

## POLICY ON RELATED PARTY TRANSACTIONS

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### 1. Preamble

The board of directors (the “**Board**”) of EAAA TransInfra Managers Limited (the “**Investment Manager**”), the investment manager to Citius TransNet Investment Trust, (“**Trust**”) has adopted this policy on Related Party Transactions (the “**Policy**”) with respect to Related Party Transactions(as defined below) of the Trust and conflict of interest situations.

The Policy is adopted to regulate the transactions of the Trust with its Related Parties (*as defined below*), based on the laws and regulations applicable to the Trust and best practices.

### 2. Objectives

The objective of the Policy is to ensure proper approval, supervision and reporting of the transactions between the Trust and its Related Parties.

### 3. Definitions

- (i) “**Act**” means the Companies Act, 2013, as amended.
- (ii) “**Associate**” of any person shall have the meaning ascribed to such term under the InvIT Regulations. also
- (iii) “**Audit Committee**” means the audit committee constituted by the Board pursuant to the InvIT Regulations.
- (iv) “**Director**” means a director on the board of directors of the Investment Manager.
- (v) “**Holding Company**” shall have the meaning ascribed to such term in the InvIT Regulations.
- (vi) “**Investment Manager**” means EAAA TransInfra Managers Limited, the investment manager of the Trust.
- (vii) “**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.
- (viii) “**Project Manager**” means Chennai-Tada Tollway Private Limited, the project manager of the Trust.
- (ix) “**Related Party of the Trust**”/ “**Related Parties**” shall be defined under the Companies Act, 2013, as amended, and shall also include (i) the Sponsor, the Sponsor Group, the Investment Manager, the Project Manager and the Trustee; (ii) any promoters, directors or partners of persons mentioned in clause (i) above; and (iii) all parties covered under the applicable accounting standards,.
- (x) “**Related Party Transactions**” shall mean any transactions between the Trust and any Related Party of the Trust. Further, any transaction between the Trust and one or more infrastructure investment trusts having a common investment manager or sponsor, or a transaction where any of the Investment Manager or the Sponsor is an Associate of the investment manager or sponsor of the other infrastructure investment trust(s), shall be deemed to be related party transactions for such parties.
- (xi) “**Sponsor**” shall mean EPIC Transnet Infrastructure Private Limited (formerly known as Watrak Infrastructure Private Limited).
- (xii) “**Sponsor Group**” shall mean collectively, (i) the Sponsor; (ii) Infrastructure Yield Trust

(through its schemes Infrastructure Yield Plus II, Infrastructure Yield Plus IIA and India Infrastructure Yield Plus II), (iii) Chennai-Tada Tollway Private Limited and (iv) Neelambur Madukkarai Tollway Private Limited.

- (xiii) “**SPV**” shall have the meaning ascribed to such term in the InvIT Regulations.
- (xiv) “**Trustee**” means Axis Trustee Services Limited, the trustee to the Trust.
- (xv) “**Unit**” shall mean an undivided beneficial interest of the Trust, and such Units together represent the entire beneficial interest of the Trust.
- (xvi) “**Unitholder**” means any person who owns Units of the Trust.

#### **4. Objectives of the Policy**

- (i) The Board has adopted this Policy with respect to Related Party transactions and conflict of interest situations, in terms of the InvIT Regulations and applicable law. The Audit Committee may, from time to time, review, and recommend amendments to the Policy to the Board. The Board shall review the Policy once every three years and may amend the Policy from time to time, subject to applicable law. The Policy is adopted to regulate the transactions of Trust with its Related Parties, based on the laws and regulations applicable to Trust and best practices. The objective of the Policy is to ensure proper approval, supervision and reporting of the transactions between InvIT and its Related Parties.
- (ii) In accordance with the InvIT Regulations, the Investment Manager will ensure that all future Related Party Transactions shall be:
  - (a) on an arm’s length basis;
  - (b) in accordance with the relevant accounting standards;
  - (c) in the best interest of the Unitholders;
  - (d) consistent with the strategy and investment objectives of the Trust; and
  - (e) compliant with applicable law.
  - (f) In the ordinary course of business.

