



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. 159/UPPCL/CS/2024

Dated: 20th April, 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 March, 2024.

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 March, 2024.

Please take the same on record.

Encl : As above

Thanking You,

For U. P. Power Corporation Limited

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

(Nitin Nijhawan)
CFO & Compliance Officer

General information about company

Scrip code	955766
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE540P07335
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	Yearly
Date of Report	31-03-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

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											Textual Information(I)	
Whether the listed entity has a Regular Chairperson											Yes	No
Whether Chairperson is related to MD or CEO											Yes	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	RANVIR PRASAD	AHVPP5003A	06684884	Non-Executive - Nominee Director	Not Applicable		05-02-1978				
5	Mr	NEEL RATAN KUMAR	ADMPP0058M	03616458	Non-Executive - Nominee Director	Not Applicable		09-09-1964				
6	Mr	NIDHI KUMAR NARANG	AAAPN1610P	03473420	Executive Director	Not Applicable		18-02-1962				
7	Mr	KAMALESH BAHADUR SINGH	AHHP6274L	09642954	Executive Director	Not Applicable		19-05-1963				
8	Mr	AMIT KUMAR SRIVASTAVA	AMSPS0309Q	09617008	Executive Director	Not Applicable		30-06-1962				
9	Mr	SOURAJIT GHOSH	AAZPG9986A	09642955	Executive Director	Not Applicable		02-07-1963				
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	AHZPS8491D	10209861	Non-Executive - Nominee Director	Not Applicable		04-11-1968				
14	Mr	SANDEEP KUMAR	AASPK2926A	08529035	Non-Executive - Nominee Director	Not Applicable		20-03-1966				

15	Mr	RAMESHWER PRASAD VAISHNAW	AAJPV4191J	01868883	Non-Executive - Nominee Director	Not Applicable	10-06- 1965
16	Mr	GYANENDRA DHAR DWIVEDI	ABYPD7083P	10393079	Executive Director	Not Applicable	09-11- 1964

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
16	No				Active

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)	Reason for Cessation	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		04-03-2024		1	0	1	1	Others		
4	NA		04-03-2024				1	0	1	1			
5	NA		16-04-2013				1	0	2	0			
6	NA		01-06-2022				1	0	2	0			
7	NA		18-06-2022				1	0	0	0			
8	NA		24-05-2022				1	0	0	0			
9	NA		18-06-2022				1	0	0	0			
10	NA		10-08-2022				1	0	0	0			
11	NA		02-09-2022				1	0	0	0			Textual Information(2)
12	NA		03-05-2023				1	0	1	0			
13	NA		16-06-2023		21-02-2024		1	0	0	0	Others		
14	NA		21-02-2024				1	0	0	0			

15	NA		16-06-2023					1	0	0	0	0				
16	NA		11-10-2023					1	0	0	0	0				

Text Block

Textual Information(1)	<p>The Company has constituted its Board and all applicable committees in accordance with Regulation 16 and all other applicable Regulations of SEBI (LODR) Regulations, 2015, 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>
Textual Information(2)	<p>DIN Allotment is under process.</p>

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

The Company has constituted its Board and all applicable committees in accordance with Regulation 16 and all other applicable Regulations of SEBI (LODR) Regulations, 2015, 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.

Textual Information(1)

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			
1	07979258	GURU PRASAD PORALA	Non-Executive - Nominee Director	Chairperson	23-07-2021	04-03-2024	
2	06684884	RANVIR PRASAD	Non-Executive - Nominee Director	Chairperson	04-03-2024		
3	08095154	PANKAJ KUMAR	Executive Director	Member	10-03-2021		
4	03616458	NEEL RAITAN KUMAR	Non-Executive - Nominee Director	Member	16-04-2013		
5	03473420	NIDHI KUMAR NARANG	Executive Director	Member	01-06-2022		
6	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		

Nomination and remuneration committee							
Sr	DIN Number	Name of Committee members	Whether the Nomination and remuneration committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
			Category 1 of directors	Category 2 of directors			
1	07979258	GURU PRASAD PORALA	Non-Executive - Nominee Director	Chairperson	23-07-2021	04-03-2024	
2	06684884	RANVIR PRASAD	Non-Executive - Nominee Director	Chairperson	04-03-2024		
3	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		
4	03616458	NEEL RATAN KUMAR	Non-Executive - Nominee Director	Member	16-04-2013		

