

**DIRECTOR REPORT**  
**OF**  
**U.P. POWER CORPORATION**  
**LIMITED**  
**2015-16**

## DIRECTORS' REPORT

To,  
The Members,  
U.P. Power Corporation Ltd.

The Directors have pleasure in presenting the 17<sup>th</sup> Annual report on the performance of your company for the financial year ended on 31<sup>st</sup> March 2016 along with audited Statement of Accounts, Auditors' Report and Review of the Accounts by the Comptroller and Auditor General of India.

### 1. FINANCIAL RESULTS

The salient features of the Company's financial results for the period under review are as follows:-

Stand Alone Financial Statement	Rs. in Crore	
PARTICULARS	Year ended 31.03.2016	Year ended 31.03.2015
<b>INCOME</b>		
Revenue from sale of power	37199.80	36838.75
Other Income	62.30	27.56
<b>TOTAL (A)</b>	<b>37262.10</b>	<b>36866.31</b>
<b>EXPENDITURE</b>		
Operational Expenditure :-		
Purchase of Power	37199.35	36855.31
Repairs & Maintenance Expenses	13.75	13.74
Employees Cost	212.73	137.37
Administrative, General & Other Expenses	29.07	25.12
<b>TOTAL (B)</b>	<b>37454.90</b>	<b>37031.54</b>
<b>Operational Profit/(Loss) before Dep. intt. and Prov. C=(A-B)</b>	<b>(192.80)</b>	<b>(165.23)</b>
Interest and Finance Charges	0.02	164.59
Depreciation	1.43	1.83
Bad debts & Provisions	15250.75	12665.05
<b>TOTAL (D)</b>	<b>15252.20</b>	<b>12831.47</b>
<b>Profit/(Loss) Before Prior Period Income/(Exp.) and Tax</b>	<b>(15445.00)</b>	<b>(12996.70)</b>
ADD : Net Prior Period Income/ (Expenditure)	0.01	327.62
<b>NET PROFIT/(Loss) Before Tax</b>	<b>(15444.99)</b>	<b>(12669.08)</b>
Provision for Tax	0.00	0.00
<b>NET PROFIT/(Loss) After Tax</b>	<b>(15444.99)</b>	<b>(12669.08)</b>

**Consolidated Financial Statement**

**Rs. in Crore**

<b>PARTICULARS</b>	<b>Year ended 31.03.2016</b>	<b>Year ended 31.03.2015</b>
<b>INCOME</b>		
Revenue from sale of power	36021.66	30537.58
Other Income	11237.08	8886.54
<b>TOTAL (A)</b>	<b>47258.74</b>	<b>39424.12</b>
<b>EXPENDITURE</b>		
Operational Expenditure :-		
Purchase of Power	38825.13	38250.74
Repairs & Maintenance Expenses	1582.14	1310.22
Employees Cost	1178.91	1216.42
Administrative, General & Other Expenses	807.93	538.73
<b>TOTAL (B)</b>	<b>42394.11</b>	<b>41316.11</b>
<b>Operational Profit/(Loss) before Dep. intt. and Prov. C=(A-B)</b>	<b>4864.63</b>	<b>(1891.99)</b>
Interest and Finance Charges	6350.62	5172.48
Depreciation	787.88	498.71
Bad debts & Provisions	15826.71	13357.59
<b>TOTAL (D)</b>	<b>22965.21</b>	<b>19028.78</b>
<b>Profit/(Loss) Before Prior Period Income/(Exp.) and Tax</b>	<b>(18100.58)</b>	<b>(20920.77)</b>
ADD : Net Prior Period Income/ (Expenditure)	(276.38)	668.14
<b>NET PROFIT/(Loss) Before Tax</b>	<b>(18376.96)</b>	<b>(20252.63)</b>
Provision for Tax	0.00	NA
<b>NET PROFIT/(Loss) After Tax</b>	<b>(18376.96)</b>	<b>(20252.63)</b>

**2. DIVIDEND**

The Directors do not recommend any dividend during the year under review, as the company has no profits to distribute.

**3. THE AMOUNT, IF ANY, PROPOSED BY THE BOARD TO CARRY TO RESERVE**

For the year under review, in the light of the heavy interest burden, company has accumulated losses upto the year and no surplus is available for appropriation, thus no amount is being proposed to be transferred to any reserves.

**4. OPERATIONS**

The Holding Company (UPPCL) deals with the bulk purchase of electricity and bulk sale of electricity to distribution companies of the State. Majorly, the company sales the power in bulk to its subsidiary distribution companies. The sale volume of Company is as under:

S No.	Name of the Customers Companies	Status	Financial Year 2015-16 Unit sold (MU)	Financial Year 2014-15 Unit sold (MU)
A.	U.P. Power Corporation Limited	Holding	87942.571	81927.015

The Subsidiary Companies purchase the bulk electricity from its Holding Company (UPPCL) and sell it to the franchisee/ultimate consumers. The sale volume of the Companies are as under:

S No.	Name of the Companies (Discoms)	Status	Financial Year 2015-16 Unit sold (MU)	Financial Year 2014-15 Unit sold (MU)
A	Madhyanchal Vidyut Vitran Nigam Limited	Subsidiary	12722.470	11665.397
B	Dakshinanchal Vidyut Vitran Nigam Limited	Subsidiary	15435.725	12248.480
C	Purvanchal Vidyut Vitran Nigam Limited	Subsidiary	15887.684	13893.333
D	Paschimanchal Vidyut Vitran Nigam Limited	Subsidiary	21905.13	20845.35
E	Kanpur Electricity Supply Company Limited	Subsidiary	2935.248	2582.040

The detail of units Wheeled by Associate Company UPPTCL is as under:

S No.	Name of the Companies	Status	Financial Year 2015-16 Wheeling Unit (MU)	Financial Year 2014-15 Wheeling Unit (MU)
A	U.P. Power Transmission Corporation Limited	Associate	89819.490	82413.862