#### **5. Review and approval of Related Party Transactions**

- (i) Each transaction which is identified as a Related Party Transaction shall be pre-approved by the Audit Committee prior to entering into such transaction,
- (ii) The Audit Committee may grant omnibus approval for Related Party Transactions. Each such omnibus approval shall be valid for a period not exceeding one year from the date of such approval, and Related Party Transactions undertaken after the expiry of such period shall require fresh approval of the Audit Committee.
- (iii) The Audit Committee shall review, on a quarterly basis, the details of Related Party Transactions entered into by the Trust pursuant to the omnibus approval.
- (iv) The Audit Committee shall lay down the criteria for granting the omnibus approval and such approval shall be applicable in respect of transactions which are repetitive in nature.
- (v) The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Trust.
- (vi) The omnibus approval shall specify:

- (a) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into;
  - (b) the indicative base price / current contracted price and the formula for variation in the price if any; and
  - (c) such other conditions as the audit committee may deem fit: Provided that where the need for related party transaction cannot be foreseen and aforesaid details are not available, audit committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.
- (vii) The Investment Manager will establish an internal control system so as to ensure that all Related Party Transactions are compliant with the InvIT Regulations and applicable accounting standards. Further, the Investment Manager shall convene meetings of the Unitholders in accordance with Regulations 19 and 22 of the InvIT Regulations in relation to the Related Party Transactions and maintain records pertaining to such meetings in accordance with Regulation 26 of the InvIT Regulations. The Investment Manager shall also ensure compliance with any additional guidelines issued in this regard by Securities and Exchange Board of India and other relevant regulatory, statutory or governmental authorities from time to time.
- (viii) In addition to any other requirement that may be prescribed in terms of the InvIT Regulations or other applicable laws, all Related Party Transactions entered into or to be entered into by the Investment Manager for and on behalf of the Trust with a Related Party will be decided by the Board after the examination of the nature of the transaction and its supporting documents, as available, or such other data as may be deemed necessary by the Board.
- (ix) The Investment Manager will ensure that if the (i) value of funds borrowed from Related Parties in a financial year exceeds 5% of the total consolidated borrowings of the Trust, any holding company and the SPVs, or any other threshold prescribed by the InvIT Regulations, or (ii) total value of all the Related Party Transactions in a financial year pertaining to acquisition or sale of assets, whether directly or through a holding company or SPV, or investments into securities, is likely to exceed 5% of the value of the assets of the Trust or any other threshold prescribed by the InvIT Regulations, approval from the Unitholders shall be obtained prior to entering into any such subsequent transaction with any Related Party, in accordance with Regulation 22 of the InvIT Regulations.
- (x) The Board shall review at least quarterly in each financial year the Related Party Transactions entered into during such quarter to ascertain that the guidelines and procedures established to monitor the Related Party Transactions have been complied with. The review by the Board will include the examination of the nature of the transaction and its supporting documents or such other data as may be deemed necessary by the Board.
- (xi) The Investment Manager will maintain a register to record all Related Party Transactions entered into by the Trust and the basis on which they are entered into.
- (xii) The review of Related Party Transactions by the Board will include the examination of the nature of the transaction and its supporting documents or such other data as may be deemed necessary by the Board.
- (xiii) The Investment Manager shall ensure that all the incomes and expenses from Related Party Transactions have arisen from legitimate business transactions.
- (xiv) While considering a Related Party Transaction, any director on the Board or member of the Audit Committee, who has a potential interest in any Related Party Transaction will recuse himself or herself and abstain from discussion, review and voting on the Related Party Transaction. Further, while considering voting on a Related Party Transaction which

requires approval of the Unitholders, voting by any person who is a related party in such transaction as well as Associate of such persons shall not be considered on the specific issue.

- (xv) Transactions between two or more of the InvITs with a common manager or sponsor shall be deemed to be related party transactions for each of the InvITs and the provisions of the InvIT Regulations and this Policy shall apply.

