

POLICY ON DIVERSITY OF THE BOARD OF DIRECTORS

I. PREAMBLE

Pursuant to Regulation 26G of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (the “**SEBI InvIT Regulations**”) and Regulation 19(4) read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), this policy on diversity of the board of directors of EAAA TransInfra Managers Limited, (the “**Investment Manager**”), the investment manager to the Citius TransNet Investment Trust (“**InvIT**”) is being adopted (the “**Policy**”).

II. OBJECTIVE

The purpose and objective of this Policy is to ensure social diversity and professional diversity on the Board including diversity of thought, skills, experience, industry knowledge, perspective, and gender thereby enhancing governance and decision-making.

The primary objective of this Policy is to provide a framework and set standards for having a diversified Board with the ability to enhance quality and responsible decision making after evaluating multiple options, which will in turn help improve the performance of the Investment Manager and the InvIT significantly.

III. DEFINITIONS

For the purpose of this Policy the following terms shall have the meanings assigned to them hereunder:

- i. “**Board**” means the board of directors of the Investment Manager;
- ii. “**Committee**” means the nomination and remuneration committee constituted by the Board; and
- iii. “**Director**” means a member of the Board.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the InvIT Regulations, the SEBI Listing Regulations or the Securities and Exchange Board of India Act, 1992, as amended.

IV. BOARD DIVERSITY POLICY

The nomination and remuneration committee of the Board (the “**Committee**”) shall consider this Policy along with the Nomination and Remuneration Policy adopted by the Investment Manager and the benefits of board diversity while selecting and recommending a person for the appointment as member of the Board and while evaluating the Board and its members.

The Board shall have, at all times, an optimum combination of executive, non-executive directors including independent and woman directors in accordance with the articles of association of the Investment Manager, Companies Act, 2013, as amended and the rules notified thereunder (the “**Companies Act**”) and the SEBI InvIT Regulations and the SEBI Listing Regulations.

Further, the composition of the Board shall have representation from individuals having varied skills/ expertise, qualifications, tenure, market experience, age, with an endeavor to have an appropriate mix of cultural, geographical and gender diversity to the extent feasible to the business and industry in which the Investment Manager and the InvIT operate. While appointing independent directors to the Board, care should be taken as to the independence of the proposed appointee. Directorship in other companies may also be considered while determining the candidature of a person.

V. ROLE OF NOMINATION REMUNERATION COMMITTEE

The Committee shall review the profile of the prospective candidates for appointment as Director on the Board taking in consideration knowledge, experience, financial literacy / expertise, market awareness and other relevant factors as may be considered appropriate and will identify appropriately qualified persons to occupy Board positions. The Board shall be so formulated with mix of members to maintain high level of ethical standards and an appropriate mix of cultural, geographical and gender diversity to the extent feasible to the business and industry in which the Investment Manager and the InvIT operate. While appointing independent directors to the Board, care should be taken as to the independence of the proposed appointee.

Directorship in other companies may also be considered while determining the candidature of a person. The Committee shall also take into consideration the provisions of the InvIT Regulations, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Investment Manager. Subject to the approval of Board, the “Nomination and Remuneration Committee” reserves its right to review and amend this policy, if required to ascertain its appropriateness as per the needs of the Investment Manager. The Policy may be amended by passing a resolution at a meeting of the Nomination and Remuneration Committee.

While all the appointments to the Board will continue to be made on merit, the NRC will consider the benefits of diversity (including but not limited to the attributes listed above) in identifying and recommending persons for Board membership, as well as evaluating the Board and individual members.

Accordingly, the Committee shall:

- i. assess the appropriate mix of diversity of skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board;
- ii. make recommendations to the Board in relation to appointments and maintain an appropriate mix of diversity, skills, experience, and expertise on the Board;
- iii. periodically review and report to the Board requirements, if any, in relation to diversity on the Board.

NRC is responsible for developing measurable objectives to implement this Policy and for monitoring progress towards the achievement of these objectives. The Committee is responsible for reviewing and assessing the size, composition, and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

VI. COMMUNICATION OF THIS POLICY

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

VII. CONFLICT IN POLICY

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.

VIII. AMENDMENTS

- a. Any amendment or variation to this Policy shall be approved by the board of directors of the Investment Manager and undertaken in compliance with the InvIT Regulations and other applicable law.
- b. 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 Board of the Investment Manager or approval of the unitholders of the Trust.

IX. REVIEW OF 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.

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