

Compliance Report for the quarter ended March 31, 2024**- For Unlisted Issuer****Name of Issuer Company : U.P. POWER CORPORATION LIMITED****Information submitted at the times of issuance/allotment:**

1	Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/NCD)	9.70% UP Power Corporation Ltd. 2032 NCD
2	Type of Issue (Private / Public / Rights)	Private placement
3	Issue Amount and Amounts Raised	Rs. 299.49 crore
4	ISIN	INE540P08051
5	Original & Revised (if any) Coupon Rate	9.70%
6	Tenor of Issue	15 Years
7	Date of Allotment of Debentures	30.03.2017
8	Whether RTA / Company has forwarded the details of debenture holders to the DT at the time of allotment.	Yes
9	PAS-3, PAS-4, PAS-5 filed with ROC within specified time limit (please provide confirmation and supporting)	NA
10	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	30.03.2017
11	Credit Rating at the time of issue Hyperlink of the press releases by the Credit rating Agency	Unrated
	Previous Credit Rating & Date of Revision	NA
	Current Credit Rating & Date of Revision	NA
12	No. of debenture holders on the date of Allotment	1
13	Name of the Debenture holder representative/facility agent along with its contact details	List Enclosed as Annexure-1
14	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	Enclosed as Annexure-1
15	Whether the company has issued debentures to foreign debenture holders	Initially Not Issued
16	Certificate of inspection of trust property (security provided – immovable) is confirmed by the Auditors of the Company.	No fixed assets charged
17	Valuation Report (if applicable) has been obtained from Government approved valuer.	NA
18	ROC Search Report has been obtained	NA(Unsecured)
19	Details Regarding Registration of charges and reasons for delay (if any)	NA

Information submitted on quarterly basis:

1	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc)	NA
2	Outstanding amount as on March 31, 2024	199.66 crore
3	Previous Interest Payment Date and Amount paid	29.03.2024 Amount Rs. 10.26 crore
4	Next Interest Payment Date and Amount	30.09.2024 Amount Rs. 9.79 crore
5	Previous Principal Repayment Date and Amount paid	29.03.2024 Amount Rs. 12.48 crore
6	Next Principal Repayment Date and Amount	30.09.2024 Amount Rs. 12.48 crore
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment and confirm if the additional interest paid to the debenture holders.	No
8	No. of debenture holders as on last day of this quarter, <i>(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))</i>	3 List Enclosed Annexure-1
9	Brief details of the security created till date for the Debentures including third party securities	NA
10	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	NA
11	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	NA
12	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	NA
13	Whether Debenture Redemption Reserve (DRR) as per Companies Act and rules thereunder has been maintained. If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date.	NA
14	Confirmation & Supporting of creation / maintaining DRF before April 30 th by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending March 31, 2024 as detailed in the clarification circular provided by MCA, including mode of creation of DRF	NA
15	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	NO
16	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	NO
17	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	NO

18	In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security: a) whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited and b) if the PDC's are from 8 public sectors merged banks whose cheque books would become invalid from 1st April 2021, whether new PDC's are issued.	NA
19	Whether any change in Authorized Signatory to bank accounts and Escrow Account who had signed Postdated Cheques (PDCs) as security as per transaction documents.	No
20	Whether all the PDC required as per transaction documents are deposited with us.	NA
21	Whether the Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes, Register of debenture holders is being maintained by RTAs appointed by UPPCL.
22	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	NA
23	Whether all the terms of issue of debentures or covenants of the transaction documents are complied with? If no, provide details along with reason for non-compliance	Complied with
24	Whether the provisions of the following laws applicable to debentures have been complied with: Companies Act, 2013 and Rules made there under (For all Issuers)	Complied with
25	Whether any dividend has been declared during this quarter.	No
26	Nature of investor grievances received for quarter ended March 31st, 2024 its status as on date of the submission of QCR and reason for the non-resolution/ delay if any (Details to be separately provided in annexure as enclosed)	Enclosed in Annexure-2
27	Any Buy Back of NCDs during the quarter and details of the same	NA
28	Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws. (Please attach CA Certificate in the format as stated in Annexure A)	No
29	Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	No
30	Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company.	NA
31	Confirm if 100% asset cover or more, as specified in the OD/IM and/or the DT is maintained	Security Cover Certificate as per revised format is under process and will be provided separately.
32	Details of Corporate Debt Restructuring (if any);	NA
33	Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines, including all such information/ documents required to be submitted by the Company to the RBI on an annual basis in respect of such Financial Year, as applicable	NA
34	Details of Fraud/defaults by promoter or key managerial	NO

	personnel or by Issuer Company or arrest of key managerial personnel or promoter;	
35	Details of one-time settlement with any bank (if any);	NA
36	Details of Reference to Insolvency or a petition (if any) filed by any creditor	NA

