

CC/PUTL_COS/Stock Exchanges/81

April 01, 2023

To

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Symbol: PGINVIT

Listing Department
BSE Limited
20th Floor, P. J. Towers
Dalal Street, Mumbai – 400 001
Scrip Code:543290 (PGINVIT)
Company Code:12436

Subject: Corporate Governance norms under SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended – Regarding

Dear Sir/Madam,

We wish to inform that the Board of Directors of POWERGRID Unchahar Transmission Limited ("PUTL") - the Investment Manager to POWERGRID Infrastructure Investment Trust ("PGInvIT"), in its meeting held on March 31, 2023, has *inter alia* considered and approved the following proposals pursuant to introduction of Corporate Governance norms under SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended (the "InvIT Regulations"):

- i. adoption of amended Corporate Governance Framework in relation to PGInvIT;
- ii. adoption of amended Corporate Governance Policies in relation to PGInvIT namely 'Code of Conduct for PGInvIT'; 'Policy on Appointment of Auditor and Valuer of PGInvIT' and 'Policy for determining materiality of information for periodic disclosures of PGInvIT';
- iii. adoption of the following Corporate Governance Policies in relation to PGInvIT:
 - a. Code of Conduct for Board of Directors and Senior Management Personnel of Investment Manager;
 - b. Nomination and Remuneration Policy;
 - c. Policy for familiarisation programmes for Independent Directors of Investment Manager;
 - d. Risk Management Policy;
 - e. Policy on succession planning for the Board and Senior Management of Investment Manager
- iv. adoption of Whistle Blower and Fraud Prevention Policy.

We further wish to inform that pursuant to the respective orders No. 25-11/23/2019-PG each dated February 10, 2022 of the Ministry of Power, Government of India, Shri Onkarappa KN and Shri Ram Naresh Tiwari, Non-official Independent Directors ("NoDs") of Power Grid Corporation of India Limited ("POWERGRID") were appointed as NoDs on the Board of PUTL, a subsidiary of POWERGRID, with effect from February 10, 2022 till their respective tenure as NoDs on the Board of POWERGRID or until further orders, whichever is earlier. In terms of the definition of 'independent director' introduced under the InvIT Regulations, Shri Onkarappa KN and Shri Ram Naresh Tiwari would be deemed to be non-independent directors for the purpose of the InvIT Regulations, effective from April 01,2023, in view of their being related to the parties to InvIT i.e. POWERGRID – the Sponsor and Project Manager to PGInvIT.

Kindly take the above information on record please.

Thanking You,

Yours faithfully,

**For POWERGRID Unchahar Transmission Limited
(as Investment Manager of POWERGRID Infrastructure Investment Trust)**

**Anjana Luthra
Company Secretary & Compliance Officer**

CC:

IDBI Trusteeship Services Limited

Asian Building, Ground Floor,17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001.

केन्द्रीय कार्यालय: "सौदामिनी", प्लॉट नंबर 2, सेक्टर -29, गुरुग्राम -122001, (हरियाणा) दूरभाष: 0124-2823170

Corporate Office: "Saudamini", Plot No. 2, Sector-29, Gurugram-122001, (Haryana) Tel.: 0124-2823170

पंजीकृत कार्यालय: बी-9, कुतुब इंस्टीट्यूशनल एरिया, कटवारिया सराय, नई दिल्ली -110 016. दूरभाष: 011-26560121, CIN: U65100DL2012GOI246341

Registered Office: B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi-110 016. Tel: 011-26560121, CIN: U65100DL2012GOI246341

Website: www.putl.in