## 5. CHANGES IN SHARE CAPITAL

The changes in share capital of the Holding, Subsidiary and Associate Companies are as under:

S No.	Company	No. of Equity Shares as on 31-03-2016	No. of Equity Shares Issued during the Year	No. of Equity Shares as on 31-03-2015	Status	Value Per Share (in RS.)
1	U.P. Power Corporation Limited	56,86,27,186	17,11,19,002	39,75,08,184	Holding	1000
2	Madhyanchal Vidyut Vitran Nigam Limited	4,29,64,017	0	4,29,64,017	Subsidiary	1000
3	Dakshinanchal Vidyut Vitran Nigam Limited	4,00,00,000	4648021	3,53,51,979	Subsidiary	1000
4	Purvanchal Vidyut Vitran Nigam Limited	6,21,61,973	2,27,64,560	3,93,97,413	Subsidiary	1000

5	Paschimanchal Vidyut Vitran Nigam Limited	4,13,88,982	98,32,103	3,15,56,879	Subsidiary	1000
6	Kanpur Electricity Supply Company Limited	16,31,47,400	0	16,31,47,400	Subsidiary	10
7	Southern UP Power Transmission Company Limited	50000	0	50000	Subsidiary	10
8	Sonebhadra Power Generation Company Limited	665	0	665	Subsidiary	1000
9	Yamuna Power Generation Company Limited	50000	0	50000	Subsidiary	10
10	U.P. Power Transmission Corporation Limited	8,64,12,018	2,00,46,152	6,63,65,866	Associate	1000

## 6. NUMBERS OF BOARD MEETINGS

During the Financial Year 2014-15, Nine meetings of the Board of Directors of the Company were held. The details of dates of the meetings are given below:

S.No.	Date of Meeting	S.No.	Date of Meeting
1	01-05-2015	2	08-05-2015
3	03-06-2015	4	26-06-2015
5	08-09-2015	6	20-10-2015
7	23-11-2015	8	18-01-2016
9	05-02-2016		

## 7. PARTICULARS OF LOAN, GUARANTEE, AND INVESTMENT UNDER SECTION 186

As per Notification no. GSR 463(E) dated 5th June 2015(The Gazette of India), the Govt. Company is exempted from the purview of this section.

## 8. PARTICULARS OF CONTRACT OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1)

The provisions of Contracts or Arrangements made with related parties pursuant to Section 188 is not applicable to the Company as no transactions which were not on arm's length basis were entered in ordinary cause of business.

## 9. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE BALANCE SHEET RELATES AND THE DATE OF REPORT

Ministry of Power, GoI has issued a Financial Restructuring Plan of State Distribution Companies in November 2012. The Scheme has been implemented in

Uttar Pradesh for all five subsidiary Distribution Companies through UPPCL. Under the Scheme major financial impact is as under:-

- A.** Under the Scheme Bonds of Rs. 15810.00 Crores were issued at 9.68% interest p.a. GoUP has taken over Bonds of Rs. 10540.00 Crores by May 2015.
- B.** In November, 2015 Ministry of Power, Govt. of India issued a new Scheme, Ujwal DISCOM Assurance Yojana (UDAY) which has been implemented in the State from 30th January 2016. Under this Scheme GoUP has taken over Loans of Rs. 39133.00 Crores out of total Loans of Rs. 53935.06 Crores outstanding as on 30th September 2015.

**10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information in accordance with the provisions of section 134 (3) (m) of the Companies Act 2013 read with Rule 8 of The Companies (Accounts) Rules 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given in the annexure forming part of this report.

**(Annexure-1)**

**11. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

**(Amount in Rs.)**

S No.	Name of Company	Status	Paid up Shares held by UPPCL	Total Revenue from Operation	Profit after tax/ (Loss)
1	Madhyanchal Vidyut Vitran Nigam Limited	Wholly owned Subsidiary	42,96,35,17,000	66,35,60,51,687	(3,88,09,24,456)
2	Dakshiranchal Vidyut Vitran Nigam Limited	Wholly owned Subsidiary	39,99,95,00,000	75,37,78,78,044	(15,81,02,13,232)
3	Purvanchal Vidyut Vitran Nigam Limited	Wholly owned Subsidiary	62,161,473,000	77,44,84,50,335	(4,01,85,26,726)
4	Pashchimanchal Vidyut Vitran Nigam Limited	Wholly owned Subsidiary	41,38,84,82,000	1,19,91,49,45,068	(5,82,95,79,741)
5	Kanpur Electricity Supply Company Limited	Wholly owned Subsidiary	1,63,14,74,000	21,11,93,10,567	23,13,10,064
6	Southern U.P. Power Generation Company Limited	Wholly owned Subsidiary	5,00,000	0.00	682.02

7	Sonebhadra Power Generation Company Limited	Wholly owned Subsidiary	6,65,000	0.00	(1,17,39,914)
8	Yamuna Power Generation Company Limited	Associate Company	1,25,000	0.00	(91,611)
9.	U.P Power Transmission Corporation Limited	Associate Company	22,13,27,52,000	16,82,63,59,924	(27,12,72,491)

## 12. RISK MANAGEMENT POLICY

Your Company is a Public sector undertaking wholly owned by the state of Uttar Pradesh. Our Subsidiary Companies follow the Tariff rates approved by the UPERC to issue the bills to the consumers of the electricity. In case of other matters the guidelines mentioned in Supply Code issued by the UPERC is followed.

The policy related matters are to be followed from the directives issued by the U.P Government from time to time.

