

CC/PUTL_COS/Stock Exchanges/241

April 20, 2026

To

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400051
Symbol: PGINVIT

Listing Department
BSE Limited
20th Floor, P. J. Towers
Dalal Street, Mumbai – 400001
Scrip Code:543290 (PGINVIT)
Company Code:12436

Subject: Quarterly Compliance Report on Corporate Governance of POWERGRID Infrastructure Investment Trust for the quarter ended March 31, 2026

Dear Sir/Madam,

In terms of the provisions of Regulation 26K of the SEBI (Infrastructure Investment Trusts) Regulations, 2014 read with Chapter 20 (Format of Compliance Report on Governance for InvITs) of SEBI Master Circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2025/102 dated July 11, 2025, enclosed please find the Compliance Report on Corporate Governance of POWERGRID Infrastructure Investment Trust (PGInvIT) for the quarter ended March 31, 2026. Kindly take the same on record please.

Thanking You,

Yours faithfully,

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

Shwetank Kumar
Company Secretary & Compliance Officer

Encl: As above.

CC:

IDBI Trusteeship Services Limited
Ground Floor, Universal Insurance Building,
Sir P.M. Road, Fort,
Mumbai- 400 001.

Format of report on Governance to be submitted by the investment manager on quarterly basis

1. Name of InvIT - **POWERGRID Infrastructure Investment Trust**
 2. Name of the Investment manager - **POWERGRID Unchahar Transmission Limited**
 3. Quarter ending- **March 31, 2026**

I. Composition of Board of Directors of the Investment Manager

Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson / Non- Independent / Independent / Nominee) ^{&}	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	No. of directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	No of Independent directorships in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager	Number of memberships in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)	Number of posts of Chairperson in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT / InvIT and listed entities, including this Investment Manager (Refer Regulation 26G of InvIT Regulations)
Mr.	Naveen Srivastava	AMVPS8626D / 10158134	Chairperson / Non-Independent Director	01-07-2024	NA	-		2	0	0	0
Mr.	Anupam Arora	AANPA5796N / 11114725	Independent Director	19-05-2025	NA	-	10.12	1	1	2	2
Mr.	Sanjay Sharma	AENPS3382J / 10818843	Non-Independent Director	01-11-2024	NA	-		1	0	2	0
Mr.	Amit Garg	ACSPG1833F / 10809416	Non-Independent Director	13-11-2024	NA	-		1	0	2	0

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO - No

[‡] PAN of any director would not be displayed on the website of Stock Exchange.

[&] Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the investment manager in continuity without any cooling off period.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Non-Independent/Independent /Nominee) ^{&}	Date of Appointment	Date of Cessation
Audit Committee	Yes	Dr. Anupam Arora	Chairperson / Independent Director	26-05-2025	-
		Shri Sanjay Sharma	Non- Independent Director	01-11-2024	-
		Shri Amit Garg	Non- Independent Director	26-05-2025	-
Nomination & Remuneration Committee	Yes	Dr. Anupam Arora	Chairperson / Independent Director	26-05-2025	-
		Shri Sanjay Sharma	Non- Independent Director	26-05-2025	-
		Shri Amit Garg	Non- Independent Director	13-12-2024	-
Risk Management Committee	Yes	Shri Naveen Srivastava	Chairperson / Non- Independent Director	13-12-2024	-
		Dr. Anupam Arora	Independent Director	26-05-2025	-
		Shri Sanjay Sharma	Non- Independent Director	01-11-2024	-
		Shri Amit Garg	Non- Independent Director	13-12-2024	-
Stakeholders' Relationship Committee	Yes	Dr. Anupam Arora	Chairperson / Independent Director	26-05-2025	-
		Shri Sanjay Sharma	Non- Independent Director	01-11-2024	-
		Shri Amit Garg	Non- Independent Director	13-12-2024	-

