



U. P. Power Corporation Ltd.

(A Government of UP undertaking)

CIN:U32201UP1999SGC024928

Registered address: Shakti Bhawan, 14 Ashok Marg, Lucknow-226001

Phone No. 0522-2286618, Email: csunit.uppl@gmail.com

No. 18/UPPCL/CS/2024

Dated : 18th January, 2024

To,

Corporate Relation Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Scrip Code: 955766

**Sub: Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations
2015 for the quarter ended on 31st December, 2023**

Dear Sir/Madam,

It is submitted that, pursuant to Regulation 27(2) of SEBI (LODR) Regulations 2015, please find enclosed herewith Corporate Governance Report of the Company for the quarter ended on 31st December, 2023.

Please take the same on record.

Encl : As above

Thanking You,

For U. P. Power Corporation Limited

(Nitin Nijhawan)
CFO & Compliance Officer

General information about company

Scrip code	955766
NSE Symbol	
MSEI Symbol	
ISIN	
Name of the entity	U. P. POWER CORPORATION LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	31-12-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

(Nitin Nishawshi)
Chief Financial Officer
U. P. Power Corporation Ltd.
Other than the above

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	ASHISH GOEL	AAYPG7239D	03047610	Executive Director	Chairperson		12-02-1973
2	Mr	PANKAJ KUMAR	AKSPK0768R	08095154	Executive Director	Not Applicable	MD	10-09-1979
3	Mr	GURU PRASAD PORALA	AGTPP2466L	07979258	Non-Executive - Nominee Director	Not Applicable		04-06-1972
4	Mr	NEEL RATAN KUMAR	ADMMPK0058M	03616458	Non-Executive - Nominee Director	Not Applicable		09-09-1964
5	Mr	NIDHI KUMAR NARANG	AAAPN1610P	03473420	Executive Director	Not Applicable		18-02-1962
6	Mr	KAMALESH BAHADUR SINGH	AHHP6274L	09642954	Executive Director	Not Applicable		19-05-1963
7	Mr	AMIT KUMAR SRIVASTAVA	AMSPS0309Q	09617008	Executive Director	Not Applicable		30-06-1962
8	Mr	SOURAJIT GOSH	AAZPG9986A	09642955	Executive Director	Not Applicable		02-07-1963



 (Munir Nishwan)

 Chairperson

 Blue Power Corporation Ltd

9	Mr	MRUGANK SHEKHAR DASH BHATTA MISHRA	AAZPD4073D	09671246	Non-Executive - Non Independent Director	Not Applicable	10-07- 1962
10	Mr	ANUPAM SHUKLA	FWMPS9756Q	09659225	Non-Executive - Nominee Director	Not Applicable	11-11- 1986
11	Mrs	NEHA SHARMA	BPTPS8628M	99999999	Non-Executive - Nominee Director	Not Applicable	13-02- 1984
12	Mr	ABHISHEK SINGH	BUAPS8966A	10271109	Non-Executive - Nominee Director	Not Applicable	02-02- 1983
13	Mr	ALI SHAH	AHZPS849ID	10209861	Non-Executive - Nominee Director	Not Applicable	04-11- 1968
14	Mr	RAMESHWER PRASAD VAISHNAW	AAJPV4191J	01868883	Non-Executive - Nominee Director	Not Applicable	10-06- 1965
15	Mr	GYANENDRA DHAR DWIVEDI	ABYPD7083P	10393079	Executive Director	Not Applicable	09-11- 1964

(Nitin Nigamwala)
Chief Financial Officer
Uttar Pradesh Corporation Ltd.
Nite

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active
13	No				Active
14	No				Active
15	No				Active

(Nitin Mishra Swain)
 Chief Financial Officer
 Ultra Precision Corporation Ltd.

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		27-07-2023				1	0	0	0		
2	NA		10-03-2021				1	0	2	1		
3	NA		23-07-2021				1	0	1	1		
4	NA		16-04-2013				1	0	2	0		
5	NA		01-06-2022				1	0	2	0		
6	NA		18-06-2022				1	0	0	0		
7	NA		24-05-2022				1	0	0	0		
8	NA		18-06-2022				1	0	0	0		
9	NA		12-07-2022		06-12-2023		1	0	0	0		

(Nitin Nijhawani)
 Chief Financial Officer
 Uttar Pradesh Corporation Ltd.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory Textual Information(1)

(NITYANJAN)
Nityanjan
Chief Financial Officer
Ultra Power Corporation Ltd.