## 13. DETAILS OF DIRECTOR AND KEY MANAGERIAL PERSONNEL

The structure of the Board of Directors during the year under consideration has been as under:-

S.N	Name	Designation	Working Period (For FY 2015-16)	
			Appointment	Retirement/ Cessation
1.	Shri Sanjay Agarwal	Chairman	17-05-2013	Till Date
2.	Shri A.P. Mishra	Managing Director	31-07-2012	Till Date
3.	Shri S.K. Agrawal	Director (Finance)	09-01-2009	09-12-2015
4.	Shri Sanjay Kumar Singh, Director (Commercial)	Director (Finance) Additional Charge	10-12-2015	Till Date
5.	Shri Radhey Mohan	Director (P.M. & Admin)	19-11-2012	18-11-2015
6.	Shri Ramannad Yadav, Director (Corporate Planning)	Director (P.M. & Admin) Additional Charge	20-11-2015	Till Date
7.	Shri Krishna Murari Mittal	Director (Distribution)	06-12-2014	Till Date
8.	Shri Ramanand Yadav	Director (Corporate Planning)	23-02-2015	Till Date
9.	Shri Sanjay Kumar Singh	Director (Commercial)	06-03-2013	Till Date

The Board places on record the appreciation for the valuable services rendered by the Directors during their association with the Company.

**14. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNAL**

No such orders passed by the authorities which impacts the going concern status and company's operation in future.

**15. INTERNAL FINANCIAL CONTROLS**

UPPCL has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and to ensure that all transactions are authorized, recorded, and reported correctly and adequately.

The company works in a dynamic business environment and adopts the suitable internal financial controls, especially the ones having bearing upon reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with the generally accepted accounting principles. It includes maintaining such business policies and procedures as may be required to effectively conduct the business of the company and maintain such records as to properly record the business transaction, assets and liabilities of the company in such a way that they help in prevention of frauds & errors and timely completion of financial statements.

The Company's internal controls are supplemented by programmes of internal audits, reviewed by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets.

All financial and audit control systems are also reviewed by the Audit Committee of the Board of Directors of the company.

**16. DEPOSITS**

No deposits have been accepted from the public as mentioned/covered under Chapter V of Companies Act 2013.



**17. DECLARATION BY INDEPENDENT DIRECTOR**

Since your Company is a Government Company, power to appoint any Director on the Board is vested with Government of Uttar Pradesh. The letter requesting for the appointment of Independent Director has already been sent to Energy Department, Government of Uttar Pradesh.

**18. RE-APPOINTMENT OF INDEPENDENT AUDITOR**

The independent auditor (Statutory Auditor) of the company is appointed by the C & AG and the same is not under the purview of the Company.

**19. CORPORATE SOCIAL RESPONSIBILITY**

Your Company has formed CSR Committee and the members of the committee are as follows:

1. Director Finance
2. Director Corporate Planning
3. Director Distribution
4. Director Personnel & Administration

The company has not spent any amount on corporate social responsibility because the company is in loss during the financial year 2015-16 and has no profit to conduct any social events/activities/program.

**20. AUDIT COMMITTEE**

According to section 177 of the Companies Act, 2013 Board has constituted an Audit Committee consisting of the following members as on date:-

- |  |   |             |
|--|---|-------------|
| 1. Managing Director, UPPTCL             | - | Member      |
| 2. Managing Director, UPPCL              | - | Member      |
| 3. Sp. Secretary (Finance) U.P. Govt.    | - | Member      |
| 4. Director (Commercial), UPPCL          | - | Member      |
| 5. Director (Finance), UPPCL (Presenter) | - | Presenter   |
| 6. Company Secretary (Coordinator)       | - | Coordinator |

The Audit Committee reviewed the annual financial statement, before their submission to the Board as prescribed under section 177 of the Companies Act, 2013 and recommended for approval of the Board.

**21. SUBSIDIARY AND ASSOCIATE COMPANIES**

The Status of Annual Accounts adoption in AGM of Subsidiary and Associate Companies for the financial year 2014-15 and 2015-16 are given below:

S No	Name of Company	Status	Financial Year 2014-15	Financial Year 2015-16
1	Purvanchal Vidyut Vitran Nigam Limited	Wholly owned Subsidiary	Adopted	Adopted
2	Pashchimanchal Vidyut Vitran Nigam Limited	Wholly owned Subsidiary	Adopted	Adopted
3	Dakshiranchal Vidyut Vitran Nigam Limited	Wholly owned Subsidiary	Adopted	Adopted
4	Madhyanchal Vidyut Vitran Nigam Limited	Wholly owned Subsidiary	Adopted	Adopted
5	Kanpur Electricity Supply Company Limited	Wholly owned Subsidiary	Adopted	Adopted
6	Southern U.P. Power Generation Company Limited	Wholly owned Subsidiary	Adopted	Adopted
7	Sonebhadra Power Generation Company Limited	Wholly owned Subsidiary	Adopted	Yet to be Adopted
9	Yamuna Power Generation Company Limited	Associate Company	Yet to be Adopted	Yet to be Adopted
10	U.P Power Transmission Corporation limited	Associate Company	Adopted	Adopted

**22. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES AS PER SECTION 134 (3)(P)**

As per Notification no. GSR 463(E) dated 5th June 2015(The Gazette of India), the Govt. Company is exempted from the purview of this section.

**23. NOMINATION & REMUNERATION COMMITTEE POLICY AS PER SECTION 178 (3)**

It shall not apply to Government Companies except with regard to appointment of senior management & other Employees.

**24. VIGIL MECHANISM AS PER SECTION 177(9)**

There is Vigilance Department of GoUP in the organization to receive any complaints against the officers of the company.

**25. MANAGERIAL REMUNERATION**

As per Notification no. GSR 463(E) dated 5th June 2015 (The Gazette of India), the Govt. Company is exempted from complying the provisions of section 197 of the Companies Act 2013.

**26. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

No such cases reported during the period.

**27. FRAUD REPORTING**

No fraud reported during the year under consideration.

**28. STATUTORY AUDITORS:**

The Board of Directors and Auditor General of India appointed M/s Gaur & Associates, Chartered Accountants, Lucknow as the Statutory Auditors of the Company for the Financial Year 2015-16. The Statutory Auditors have audited the Annual Accounts of the Company for the year ended on 31st March, 2016 and the Audited Annual Accounts together with Auditors' Report and replies thereon are annexed with the audited financial statements.

