. The fixed component shall comprise salary, allowances, perquisites, amenities and retirement benefits. The variable component shall comprise performance bonus/ commission as per the terms of appointment.
- (iv) In determining the remuneration, the NRC shall consider the following:
 - industry benchmarks of remuneration;
 - the relationship of remuneration and performance benchmarks is clear;
 - Trust's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the key performance indicators;
 - balance between fixed and variable components reflecting short and long term performance objectives of the Trust;
 - responsibilities required to be shouldered by the CEO/MD/ **Whole time Director** and the industry benchmarks and the current trends;
 - The Board may revise the remuneration/ vary the terms of remuneration based on a request received from CEO/ MD/ **Whole time Director** or the prevailing human resource policies of the Investment Manager/InvIT, within the overall remuneration approved by the Board and the Shareholders, wherever applicable.

VI. SENIOR MANAGEMENT PERSONNEL and KEY MANAGERIAL PERSONNEL

a) Criteria for Selection/ Appointment

A person should possess adequate skills, qualification, expertise and experience for the position he/ she is considered for appointment, as per the Investment Manager's requirements and applicable laws.

b) Remuneration Policy for Senior Management Personnel

- (i) "Senior Management" means Senior Management (SMPs) defined under Regulation 2(zxb) of the SEBI InvIT Regulations (the "**Senior Management**").
- (ii) "Key Managerial Personnel" means Key Managerial Personnel (KMPs) defined under section 2(51) of the Companies Act, 2013 ("**Key Managerial Personnel**")
- (iii) In determining the remuneration of the Senior Management/ Key Managerial Personnel, the NRC shall consider the following:
 - industry benchmarks of remuneration;
 - the relationship between remuneration and performance benchmarks is clear;
 - balance between fixed and variable components reflecting short and long term performance objectives;
 - the remuneration is divided into two components i.e., fixed components of salary, perquisites and retirement benefits and variable component of performance based incentives;
 - the remuneration including the annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, performance vis-à-vis the annual budget achievement and individual performance of the Senior Management vis-à-vis the key performance indicators; and
 - certain defined quantitative and qualitative parameters as may be decided by the Board, from time to time and the individual's performance vis-à-vis the key performance indicators.
- (iv) The MD/ CEO shall carry out the individual's performance review based on the appraisal matrix after taking into consideration the appraisal scorecard and the factors mentioned hereinabove.

VII. REMOVAL OF DIRECTOR, SMP & KMP

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, NRC may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or SMP subject to the provisions and compliance of the said Act, rules and regulations.

VIII. COMMUNICATION OF THIS POLICY

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

IX. 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.

X. 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.

XI. 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 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 InvIT on November 19, 2025.