Please enclose the below:

MANDATORY ANNEXURES

1	Updated list of names, addresses contact details and email id of debenture holders. - <i>Enclosed as Annexure – 1</i>
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. <i>Enclosed in Annexure – 2</i>
3	Half yearly Basis- Security Cover certificate from a Chartered Accountant.- Security Cover Certificate as per revised format is under process and will be provided separately.
4	Duly audited annual accounts of the issuer company, if applicable- <i>The Board Meeting to approve the financial statements for the year ended 31st March, 2024 is yet to be done.</i>
5	Quarterly audited / unaudited financials of the Issuer company – <i>The Board Meeting to approve the financial statements for the quarter ended 31st March, 2024 is yet to be done.</i>
6	Insurance Policy of the security charged in Debenture Trustee's favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies & Endorsed in favour of the debenture Trustee. – NA

<p>Contact Details :</p> <p>a) Name of authorized Signatory-Nitin Nijhawan b) Email Address-cfouppcl@gmail.com c) Contact Numbers-+91-9450994054 d) Name, Address and Email id of R&T Agent-RCMC, Share Registry Private Limited, B-16, Sector-2, Noida-201301 rdua@rcmdelhi.com (e) Name , Address and Email id of the Credit Rating Agency- Brickwork Ratings India Pvt. Ltd C-502, Business Square,151,Andheri Kurla Road, Opposite: Apple Heritage Building, Chakala, Andheri (East),Mumbai 400093 <u>Kn.suvarna@brickworkratings.com</u> India Ratings & Research- A fitch Group Company 601-609,Prakashdeep Building 7, Tolstoy Marg New Delhi,110001 India <u>Bijoy.thomas@indiaratings.co.in</u></p>
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For **U. P. Power Corporation Limited**

(Authorized Signatory)

Name: NITIN NIJHAWAN
Designation: CFO & COMPLIANCE OFFICER
Date: May 14, 2024




Compliance Report for the quarter ended March 31, 2024

- For Unlisted Issuer

Name of Issuer Company : U.P. POWER CORPORATION LIMITED

Information submitted at the times of issuance/allotment:

1	Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/NCD)	9.70% UP Power Corporation Ltd. 2031 NCD
2	Type of Issue (Private / Public / Rights)	Private placement
3	Issue Amount and Amounts Raised	Issue 1000.00 Crore (with green shoe option), Raised – 4699.98 Crore for conversion.
4	ISIN	INE540P08036
5	Original & Revised (if any) Coupon Rate	9.70%
6	Tenor of Issue	15 years
7	Date of Allotment of Debentures	28.09.2016
8	Whether RTA / Company has forwarded the details of debenture holders to the DT at the time of allotment.	YES
9	PAS-3, PAS-4, PAS-5 filed with ROC within specified time limit (please provide confirmation and supporting)	NA
10	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	28.09.2016
11	Credit Rating at the time of issue Hyperlink of the press releases by the Credit rating Agency	Unrated
	Previous Credit Rating & Date of Revision	NA
	Current Credit Rating & Date of Revision	NA
12	No. of debenture holders on the date of Allotment	19
13	Name of the Debenture holder representative/facility agent along with its contact details	List enclosed Annexure-1
14	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	List enclosed as Annexure-1
15	Whether the company has issued debentures to foreign debenture holders	Initially not issued
16	Certificate of inspection of trust property (security provided – immovable) is confirmed by the Auditors of the Company.	No fixed assets charged.
17	Valuation Report (if applicable) has been obtained from Government approved valuer.	NA
18	ROC Search Report has been obtained	NA(Unsecured)
19	Details Regarding Registration of charges and reasons for delay (if any)	NA

Information submitted on quarterly basis:

1	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc.)	NA
2	Outstanding amount as on March 31, 2024	3524.99 crore
3	Previous Interest Payment Date and Amount paid	28.03.2024 Amount Rs. 182.36 crore
4	Next Interest Payment Date and Amount	28.09.2024 Amount Rs. 171.90 crore
5	Previous Principal Repayment Date and Amount paid	28.03.2024 Amount Rs. 235.00 crore
6	Next Principal Repayment Date and Amount	28.09.2024 Amount Rs. 235.00 crore
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment and confirm if the additional interest paid to the debenture holders.	No
8	No. of debenture holders as on last day of this quarter, <i>(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))</i>	59 List Enclosed Annexure-1
9	Brief details of the security created till date for the Debentures including third party securities	NA
10	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	NA
11	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	NA
12	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	NA
13	Whether Debenture Redemption Reserve (DRR) as per Companies Act and rules thereunder has been maintained. If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date.	NA
14	Confirmation & Supporting of creation / maintaining DRF before April 30 th by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending March 31, 2024 as detailed in the clarification circular provided by MCA, including mode of creation of DRF	NA
15	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	NO
16	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	No
17	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
18	In case the Company has provided Post Dated Cheques (PDCs)	NA

	<p>in favour of Trustee towards security:</p> <p>a) whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited and</p> <p>b) if the PDC's are from 8 public sectors merged banks whose cheque books would become invalid from 1st April 2021, whether new PDC's are issued.</p>	
19	Whether any change in Authorized Signatory to bank accounts and Escrow Account who had signed Postdated Cheques (PDCs) as security as per transaction documents.	No
20	Whether all the PDC required as per transaction documents are deposited with us.	NA
21	Whether the Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes, Register of debenture holders is being maintained by RTAs appointed by UPPCL.
22	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	NA
23	Whether all the terms of issue of debentures or covenants of the transaction documents are complied with? If no, provide details along with reason for non-compliance	Complied With
24	Whether the provisions of the following laws applicable to debentures have been complied with: Companies Act, 2013 and Rules made thereunder (For all Issuers)	Complied With
25	Whether any dividend has been declared during this quarter.	No
26	Nature of investor grievances received for quarter ended March 31, 2024 its status as on date of the submission of QCR and reason for the non-resolution/ delay if any (Details to be separately provided in annexure as enclosed)	Enclosed in Annexure-2
27	Any Buy Back of NCDs during the quarter and details of the same	NA
28	Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws. (Please attach CA Certificate in the format as stated in Annexure A)	No
29	Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	NO
30	Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company.	NA
31	Confirm if 100% asset cover or more, as specified in the OD/IM and/or the DT is maintained	Security Cover Certificate as per revised format is under process and will be provided separately.
32	Details of Corporate Debt Restructuring (if any);	NA
33	Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines, including all such information/ documents required to be submitted by the Company to the RBI on an annual basis in respect of such Financial Year, as applicable	NA

34	Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;	NO
35	Details of one-time settlement with any bank (if any);	NA
36	Details of Reference to Insolvency or a petition (if any) filed by any creditor	NA

Please enclose the below:

MANDATORY ANNEXURES

1	Updated list of names, addresses contact details and email id of debenture holders. - <i>Enclosed as Annexure – 1</i>
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6	Insurance Policy of the security charged in Debenture Trustee's favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies & Endorsed in favour of the debenture Trustee. – NA

<p>Contact Details :</p> <p>a) Name of authorized Signatory- NITIN NIJHAWAN b) Email Address- cfouppcl@gmail.com c) Contact Numbers- +91-9450994054 d) Name, Address and Email id of R&T Agent- :RCMC, Share Registry Private Limited, B-16, Sector-2, Noida-201301 rdua@rcmcdelhi.com e) Name , Address and Email id of the Credit Rating Agency- Brickwork Ratings India Pvt. Ltd C-502, Business Square, 151, Andheri Kurla Road, Opposite: Apple Heritage Building, Chakala, Andheri (East), Mumbai 400093. kn.suvarna@brickworkratings.com</p> <p>India Ratings & Research –A Fitch Group Company 601-609, Prakashdeep Building 7, Tolstoy Marg New Delhi, 110001 India bijoy.thomas@indiaratings.co.in</p>

For **U. P. Power Corporation Limited**

(Authorized Signatory)