**29. COST AUDITOR**

M/s R.M. Bansal & Co., Cost Accountants, Kanpur were appointed as cost auditor of the Company for the Financial year 2015-16.

**30. SECRETARIAL AUDITORS:**

CS Mardan Singh, Practicing Company Secretary was appointed as Secretarial Auditor for the Financial Year 2015-16. The report of Secretarial Auditor and reply to comment thereon are enclosed with the Director's Report as (Annexure-2).

**31. REVIEW OF ACCOUNTS BY THE C&AG OF INDIA:**

Report of Comptroller & Auditor General of India to the Auditors' Report under Section 143(6)(b) of the Companies Act, 2013 on the Annual Accounts of the Company for the Year 2015-16 along with replies of the management are annexed to the financial statements.

**32. EXTRACT OF THE ANNUAL RETURN :**

The extract of Annual return in terms of Section 134(3) read with Section 92(3) of the Companies Act, 2013 is placed as **(Annexure-3)** forming part of this Report.

**33. DIRECTORS RESPONSIBILITY STATEMENT:**

In line with the Section 134(3)(c) of the Companies Act, 2013 the following declarations with regard to Directors responsibilities are being made:-

- (i) That in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed alongwith proper explanation relating to material departures;
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimate that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the Financial Year and of the Profit and Loss of the Company for that period.
- (iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the Directors had prepared the annual accounts on a going concern basis.

- (v) That the Directors has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**34. ACKNOWLEDGEMENT:**

The Board of Directors wish to place on record their deep appreciation for the continued support received from the Government of Uttar Pradesh, especially the Departments of Energy, Finance, Planning, Law, Public Enterprises and other Departments of Govt. of U.P. and Government of India, the Central Electricity Authority, U.P Electricity Regulatory Commission, Power Finance Corporation, Rural Electrification Corporation & Other Financial Institutions.

The Board further wishes to place on record their appreciation for the efforts put in by the Officers and Employees of the Corporation. The Board further would like to thank the outgoing Directors for the guidance and help given by them during their tenure.

The Board also thanks the Statutory Auditors M/s Gaur & Associates., Chartered Accountants, Lucknow, the Branch Statutory Auditors, Internal Auditors, Cost Auditors and the Office of the C&AG for their constructive suggestions, guidance and cooperation.

Date: 14-08-2020

Place: Lucknow

For and on behalf of the Board of Directors

Director (Finance)

Managing Director

## **ANNEXURE-1 TO THE DIRECTORS' REPORT**

Disclosure under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules 2014.

### **A. CONSERVATION OF ENERGY.**

The state of Uttar Pradesh has met a maximum demand of 15670 MW in the year 2014-15. The power purchased by the state during this year was 87942.571 Million Units. Going by past records, the consumption of electricity and also the power purchase bills in the state are increasing at the galloping rate of 5% to 15% per year. Under such a scenario, reduction in the hefty power purchase bills may be achieved effectively by energy conservation measures.

#### **Scope of Electricity Conservation in Uttar Pradesh**

In consultation with the Bureau of Energy Efficiency (BEE), the National Productivity Council (NPC) has conducted one study to explore the potential of energy savings in all of the states in India. For Uttar Pradesh, NPC had estimated this potential to be 13%.

### **STEPS TAKEN BY THE COMPANY FOR-CONSERVATION OF ENERGY**

#### **Energy Audit of Government Buildings**

20 Government Buildings have been identified and energy audits of these buildings were done to identify energy saving opportunities. UP Power Corporation then pursued the building owners and got the recommendations of the audit report implemented. Huge monthly energy savings were achieved by implementation of the audit reports.

## **Establishment of DISCOM Energy Conservation Cells**

The DISCOM energy conservation cells were established in all discoms to conduct awareness programs & workshops to sensitize all categories of consumers for saving of electricity including industries, School & colleges, commercial establishments, and agricultural consumers.

### **B. TECHNOLOGY ABSORPTION:**

#### **(a) RESEARCH AND DEVELOPMENT (R&D):**

NIL

#### **(b) TECHNOLOGY ABSORPTION, ADAPTATION, AND INNOVATION:**

##### **1. Efforts, made towards Technology Absorption, Adaptation and Innovation in brief are as under:**

1. The use of energy efficient LED lighting was adopted while implementation of government buildings.
2. The use of automatic Power Factor Corrector (APFC) was introduced in some government buildings.

This technology adoption resulted in good monthly savings as below

	<b>Amount (In Rs.)</b>
1. Shastri Bhawan	7,42,000/-
2. Bapu Bhawan	1,42,000/-
3. Shakti Bhawan & Shakti Bhawan Exten	2,90,074/-
4. Vishveshraiya Bhawan	7346/-
5. UP Awas evam Vikas Parishad	29869/-
6. Indian Telephone Industries	43470/-
7. UP Jal Nigam Limited	46392/-
8. UP Parivahan Nigam	22000/-

**2. Benefits derived as result of the above efforts:**

Huge savings in Government, Buildings annual energy bills.

**3. Imported Technology:**

NIL

This is a holding company and all the above efforts are reflected in the BoD Reports of the Subsidiary Distribution Companies who are implementing various schemes in relation to the above.