## **6. Potential Conflict of Interest**

- (i) Subject to applicable law and this Policy, all resolutions in writing of the Board in relation to matters concerning related party transactions of the Trust must be approved by a majority of all non-related Directors.
- (ii) Where matters concerning the Trust relate to transactions entered into or to be entered into by the Investment Manager for and on behalf of Trust with a Related Party, the Board is required to consider the terms of the transactions to satisfy itself that the transactions are conducted in accordance with the parameters set forth herein.
- (iii) As part of its review of the internal audit reports, the Audit Committee will review the implementation of the agreements to acquire assets from Related Parties to ensure compliance. The review will include an examination of supporting documents and such other data deemed necessary to the Audit Committee. If a member of the Audit Committee has an interest in a transaction arising from the implementation of any agreements to acquire assets from Related Parties, he or she is to abstain from participating in the review and approval process in relation to that transaction. To ensure compliance, the Investment Manager shall also maintain a register of all opportunities/ transactions arising from the implementation of such agreements.
- (iv) Any transactions pursuant to which: (a) employees of the Investment Manager provide any advice or services to the Sponsor, associates of the Sponsor, the Sponsor Group, or the Associates of the Investment Manager; or (b) employees of the Sponsor, associates of the Sponsor, the Sponsor Group or the Associates of the Investment Manager provide any advice or services to the Trust or the Investment Manager, shall be reported to the Audit Committee, and the Audit Committee shall ensure that the interests of Trust is protected.
- (v) The Sponsor, Associates of the Sponsor, the Sponsor Group, Associates of the Investment Manager or other Related Parties to the Trust may, in certain cases, be interested in businesses which directly compete with the activities of the Trust. To the extent applicable, such persons or entities shall perform their duties in relation to the Trust, independent of their related businesses.
- (vi) Where any of the Related Parties have an interest in a business which competes or is likely to compete, either directly or indirectly, with the activities of the Trust, the following details shall be disclosed in the offer documents issued by the Trust:
  - (a) details of the such business including an explanation as to how such business shall compete with the Trust;
  - (b) a declaration that the Related Party shall perform its duty in relation to the Trust independent of its related business;
  - (c) declaration as to whether any acquisition of such business by the Trust is intended and if so, details of the same thereof.

## **7. Disclosure and Reporting**

- (i) Related Party Transactions shall be disclosed to the stock exchanges and the Unitholders periodically, in accordance with the InvIT Regulations and the agreements to be entered

into with the stock exchanges in relation to the listing of the Units.

- (ii) The Investment Manager shall submit to the Trustee, quarterly reports on the activities of the Trust, inter alia including the status of compliance with the requirements specified under the InvIT Regulations in relation to Related Party Transactions, within such time as may be prescribed in the InvIT Regulations and applicable law.
- (iii) Related Party Transactions shall be disclosed: (a) in the offer documents with respect to any such transactions entered into prior to the offer of Units and any such proposed transactions subsequent to the offer; and (b) to the designated stock exchanges and the Unitholders periodically, in accordance with the InvIT Regulations and the agreements to be entered into with the stock exchanges in relation to the listing of the Units.
- (iv) The Investment Manager shall adequately disclose the details of any fees or commissions received or to be received by Related Party(ies) to the stock exchanges.
- (v) In accordance with the InvIT Regulations, the annual report and the half-yearly report to be submitted by the Investment Manager to all Unitholders, electronically or by physical copies, and to the stock exchanges, as may be applicable within such time as may be prescribed under the InvIT Regulations, shall contain, inter alia, details of all related party transactions, including acquisitions or disposal of any projects, directly or through the HoldCos or SPVs during the year, the value of which exceeded 5% of the value of the assets of the Trust in accordance with the last valuation undertaken in accordance with the InvIT Regulations.

**8. Communication of this policy**

This Policy will be posted on the website of the Trust i.e. [●]

**9. Conflict with Applicable Law**

The Policy shall not contradict the provisions of any applicable law. In case of any discrepancy, the provisions of applicable law shall prevail over the provisions of this Policy.

**10. Amendment**

- (i) Any amendment or variation to this Policy shall be undertaken in compliance with the InvIT Regulations and other applicable law.
- (ii) 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 Trust.

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