[&] Category of directors means non-independent/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meetings of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
16-10-2025	-	-	-	-	-
04-11-2025	-	-	-	-	19
-	27-01-2026	Yes	4	1	84
-	09-02-2026	Yes	4	1	13
-	25-02-2026	Yes	4	1	16

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days) **
Audit Committee					
-	-	-	-	16-10-2025	-
-	-	-	-	04-11-2025	19
27-01-2026	No	3	1	-	84
09-02-2026	No	3	1	-	13
Nomination & Remuneration Committee					
27-01-2026	Yes	3	1	-	477
Risk Management Committee					
09-02-2026	Yes	4	1	16-10-2025	116
Stakeholders Relationship Committee					
27-01-2026	Yes	3	1	-	370

* to be filled in only for the current quarter meetings.

**This information has to be mandatorily given for audit committee and risk management committee. For rest of the committees, giving this information is optional.

V. Affirmations		
1	The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014.	No
2	The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014	
	a. Audit Committee	No
	b. Nomination & Remuneration Committee	No
	c. Stakeholders Relationship Committee	Yes
	d. Risk management committee	Yes
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors of the investment manager. Any comments/observations/advice of the board of directors may be mentioned here.	NA
	<p>Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by the investment manager and instead a statement "same as previous quarter" may be given.</p> <p>Note to point no. 1, 2(a) & (b): As on 31.03.2026, POWERGRID Unchahar Transmission Limited ("PUTL") -IM to PGInvIT had Three Non-Executive (Non-Independent) Directors and One Non Executive (Independent) Director on the Board. PUTL being a subsidiary of CPSE i.e. POWERGRID, is a Government Company within the meaning of Section 2(45) of the Companies Act, 2013. Accordingly, the powers to appoint Independent Directors on the Board of PUTL vests with the President of India. The matter has been taken up with the administrative Ministry i.e., Ministry of Power for filling up the post of requisite number of Independent Directors (including one woman independent director).</p> <p>Note to point no. 5: Pursuant to the relaxations given by Securities and Exchange Board of India (SEBI) from the applicability of Regulation 4(2)(e)(v), Regulation 26G, Regulation 26H(1), Regulation 26H(2) and Regulation 26(K)(1) of SEBI (Infrastructure Investment Trusts) Regulations, 2014, POWERGRID Infrastructure Investment Trust was exempt from the provisions of Regulation 26(K)(1) w.r.t. submission of quarterly compliance report on governance, upto December 31, 2025. Accordingly, quarterly compliance report on governance has not been filed upto the quarter ended December 31, 2025 and hence, were not placed before the Board of Directors. This report i.e. for the Quarter ending 31.03.2026 will be placed in the ensuing meeting of Board of Directors.</p>	

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

**Shwetank Kumar
Company Secretary & Compliance Officer**

PART B**Format to be submitted by investment manager for the financial year****I. Disclosure on website of InvIT**

Item	Compliance status (Yes/No/NA) [refer note below]	If Yes provide link to website. If No / NA provide reasons
a) Details of business	YES	https://www.pginvit.in/about_us.aspx
b) Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	YES	https://www.pginvit.in/pub-yearly.aspx https://www.pginvit.in/results.aspx
c) Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	YES	https://www.pginvit.in/contact.aspx
d) Email ID for grievance redressal and other relevant details	YES	https://www.pginvit.in/contact.aspx
e) Information, report, notices, call letters, circulars, proceedings, etc. concerning units	YES	https://www.pginvit.in/reportsfillings.aspx
f) All information and reports including compliance reports filed by InvIT with respect to units	YES	https://www.pginvit.in/reportsfillings.aspx
g) All intimations and announcements made by InvIT to the stock exchanges	YES	https://www.pginvit.in/reportsfillings.aspx
h) All complaints including SCORES complaints received by the InvIT	YES	https://www.pginvit.in/investorgrievance.aspx
i) Any other information which may be relevant for the investors	YES	https://www.pginvit.in/reportsfillings.aspx

It is certified that these contents on the website of the InvIT are correct.