**C. FOREIGN EXCHANGE EARNING AND OUTGO**

(I) Earnings in foreign exchange: NIL


(II) Foreign exchange outgo: NIL

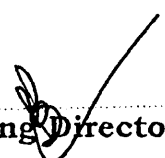
For and on behalf of the Board of Directors

**Date:** 14-08-2020

**Place:** Lucknow

**For and on behalf of the Board of Directors**

  
**Director (Finance)**

  
**Managing Director**



CS. Mirdan Singh  
 B.Sc., LL. B., F.C.S.  
 Practising Company Secretary

Office: 11, Mahatma Road,  
 Kirti Nagar, New Delhi - 110015  
 Tel: 011-2627711, 011-26270311  
 Fax No: 011-26270311

Form No. MR-3  
**SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the  
 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED: 31.03.2016



To,  
**The Members,**  
**UP Power Corporation Limited**  
**14 Ashok Marg**  
**Lucknow-226001**  
**CIN NO.U32201UP1999SGC024928**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **UP Power Corporation Limited** (herein after referred as 'the company'). The secretarial audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

I have examined the registers, records, books and papers of the Company as required to be maintained under the Companies Act, 2013, (the Act) and the rules made there under and the provisions contained in the Memorandum and Articles of Association of the Company for the year ended March 31, 2016.

In my opinion and to the best of our information and according to the examinations carried out by me and explanations furnished and representations made to me by the Company, its officers and agents, we report that Subject to the observations given hereunder, the Company has complied with the provisions of the Act, the Rules made thereunder and the Memorandum and Articles of Association of the Company with regard to:

- (a) Maintenance of various statutory registers and documents and making necessary entries therein
- (b) forms, returns, documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities;
- (c) Service of documents by the Company on its Members, and the Registrar of Companies;
- (d) Notice of Board and various Committee meetings of Directors;
- (e) Meetings of Directors and all the Committees of Directors and passing of circular resolutions;
- (f) Notice and convening of Annual General Meeting.
- (g) Minutes of the proceedings of the Board Meetings, Committee Meetings and General Meetings;

C.S. Mardan Singh  
B.Sc., LL.B., F.C.S.  
Practising Company Secretary

Office: 115, Karambhawan Road,  
Lokeshwar Estate, Mumbai - 400 016.  
Phone: 9821549277, 9821549278  
Fax No. : 41088304.


- (h) Approvals of the Board of Directors, Committee of Directors, Members and government authorities, wherever required
- (i) Constitution of the Board of Directors, Committees of Directors.
- (j) Appointment and remuneration of Statutory Auditors and Cost Auditors;
- (k) Transfer of the Company's shares, issue and allotment of shares;
- (l) Declaration and payment of dividend;
- (m) Borrowings and registration of charges;
- (n) Report of the Board of Directors;
- (o) Generally, all other applicable provisions of the Act and the Rules there under.

**I further report that:**

- a) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
- b) The Directors have complied with the disclosure requirements in respect to their eligibility of appointment, their being independent, compliance with the code of conduct for Directors and Senior Management Personnel and;
- c) The Company has obtained all necessary approvals under various provisions of the Act where necessary;
- d) There was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act and rules, regulations and guidelines under the Act.

**OBSERVATION:-**

1. *As per the provisions of section 129 read with section 96 of the Companies Act, 2013, the Audited Financial Statement of the company for the financial year 2014-15 was required to be adopted in the annual general meeting of the company within six months of the closing of the financial year i.e. latest by 30/09/2015. Though, by holding the Annual General Meeting on 24/09/2015, the company has complied with the provisions of section 96 of the Companies Act, 2013. The Annual Financial Statement (Annual Accounts) of the company for the financial year 2014-15 were not ready for their adoption and this General meeting was adjourned. Thus by the non-adoption of Annual Accounts of the company for the financial year 2014-15 in this Annual General Meeting, the company has failed to comply with the provisions of section 129 of the Companies Act, 2013.*
2. *As per the provisions of section 148 of the Companies Act, 2013 and the rule (5) of the Companies(Cost Records and Audit)Rules, 2014, the company is required to appoint the cost auditor within 180 days of the commencement of every financial year and as per the provisions of rule(6) sub rule(5) of these rules, every cost auditor shall forward his report to the board of directors of the company within 180 days of the closure of the financial year to which the report relates.*



As per the details and the information provided during the audit M/S R. M. Bansal & company has been appointed as the cost auditor of the company for the financial year 2015-16 on 16/10/2014 i.e. well before the prescribed time period, but the cost audit report has not been submitted before the board of directors within 180 days of the closure of the financial year i.e. by 30/09/2016 as required by rule(6) sub rule(5) of the above rules. Thus to this extent the above provisions of the Companies Act, 2013 and the relevant rules have not been complied with.

3. As per the provisions of section 149 of the Companies Act, 2013 read with the Rule-(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to appoint at least two number of Independent Directors on the board of directors of the company. Further while constituting the Audit Committee under section 177 of the Companies Act, 2013, atleast one Independent Director is required to be appointed. Similarly while constituting the Corporate Social Responsibility Committee under section 135 of the Act at least one independent director has to be appointed on such committee. During the audit it has been found that the company has not appointed any Independent director on the board of directors of the company, the Audit Committee and Corporate Social Responsibility committee. Thus during the financial year ending on 31/03/2016, the company has failed to comply with the provisions of section 149, 177 and 135 of the Companies Act, 2013 and the relevant rules framed there under.

4. As per the provisions of section 203 read with rule( 8) of The Companies (Appointment and Remuneration of managerial personnel) Rules 2014, the company has to appoint three key managerial personnel namely the (1) managing director, (2) company secretary and (3) the chief finance officer.

During the audit it has been found that the company has appointed Sh. Ayodhya Prasad Mishra as the Managing Directors of the company but no one has been appointed on the posts of company secretary and the chief finance officer. Thus to the above extent the provisions of section 203 and the relevant rules have not been complied with by the company

5. As per the provisions of section 179(3)(d) of the Companies Act, 2013, the board of director of a company shall exercise the power to borrow monies by means of resolutions passed at the meetings of the board.

But during the audit it has been found that proposal to borrow money from REC and from HUDCO was approve by circular resolution on 26/03/2015. Again the proposal to borrow the loan of Rs 500.00 crore from REC was approved by circular resolution on 28/05/2015. Similarly the proposal to borrow Rs.112.73 crore from PNB was approved by circular resolution on 14/07/2015. Again the proposal to take loan amount of Rs2500.00 crore from REC and loan amount of Rs 2500.00 crore from PFC was approved by circular resolution on 26/09/2015.

