

POLICY FOR FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS OF INVESTMENT MANAGER TO POWERGRID INFRASTRUCTURE INVESTMENT TRUST

A. Preamble

POWERGRID Unchahar Transmission Limited (“**Investment Manager**”) has been appointed as the investment manager of POWERGRID Infrastructure Investment 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**”).

In terms of the 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**”), the Investment Manager has formulated the ‘Policy for Familiarization Programmes for Independent Directors of Investment Manager to POWERGRID Infrastructure Investment Trust’ (“**Policy**”). The Policy aims to outline process for conducting familiarization programme (“**Programme**”) to facilitate the independent directors on the Board of Investment Manager to 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 April 1, 2023.

B. Familiarization Process

- (a). The Investment Manager shall conduct orientation programmes to familiarize the independent directors.
- (b). Such orientation programmes 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, 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 Programme 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, when a new independent director comes on the board of directors of the Investment Manager.

C. Review of the Programme

The Investment Manager may periodically review this Programme and make suitable revisions, as may be deemed necessary, from time to time.

D. Programme:

The Programme will be conducted on an “as needed” basis during the year.

E. Conflict with Applicable Law

The Policy shall not contradict with provisions of the InvIT Regulations, SEBI Listing Regulations, the Companies Act, 2013, along with the rules framed thereunder, any bye-law, rule, regulation, guideline, circular, order, notification, any requirement under, or notice of, any Ministry of the Government of India, regulatory body, listing agreements with the Stock Exchanges, compulsory

guidance, rule, order or decree of any court or any arbitral authority, or directive, delegated or subordinate legislation or any other applicable law (collectively, the “**Applicable Law**”). In case of any discrepancy, the provisions of applicable law shall prevail over the provisions of this Policy.

F. Amendment

- (a). Any amendment or variation to this Policy shall be undertaken in compliance with the InvIT Regulations and 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 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 POWERGRID Unchahar Transmission Limited on behalf of the Trust on March 31, 2023.