

**POLICY FOR FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS OF TVS  
INFRASTRUCTURE INVESTMENT MANAGER PRIVATE LIMITED**

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**1. PREAMBLE**

- a. TVS Infrastructure Investment Manager Private Limited (“**Investment Manager**”) has been appointed as the investment manager of TVS Infrastructure Trust (“**Trust**”), an infrastructure investment trust registered with the Securities and Exchange Board of India (“**SEBI**”) in accordance with the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended (“**InvIT Regulations**”).
- b. Regulation 26G of the InvIT Regulations, read with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) places increased responsibilities on independent directors on the board of directors of the Investment Manager (“**Board**”). In order to enable the independent directors to fulfil their responsibilities efficiently and effectively, a familiarisation programme (“**Programme**”) has been put in place by the Investment Manager to assist them understand details about the Investment Manager and the Trust, their roles, rights, responsibilities in the Investment Manager in relation to the Investment Manager and the Trust, nature of the industry in which the Trust operates, business model of the Trust etc. The Policy shall become effective from listing date.

**2. FAMILIARIZATION PROCESS**

- a. The Investment Manager shall conduct orientation programmes / presentations / training sessions, periodically at regular intervals, to familiarize the independent directors with the strategy, operations and functions of the Trust.
- b. Such orientation programmes / presentations / training sessions will provide an opportunity to the independent directors to interact with the senior leadership team of the Investment Manager and help them to understand the Investment Manager’s and Trust’s strategy, business model, structure, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities, risk management strategy, governance policies, designated channels for flow of information and such other areas as deemed necessary.
- c. The programmes / presentations shall also familiarize the independent directors with their roles, rights and responsibilities.
- d. The Investment Manager may include such other details and information, as required, during the introductory familiarization programme / presentation, when a new independent director comes on the Board of the Investment Manager.

**3. REVIEW OF THE PROGRAMME**

- a. The Investment Manager may periodically review this Programme, at least once in every two years and make suitable revisions, as may be deemed necessary, from time to time.

**4. COMMUNICATION OF THIS POLICY**

This policy shall be posted on the website of the trust i.e. [www.tvsinfratrust.com](http://www.tvsinfratrust.com)

**5. PROGRAMME AND DISCLOSURE:**

- a. The Programme will be conducted on an “as needed” basis during the year.
- b. As and when the Programme is conducted the details of the same will be disclosed on the website of the Trust and a web link thereto shall also be given in the annual report of the Trust, as may be applicable.

**6. CONFLICT WITH APPLICABLE LAW**

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

## 7. 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 and the SEBI Listing Regulations, without any action from the Investment Manager or approval of the unitholders of the Trust.

Adopted by the board of directors of TVS Infrastructure Investment Manager Private Limited on behalf of the Trust on January 27, 2025.

Certified True Copy

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Authorised Signatory

Name: **Yogesh Bhargav**

Designation: **Company Secretary**

**DETAILS OF FAMILIARIZATION PROGRAMMES ATTENDED BY THE BOARD OF DIRECTORS**

Sr No	Name of Director	Category	No of programmes conducted		No of programmes attended	
			During FY 2025-26	Cumulative since listing	During FY 2025-26	Cumulative since listing
1.	Mr. P. S. Jayakumar	Chairman, Non-Executive, Non-Independent Director	5	5	4	4
2.	Ms. Aditi Kumar	Non-Executive, Non-Independent Director	5	5	5	5
3.	Mr. Anand Raghavan	Independent Director	5	5	5	5
4.	Mr. Harsh Singhal	Independent Director	5	5	5	5
5.	Mr. Mahalingam Sethuraman	Independent Director	5	5	5	5
6.	Mr. Prasad Gopalan <sup>#</sup>	Independent Director	4	4	4	4
7.	Mr. Premod P. Thomas	Nominee Director	5	5	4	4
8.	Mr. S. Ravichandran	Non-Executive, Non-Independent Director	5	5	5	5
9.	Ms. Uma Shanmukhi Sistla	Independent Director	5	5	5	5

# Appointed with effect from September 11, 2025