Thus while taking the approval of the board of directors for borrowing monies from various institution, the above provision of section 179(3)(d) of the



CS Mardan Singh  
B.Sc.L.L.B., F.C.S.  
Practicing Company Secretary

Office: 215, Indira Nagar  
Kirti Vihar, Indira Nagar, Lucknow  
Tel: 0522-2770000  
Mob: 9235307771, 9960934336  
E-mail: mardansingh@rediffmail.com

*Companies Act, 2013 have not been complied with though such circular resolution have been confirmed by the board of director in the subsequent board meeting and have been taken on record in the minutes books of the company.*

I further report that as per the information and representation by the officers of the company has complied with the provisions of the other laws applicable to the company subject to the observations mentioned below:-

- 1- The provident fund and miscellaneous provisions Act
- 2- Payment of gratuity Act, 1972.
- 3- Payment of bonus Act, 1965,
- 4- Minimum wages Act, 1948,
- 5- The Workman compensation Act, 1923,
- 6- Industrial dispute Act, 1947,
- 7- The trade unions Act, 1926,
- 8- The prevention of workplace sexual harassment Act, 2013 and the rules framed thereunder.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I further report that subject to the above observations, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act. - Adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. - Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place:- Lucknow

Date:- 26-5-2018



(Mardan Singh)

Practicing Company Secretary  
FCS.1933, C.P. No.10705



उत्तर प्रदेश पावर कारपोरेशन लिमिटेड  
U. P. Power Corporation Ltd.

(उत्तर प्रदेश सरकार का उपक्रम)  
"शक्ति भवन", 14-अशोक मार्ग, लखनऊ  
CIN: U32201UP1999SGC024928

L.No. बैठक/पाकालि/404

दिनांक : 30.06.2018

To,  
**CS Mardan Singh**  
Secretarial Auditor of the Company  
115, Rajeev Nagar, Kanchan Bihari Marg  
Kalyanpur, Lucknow-226016.

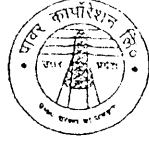
**Subject : Reply to Observation in Secretarial Audit Report.**

Dear Sir,

With reference to your Secretarial Audit Report for the Financial Year 2015-16, following are replies submitted on observation made in the Report :

**1. Observation :** As per the provisions of section 129 read with section 96 of the Companies Act, 2013, the Audited Financial Statement of the company for the financial year 2014-15 was required to be adopted in the annual general meeting of the company within six months of the closing of the financial year i.e. latest by 30/09/2015. Though, by holding the Annual General Meeting on 24/09/2015, the company has complied with the provisions of section 96 of the Companies Act, 2013. The Annual Financial Statement (Annual Accounts) of the company for the financial year 2014-15 were not ready for their adoption and this General meeting was adjourned, Thus by the non-adoption of Annual Accounts of the company for the financial year 2014-15 in this Annual General Meeting, the company has failed to comply with the provisions of section 129 of the Companies Act, 2013.

**Reply :** As per provisions of Section 139 of the Companies Act, 2013, the Statutory Auditor is appointed by Comptroller and Auditor General of India (C&AG). Further, C&AG carried out the Audit on Accounts for Financial Year 2015-16 and comments on same were not received till date of Annual General Meeting i.e. 24.09.2015. Therefore members adjourned the Annual General Meeting.



# उत्तर प्रदेश पावर कारपोरेशन लिमिटेड

## U. P. Power Corporation Ltd.

(उत्तर प्रदेश सरकार का उपक्रम)

"शक्ति भवन", 14-अशोक मार्ग, लखनऊ

CIN: U32201UP1999SGC024928

Hence, this is not a non compliance of Section 129 on part of the Management of the Company.

2. **Observation** : As per the details and the information provided during the audit, M/S R.M. Bansal & company has been appointed as the cost auditor of the company for the financial year 2015-16 on 16/10/2014 i.e. well before the prescribed time period, but the cost audit report has not been submitted before the board of directors within 180 days of the closure of the financial year i.e. by 30/09/2016 as required by rule (6) sub rule (5) of the above rules. Thus to this extent the above provisions of the Companies Act, 2013 and the relevant rules have not been complied with.

**Reply** : The Cost Audit Report is prepared on the basis of the Audited Financial Statement of the Company. The Company is a Government Company . As per section 139 of the Companies Act, 2013, the Audit of Accounts is carried out by Comptroller & Auditor General of India. Since the Comptroller & Auditor General of India (C&AG) did not give its comments within 180 days from the end of the Financial Year, the cost audit report also got delayed. However, the Cost Audit Report has been approved by the Board in its meeting held on 21.05.2018.

Thus, the circumstances for delay were beyond the control of the management of the Company.

3. **Observation** : As per the provisions of section 149 of the Companies Act, 2013 read with the Rule-(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to appoint at least two number of Independent Directors on the board of directors of the company. Further while constituting the Audit Committee under section 177 of the Companies Act, 2013, atleast one Independent Director is required to be appointed. Similarly while constituting the Corporate Social Responsibility Committee under section 135 of the Act at least one independent director has to be appointed on such committee. During the audit it has been found that the company has not appointed any Independent director on the board of directors of the company the Audit Committee and Corporate Social Responsibility committee. Thus during the financial year ending on



## उत्तर प्रदेश पावर कारपोरेशन लिमिटेड

### U. P. Power Corporation Ltd.

(उत्तर प्रदेश सरकार का उपक्रम)

"शक्ति भवन", 14-अशोक मार्ग, लखनऊ

CIN: U32201UP1999SGC024928

31/03/2016, the company has failed to comply with the provisions of section 149, 177 and 135 of the Companies Act, 2013 and the relevant rules framed there under.

**Reply :** As per provisions of the Articles of Association of the Company, Energy Department, Govt. of Uttar Pradesh has power to appoint the Director. Therefore, the non compliance of section 135, 149 & 177 of the Companies Act, 2013 were beyond the control of the management of the Company.