II Annual Affirmations

S.No.	Particulars	Regulation Number	Compliance status (Yes/No/NA) [refer note below]
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	2(1)(saa)	Yes
2	Board composition	4(2)(e)(v), 26G, 26H(1)	No
3	Meeting of board of directors	26G	Yes
4	Quorum of board meeting	26H(2)	Yes
5	Review of Compliance Reports	26H(3)	Yes
6	Plans for orderly succession for Appointments	26G	Yes
7	Code of Conduct	26G	Yes
8	Minimum Information	26H(4)	Yes
9	Compliance Certificate	26H(5)	Yes
10	Risk Assessment & Management	26G	Yes
11	Performance Evaluation of Independent Directors	26G	No
12	Recommendation of Board	26H(6)	Yes
13	Composition of Audit Committee	26G	No
14	Meeting of Audit Committee	26G	Yes
15	Composition of Nomination & Remuneration Committee	26G	No
16	Quorum of Nomination and Remuneration Committee meeting	26G	Yes
17	Meeting of Nomination & Remuneration Committee	26G	Yes
18	Composition of Stakeholder Relationship Committee	26G	Yes
19	Meeting of Stakeholder Relationship Committee	26G	Yes
20	Composition and role of Risk Management Committee	26G	Yes
21	Meeting of Risk Management Committee	26G	Yes
22	Vigil Mechanism	26I	Yes
23	Approval for related party Transactions	19(3), 22(4)(a)	Yes
24	Disclosure of related party transactions	19(2)	Yes
25	Annual Secretarial Compliance Report	26J	Yes
26	Alternate Director to Independent Director	26G	Yes
27	Maximum Tenure of Independent Director	26G	Yes
28	Meeting of independent directors	26G	No
29	Familiarization of independent directors	26G	Yes
30	Declaration from Independent Director	26G	Yes
31	Directors and Officers insurance	26G	Yes
32	Memberships in Committees	26G	Yes
33	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26G	Yes
34	Policy with respect to Obligations of directors and senior management	26G	Yes

Note

- In the Column "Compliance Status" Compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of InvIT Regulations, "Yes" may be indicated. Similarly, in case the InvIT has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.
- If the investment manager would like to provide any other information the same may be indicated here.

Note to point no. 2, 13, 15 & 28:

As on 31.03.2026, POWERGRID Unchahar Transmission Limited ("PUTL") -IM to PGInvIT had Three Non-Executive (Non-Independent) Directors and One Non Executive (Independent) Director on the Board. PUTL being a wholly owned subsidiary of CPSE i.e. POWERGRID, is a Government Company within the meaning of Section 2(45) of the Companies Act, 2013. Accordingly, the powers to appoint Independent Directors on the Board of PUTL vests with the President of India. The matter has been taken up with the administrative Ministry i.e., Ministry of Power for filling up the post of requisite number of Independent Directors (including one woman independent director).

Note to point no. 11:

As mentioned above, PUTL being a wholly owned subsidiary of CPSE i.e. POWERGRID, is a Government Company within the meaning of Section 2(45) of the Companies Act, 2013. Ministry of Corporate Affairs vide notifications dated 5th June, 2015 and 5th July, 2017 had exempted Government Companies from complying with provisions of Section 178(2) and clauses (a) and (b) of sub-paragraph (3) of paragraph VII and paragraph VIII of Schedule IV of the Companies Act 2013, with regard to performance evaluation of Board, its committees and individual directors. As detailed above, the powers to appoint Independent Directors on the Board of PUTL vests with the President of India, GoI. Accordingly, the performance evaluation of Independent Directors of the Company is also dealt with by GoI and is done by Ministry of Power (administrative ministry) as per applicable Rules and Procedures.

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

Shwetank Kumar
Company Secretary & Compliance Officer