Annexure 1 Text Block

Textual Information(1)	<p>The Company has duly constituted all applicable committees with executive and non-executive directors (Nominee Directors appointed by the Government of Uttar Pradesh) except Independent Directors. As the company is a Uttar Pradesh State Government Company (State PSU) therefore all the Directors including Independent Directors are appointed by the Government of Uttar Pradesh. The regulations has been recently made applicable on the Company and it has already submitted representations to the Government of Uttar Pradesh to nominate/appoint Independent Directors on the Board of the Company. The same is under process at the level of Government of Uttar Pradesh.</p>
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(Within 15th November 2021)
Chief Financial Officer
Uttar Pradesh Infrastructure Development Corporation Ltd

Audit Committee Details									
Sr	DIN Number	Name of Committee members	Whether the Audit Committee has a Regular Chairperson				Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors	Yes				
1	07979258	GURU PRASAD PORALA	Non-Executive - Nominee Director	Chairperson		23-07-2021			
2	08095154	PANKAJ KUMAR	Executive Director	Member		10-03-2021			
3	03616458	NEEL RATAN KUMAR	Non-Executive - Nominee Director	Member		16-04-2013			
4	03473420	NIDHI KUMAR NARANG	Executive Director	Member		01-06-2022			
5	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member		03-05-2023			

(Nitin Mishra)

Nitin Mishra

Chief Financial Officer

Uttar Pradesh Power Corporation Ltd.

Nomination and remuneration committee								
Whether the Nomination and remuneration committee has a Regular Chairperson								
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes	Date of Appointment	Date of Cessation	Remarks
1	07979258	GURU PRASAD PORALA	Non-Executive - Nominee Director	Chairperson		23-07-2021		
2	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member		03-05-2023		
3	03616458	NEEL RATAN KUMAR	Non-Executive - Nominee Director	Member		16-04-2013		


 (Nitin Nishwan)
 Chief Financial Officer
 Ustar Paper Corporation Ltd

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08095154	PANKAJ KUMAR	Executive Director	Chairperson	10-03-2021		
2	03616458	NEEL RATAN KUMAR	Non-Executive - Nominee Director	Member	16-04-2013		
3	03473420	NIDHI KUMAR NARANG	Executive Director	Member	01-06-2022		

(Nitin Kishorewar) 
 Chief Executive Officer
 United Patent Registration Ltd.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08095154	PANKAJ KUMAR	Executive Director	Chairperson	10-03-2021		
2	03473420	NIDHI KUMAR NARANG	Executive Director	Member	01-06-2022		
3	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		
4	09642954	KAMALESH BAHADUR SINGH	Executive Director	Member	23-07-2022		

(Nitin Nithiang)
 Chief Financial Officer
 Ustar Prateesh E-Commerce Corporation Ltd

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Yes		Remarks
					Date of Appointment	Date of Cessation	
1	08095154	PANKAJ KUMAR	Executive Director	Chairperson	10-03-2021		
2	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		
3	09642954	KAMALESH BAHADUR SINGH	Executive Director	Member	23-07-2022		

(Nitin Nijhawan)
 Chief Financial Officer
 Utsar Prakash Corporation Ltd.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

(Nitin Nijhawan)
 Chief Financial Officer
 Uttar Pradesh Power Corporation Ltd



Annexure 1

Annexure 1									
III. Meeting of Board of Directors									
Disclosure of notes on meeting of board of directors explanatory									
Sr	Date(s) of meeting (if any) in the previous quarter		Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	10-08-2023					Yes	14	10	0
2	24-08-2023			13		Yes	14	11	0
3	15-09-2023			21		Yes	14	8	0
4			09-10-2023	23		Yes	14	11	0
5			09-11-2023	30		Yes	15	10	0


 (Nitin Prakash)
 Chief Financial Officer
 Ultra Prabesh Power Corporation Ltd.

Annexure 1

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-08-2023				Yes	5	4	0	0
2	Audit Committee	15-09-2023	35			Yes	5	3	0	0
3	Audit Committee	09-11-2023	54			Yes	5	3	0	0


 (Nalin Mishra)
 Chief Financial Officer
 Uttar Pradesh Power Corporation Ltd.

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

(Nitin Nithawan)
 Chief Financial Officer
 Uttar Pradesh Paper Corporation Ltd.

Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)


 (Nitin Mittal)
 Chief Financial Officer
 Ultra Prabash Water Corporation Ltd

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	NITIN NIJHAWAN
2	Designation	Compliance Officer

(Nitin Nijhawan)
Chief Compliance Officer
Uttar Pradesh Power Corporation Ltd

Text Block	
<p>The Company has duly constituted all applicable committees with executive and non-executive directors (Nominee Directors appointed by the Government of Uttar Pradesh) except Independent Directors. As the company is a Uttar Pradesh State Government Company (State PSU) therefore all the Directors including Independent Directors are appointed by the Government of Uttar Pradesh. The regulations has been recently made applicable on the Company and it has already submitted representations to the Government of Uttar Pradesh to nominate/appoint Independent Directors on the Board of the Company. The same is under process at the level of Government of Uttar Pradesh.</p>	<p>Textual Information(1)</p>

(Nitin Mishra)
Chief Financial Officer
Uttar Pradesh State Government Ltd
Nub

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No


 N. Pradeep Kumar
 Chief Financial Officer
 United Prakash Paper Corporation Ltd

Signatory Details

Name of signatory	NITIN NIJHAWAN
Designation of person	Compliance Officer
Place	LUCKNOW
Date	18-01-2024

(Nitin Nijhawan)
Chief Compliance Officer
Litesa Patents, Trademark & Copyrights Ltd.