4. **Observation :** As per the provisions of section 203 read with rule (8) of The Companies (Appointment and Remuneration of managerial personnel) Rules 2014, the company has to appoint three key managerial personnel namely the (1) managing director, (2) company secretary and (3) the chief finance officer.

During the audit it has been found that the company has appointed Sh. Ayodhya Prasad Mishra as the Managing Directors of the company but no one has been appointed on the posts of company secretary and the chief finance officer. Thus to the above extent the provisions of section 203 and the relevant rules have not been complied with by the company.....

**Reply :** The appointment of Company Secretary and Chief Financial Officer of the Company is under process.

5. **Observation :** As per the provisions of section 179(3)(d) of the Companies Act, 2013, the board of director of a company shall exercise the power to borrow monies by means of resolutions passed at the meetings of the board.

But during the audit it has been found that proposal to borrow money from REC and from HUDCO was approve by circular resolution on 26/03/2015. Again the proposal to borrow the loan of Rs 500.00 crore from REC was approved by circular resolution on 28/05/2015. Similarly the proposal to borrow Rs.112.73 crore from PNB was approved by circular resolution on 14/07/2015. Again the proposal to take loan amount of Rs 2500.00 crore from REC and loan amount of Rs 2500.00 crore from PFC was approved by circular resolution on 26/09/2015.



उत्तर प्रदेश पावर कारपोरेशन लिमिटेड  
**U. P. Power Corporation Ltd.**

(उत्तर प्रदेश सरकार का उपक्रम)  
"शक्ति भवन", 14-अशोक मार्ग, लखनऊ  
CIN: U32201UP1999SGC024928

Thus while taking the approval of the board of directors for borrowing monies from various institution, the above provision of section 179(3)(d) of the Companies Act, 2013 have not been complied with though such circular resolution have been confirmed by the board of director in the subsequent board meeting and have been taken on record in the minutes books of the company.

**Reply :** The Approval of Board of Directors was required immediately in the matter. The date of next Board Meeting could not be scheduled due to non availability of the Directors of the Company. Therefore, taking into consideration the urgency of the matter, the proposal for borrowing monies from various institution was passed by Circulation.

Hence, this is not a non compliance of Section 179(3)(d) due to busy schedule of the Directors.

For & on behalf of U.P. Power Corporation Ltd.

*Pradeep soni* 30/1/2018

Pradeep soni  
Company Secretary  
Additional Charge



## ANNEXURE – 3

### Form No. MGT-9

#### Extract of Annual Return

As on the financial year ended on March 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### **I. REGISTRATION AND OTHER DETAILS :**

i)	CIN	:	U32201UP1999SGC024928
ii)	Registration Date	:	30/11/1999
iii)	Name of the Company	:	Uttar Pradesh Power Corporation Limited
iv)	Category / Sub-Category of the Company	:	Company Limited by Shares
v)	Address of the Registered office and contact details	:	Shakti Bhawan, 14, Ashok Marg Lucknow-UP 226001 IN Ph: 0522-2287559 Fax: 0522-2287555
vi)	Email id	:	pradcepsoni2000@gmail.com
vii)	Whether listed company Yes / No	:	No
viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Not Applicable

#### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sl. No.	Name and Description of main products/Services	NIC code of the Product/service	% to total turnover of the Company
1.	Electric Power Generation, Transmission & Distribution	DI	100%

#### **III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S.No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held	Applicable Section
1.	Madhyanchal Vidyut Vitran Nigam Limited	U74900DL2008PTC176247	Wholly Owned Subsidiary	100	-
2.	Dakshinanchal Vidyut Vitran Nigam Limited	U31200UP2003SGC027460	Wholly Owned Subsidiary	100	-
3.	Purvanchal Vidyut Vitran Nigam Limited	U31200UP2003SGC027461	Wholly Owned Subsidiary	100	-
4.	Pashchimanchal Vidyut Vitran Nigam Limited	U31200UP2003SGC027458	Wholly Owned Subsidiary	100	-
5.	Kanpur Electricity Supply Company Limited	U40105UP1999SGC024626	Wholly Owned Subsidiary	100	-
6.	Southern UP Power Transmission Company Limited	U40300UP2013SGC058892	Wholly Owned Subsidiary	100	-
7.	Sonebhadra Power Generation Company Limited	U40101UP2007PLC032855	Wholly Owned Subsidiary	100	-
8.	Yamuna Power Generation Company Limited	U40300UP2010SGC040291	Wholly Owned Subsidiary	100	-

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual	-	7	7	0.001%	-	7	7	0.001	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
1. Hon'ble Governor of U.P.	0.00	397508177	397508177	99.999%	0.00	568627179	568627179	99.999%	43.048%
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):-</b>	<b>0.00</b>	<b>397508184</b>	<b>397508184</b>	<b>100%</b>	<b>0.00</b>	<b>568627186</b>	<b>568627186</b>	<b>100%</b>	<b>43.048%</b>
<b>(2) Foreign</b>									
a) NRIs- individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter</b>	<b>0.00</b>	<b>397508184</b>	<b>397508184</b>	<b>100%</b>	<b>0.00</b>	<b>568627186</b>	<b>568627186</b>	<b>100%</b>	<b>43.048%</b>
<b>(A) = (A)(1) + A(2)</b>									
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
Funds									
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-institutions</b>									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
-	-	-	-	-	-	-	-	-	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>0.00</b>	<b>397508184</b>	<b>397508184</b>	<b>100%</b>	<b>0.00</b>	<b>568627186</b>	<b>568627186</b>	<b>100%</b>	<b>43.048%</b>

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in the shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Hon,ble Governor of U.P.	397508177	99.999%	-	568627179	99.999%	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SI No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	397508177	99.999%	397508177	99.999%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	171119002	-	171119002	-
	Allotment made	Nil	Nil	Nil	Nil
	At the End of the year	568627179	99.999%	568627179	99.999%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs)