Name: NITIN NIJHAWAN
Designation: CFO & COMPLIANCE OFFICER
Date: May, 14, 2024



Compliance Report for the quarter ended March 31, 2024

- For Unlisted Issuer

Name of Issuer Company : U. P. POWER CORPORATION LIMITED

Information submitted at the times of issuance/allotment:

1	Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/NCD)	9.70% UP POWER Corporation Ltd. 2031 NCD
2	Type of Issue (Private / Public / Rights)	Private placement
3	Issue Amount and Amounts Raised	Issue 1000.00 Crore (with green shoe option), Raised – 5376.82.00Crore for conversion.
4	ISIN	INE540P08028
5	Original & Revised (if any) Coupon Rate	9.70%
6	Tenor of Issue	15 Years
7	Date of Allotment of Debentures	04.07.2016
8	Whether RTA / Company has forwarded the details of debenture holders to the DT at the time of allotment.	Yes
9	PAS-3, PAS-4, PAS-5 filed with ROC within specified time limit (please provide confirmation and supporting)	NA
10	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	04.07.2016
11	Credit Rating at the time of issue Hyperlink of the press releases by the Credit rating Agency	Unrated
	Previous Credit Rating & Date of Revision	NA
	Current Credit Rating & Date of Revision	NA
12	No. of debenture holders on the date of Allotment	18
13	Name of the Debenture holder representative/facility agent along with its contact details	Enclosed Annexure-1
14	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	Enclosed Annexure-1
15	Whether the company has issued debentures to foreign debenture holders	Initially not issued
16	Certificate of inspection of trust property (security provided – immovable) is confirmed by the Auditors of the Company.	No fixed Assets charged.
17	Valuation Report (if applicable) has been obtained from Government approved valuer.	NA
18	ROC Search Report has been obtained	NA(Unsecured)
19	Details Regarding Registration of charges and reasons for delay (if any)	NA

Information submitted on quarterly basis:

1	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc)	NA
2	Outstanding amount as on March 31, 2024	4032.61 crore
3	Previous Interest Payment Date and Amount paid	04.01.2024 Amount Rs 209.76 crore
4	Next Interest Payment Date and Amount	04.07.2024 Amount Rs 194.51 crore
5	Previous Principal Repayment Date and Amount paid	04.01.2024 Amount Rs 268.84 crore
6	Next Principal Repayment Date and Amount	04.07.2024 Amount Rs 268.84 crore
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment and confirm if the additional interest paid to the debenture holders.	No
8	No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))	113 List Enclosed Annexure-1
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10	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	NA
11	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	NA
12	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	NA
13	Whether Debenture Redemption Reserve (DRR) as per Companies Act and rules there under has been maintained. If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date.	NA
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17	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
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	<p>in favour of Trustee towards security:</p> <p>a) whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited and</p> <p>b) if the PDC's are from 8 public sectors merged banks whose cheque books would become invalid from 1st April 2021, whether new PDC's are issued.</p>	
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34	Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;	NO
35	Details of one-time settlement with any bank (if any);	NA
36	Details of Reference to Insolvency or a petition (if any) filed by any creditor	NA

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MANDATORY ANNEXURES

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6	Insurance Policy of the security charged in Debenture Trustee's favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies & Endorsed in favour of the debenture Trustee. – NA

<p>Contact Details :</p> <p>a) Name of authorized Signatory- Nitin Nijhawan b) Email Address- cfouppcl@gmail.com c) Contact Numbers-+91-9450994054 d) Name, Address and Email id of R&T Agent- RCMC, Share Registry Private Limited, B-16, Sector-2, Noida-201301 <u>rdua@rcmcdelhi.com</u> e) Name , Address and Email id of the Credit Rating Agency- Brickwork Ratings India Pvt. Ltd C-502,Business Square,151, Andheri Kurla Road, Opposite: Apple Heritage Building, Chakala, Andheri (East), Mumbai 400093. <u>kn.suvarna@brickworkratings.com</u></p> <p>India Ratings &Research –A Fitch Group Company 601-609, Prakashdeep Building 7, Tolstoy Marg New Delhi, 110001 India <u>bijoy.thomas@indiaratings.co.in</u></p>
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For **U. P. Power Corporation Limited**

(Authorized Signatory)

Name: NITIN NIJHAWAN
Designation: CFO & COMPLIANCE OFFICER
Date: May 14, 2024

