

POLICY ON SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT OF INVESTMENT MANAGER TO POWERGRID INFRASTRUCTURE INVESTMENT TRUST

A. Preamble

POWERGRID Unchahar Transmission Limited (the “**Investment Manager**” or “**IM**”) 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**”).

The SEBI has mandated the need for a succession policy pursuant to Regulation 26G of the SEBI InvIT Regulations read with Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), in order to ensure that interests of unitholders of the Trust (“**Unitholders**”) do not suffer on account of sudden or unplanned gaps in management of the Investment Manager. Therefore, the boards of all investment managers of the infrastructure investment trusts are required to develop an action plan for successful transition of key executives in accordance with the InvIT Regulations and SEBI Listing Regulations.

Pursuant to the InvIT Regulations and SEBI Listing Regulations, the Investment Manager is required to put in place a plan for orderly succession for the Board and Senior Management. For this purpose, Senior Management shall mean officers and personnel of the investment manager who are members of its core management team, excluding the Board of Directors, and shall also comprise all members of the management, one level below the Chief Executive Officer or Managing Director or Whole Time Director or manager (including Chief Executive Officer and manager, in case they are not part of the Board of Directors) and shall specifically include the Compliance Officer and Chief Financial Officer.

Succession planning is crucial to the survival and growth of any business and a tool for an organization to ensure its continued effective performance through leadership and management continuity.

Succession planning at the Investment Manager is to ensure continuity in its smooth functioning. Key positions in the Investment Manager, which are important for the Trust are assigned to qualified and competent professionals. It is imperative to ensure that vacancies in such positions are filled timely to ensure continuity in leadership and management of the Investment Manager. Accordingly, the Investment Manager has formulated the ‘Policy on Succession Planning for the Board and Senior Management of Investment Manager to POWERGRID Infrastructure Investment Trust’ (“**Policy**”). This Policy shall become effective from April 1, 2023.

B. Succession Plan

The Investment Manager, being the wholly owned subsidiary of Power Grid Corporation of India Limited (“**POWERGRID**”) is a Government Company within the meaning of section 2(45) of the Companies Act, 2013 and is administratively under the Ministry of Power, Government of India. The Board of Directors of the Investment Manager comprise Independent Directors nominated by Government of India and non-executive (non-independent) Directors being the directors / officials nominated by its holding company i.e. POWERGRID. Further, the senior management of the IM are the employees of the holding company i.e. POWERGRID, who are posted in the IM on secondment basis. Therefore, the orderly succession of planning of the members of the Board and Senior Management of the IM will be decided by the Government of India or the holding company, as the case may be.

C. Conflict with Applicable Law

The Policy shall not contradict with the 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.

D. Amendment

- (a). Any amendment or variation to this Policy shall be undertaken in compliance with the 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 InvIT on March 31, 2023.