SI No.	For each of Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year ( or on the date of separation, if separated during the year)	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
<b>1.</b>	<b>Shri Sanjay Agrawal, Chairman</b>				
	At the beginning of the year	1	0.001%	1	0.001%
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus /sweat equity etc)	0.00	0.00	0.00	0.00
	At the End of the year	1	0.001%	1	0.001%
<b>2.</b>	<b>Shri Ayodhya Prasad Mishra, Managing Director</b>				
	At the beginning of the year	1	0.001%	1	0.001%
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus /sweat equity etc)	0.00	0.00	0.00	0.00
	At the end of the year	1	0.001%	1	0.001%
<b>3.</b>	<b>Shri Suresh Kumar Agrawal, Director</b>				
	At the beginning of the year	1	0.001%	1	0.001%
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus /sweat equity etc) (Transfer to Shri Anil Kumar Gupta w.e.f.- 18.01.2016)	1	0.001%	0.00	0.00
	At the End of the year	0.00	0.00	0.00	0.00
<b>4.</b>	<b>Shri Anil Kumar Gupta, Shareholder</b>				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus /sweat equity etc) (Transfer from Shri Suresh Kumar Agrawal w.e.f.- 18.01.2016)	0.00	0.00	1	0.001%
	At the End of the year	1	0.001%	1	0.001%
<b>5.</b>	<b>Shri Radhey Mohan, Director</b>				
	At the beginning of the year	1	0.001%	1	0.001%
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus /sweat equity etc) (Transfer to Shri Krishna Murari Mittal w.e.f.- 18.01.2016)	1	0.001%	0.00	0.00
	At the End of the year	0.00	0.00	0.00	0.00
<b>6.</b>	<b>Shri Krishna Murari Mittal, Director</b>				
	At the beginning of the year	0.00	0.00	0.00	0.00
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus /sweat equity etc) (Transfer from Shri Radhey Mohan w.e.f.- 18.01.2016)	0.00	0.00	1	0.001%
	At the End of the year	1	0.001%	1	0.001%

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
<b>7.</b>	<b>Shri Neel Ratan Kumar, Director</b>				
	At the beginning of the year	1	0.001%	1	0.001%
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus /sweat equity etc)	0.00	0.00	0.00	0.00
	At the end of the year	1	0.001%	1	0.001%
<b>8.</b>	<b>Shri Sanjay Kumar Singh, Director</b>				
	At the beginning of the year	1	0.001%	1	0.001%
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus /sweat equity etc)	0.00	0.00	0.00	0.00
	At the end of the year	1	0.001%	1	0.001%
<b>9.</b>	<b>Shri Ramanand Yadav, Director</b>				
	At the beginning of the year	1	0.001%	1	0.001%
	Date wise increase / decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/ bonus /sweat equity etc)	0.00	0.00	0.00	0.00
	At the End of the year	1	0.001%	1	0.001%

**(vi) INDEBTNESS****Indebtedness of the Company including interest outstanding/accrue but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	38115.52	12481.75	-	50597.27
ii) Interest due but not paid	531.49	69.07	-	600.56
iii) Interest accrued but not due	527.26	34.33	-	561.59
<b>Total (i + ii + iii)</b>	<b>39174.27</b>	<b>12585.15</b>	<b>-</b>	<b>51759.42</b>
<b>Change in Indebtedness during the financial year</b>				
<input type="checkbox"/> Addition		5160.61	-	
<input type="checkbox"/> Reduction	20717.04		-	15556.43
<b>Net Change</b>	<b>52.88%</b>	<b>41.01%</b>	<b>-</b>	<b>30.06%</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal amount	18031.67	17617.24	-	35648.91
ii) Interest due but not paid	196.52	16.41	-	212.93
iii) Interest accrued but not due	229.04	112.21	-	341.15
<b>Total (i + ii + iii)</b>	<b>18457.23</b>	<b>17745.76</b>	<b>-</b>	<b>36202.99</b>



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of Director, Whole-time Directors and/or Manager						Amount
		Shri Ayodhya Prasad Mishra	Shri Suresh Kumar Agrawal	Shri Sanjay Kumar Singh	Shri Radhey Mohan	Shri Ramanad Yadav	Shri Krishna Murari Mittal	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) if the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	6,42,276.00	19,60,729.00	14,00,707.00	23,31,480.00	14,71,422.00	15,69,924.00	93,76,538.00
2.	Stock Option							
3.	Sweat Equity							
4.	Commission - as % of profit - others, specify...							
5.	Others, please specify							
	<b>Total (A)</b>	<b>6,42,276.00</b>	<b>19,60,729.00</b>	<b>14,00,707.00</b>	<b>23,31,480.00</b>	<b>14,71,422.00</b>	<b>15,69,924.00</b>	<b>93,76,538.00</b>
	Ceiling as per the Act		Exempt for Government Companies as per MCA Notification dated June 5, 2015					

### B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	1. Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	2. Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1 + 2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Remuneration to Key Managerial Personnel other than MD/Manager/WTD				
		Key Managerial Personnel				
		CEO	Company Secretary		CFO	Total
1	Gross Salary	-	0.00	0.00	0.00	0.00
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	0.00	0.00	0.00	0.00
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	-	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	0.00	0.00	0.00	0.00
2	Stock Option	-	0.00	0.00	0.00	0.00
3	Sweat Equity	-	0.00	0.00	0.00	0.00
4	Commission - as % of Profit	-	0.00	0.00	0.00	0.00
	- others (specify)					
5	Others please specify	-	0.00	0.00	0.00	0.00
	<b>Total</b>	-	0.00	0.00	0.00	0.00

Note :

CEO :

CFO :

Company Secretary :

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**Place: Lucknow**

**Dated: 14-08-2020**

**For and on behalf of the Board of Directors**

**Director (Finance)**

**Managing Director**