Stakeholders Relationship Committee								
Whether the Stakeholders Relationship 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	08095154	PANKAJ KUMAR	Executive Director	Chairperson		10-03-2021		
2	03616458	NEEL RAJAN KUMAR	Non-Executive - Nominee Director	Member		16-04-2013		
3	03473420	NIDHI KUMAR NARANG	Executive Director	Member		01-06-2022		

Risk Management Committee								
Whether the Risk Management 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	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	10393079	GYANENDRA DHAR DWIVEDI	Executive Director	Member		11-10-2023		

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	Date of Appointment	Date of Cessation	Remarks
1	08095154	PANKAJ KUMAR	Executive Director	Chairperson	10-03-2021		
2	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		
3	10393079	GYANENDRA DHAR DWIVEDI	Executive Director	Member	11-10-2023		

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

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Sr	Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)		No. of Independent Directors attending the meeting*
	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)			
1	09-10-2023				Yes	14	11		0	
2	09-11-2023		30		Yes	14	10		0	
3		08-02-2024	90		Yes	14	10		0	
4		05-03-2024	25		Yes	14	9		0	
5		28-03-2024	22		Yes	14	10		0	

Text Block	
Textual Information(1)	<p>The Company has constituted its Board and all applicable committees in accordance with Regulation 16 and all other applicable Regulations of SEBI (LODR) Regulations, 2015, 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>

Annexure 1

IV. Meeting of Committees										
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)	Textual Information(1)			No. of members attending the meeting (other than Board of Directors)
							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*	
1	Audit Committee	09-11-2023				Yes	5	3	0	0
2	Audit Committee	08-02-2024	90			Yes	5	4	0	0
3	Audit Committee	28-03-2024	48			Yes	5	3	0	0

Text Block

The Company has constituted its Board and all applicable committees in accordance with Regulation 16 and all other applicable Regulations of SEBI (LODR) Regulations, 2015, 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.

Textual Information(1)

Annexure I

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	

Annexure I

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)

Annexure 1

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

Textual Information(1)	Text Block
<p>The Company has constituted its Board and all applicable committees in accordance with Regulation 16 and all other applicable Regulations of SEBI (LODR) Regulations, 2015, 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>Entity is having total 34 Number of ISINs for which required information is submitted with BSE but for the vary purpose to validate the Utility only, One ISIN is Post above , the list of other ISINs are as under: INE540P07335</p> <p>INE540P07343</p> <p>INE540P07327</p> <p>INE540P07319</p> <p>INE540P07350</p> <p>INE540P07251</p> <p>INE540P07236</p> <p>INE540P07269</p> <p>INE540P07244</p> <p>INE540P07228</p> <p>INE540P07079</p> <p>INE540P07095</p> <p>INE540P07087</p> <p>INE540P07103</p> <p>INE540P07145</p> <p>INE540P07152</p> <p>INE540P07178</p> <p>INE540P07160</p> <p>INE540P07434</p> <p>INE540P07426</p>	

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INE540P07483
INE540P07491
INE540P07509
INE540P07517

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1 Details of business	Yes		https://www.uppcl.org/uppcl/en/page/introduction
2 Terms and conditions of appointment of independent directors	Yes		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.
3 Composition of various committees of board of directors	Yes		https://www.uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
4 Code of conduct of board of directors and senior management personnel	Yes		https://www.uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
5 Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
6 Criteria of making payments to non-executive directors	NA		
7 Policy on dealing with related party transactions	Yes		https://www.uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
8 Policy for determining 'material' subsidiaries	Yes		Website updation is under process
9 Details of familiarization programmes imparted to independent directors	Yes		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.
10	Email address for grievance redressal and other relevant details	Yes		https://www.uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
12	Financial results	Yes		https://www.uppcl.org/uppcl/en/page/financial-information
13	Shareholding pattern	Yes		https://www.uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.upplc.org/upplc/en/page/disclosures-under-regulation-62-of-sebi
18	Credit rating or revision in credit rating obtained	Yes		https://www.upplc.org/upplc/en/page/disclosures-under-regulation-62-of-sebi
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.upplc.org/upplc/en/page/disclosures-under-regulation-62-of-sebi
20	Secretarial Compliance Report	Yes		Website updation is under process
21	Materiality Policy as per Regulation 30 (4)	Yes		Website updation is under process
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		Website updation is under process
23	Disclosures under regulation 30(8)	Yes		Website updation is under process
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		Website updation is under process
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.upplc.org/upplc/en/page/disclosures-under-regulation-62-of-sebi

28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		Website update is under process
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block

1) The Company has constituted its Board and all applicable committees in accordance with Regulation 16 and all other applicable Regulations of SEBI (LODR) Regulations, 2015, 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.

2) Updation of website is under process

Textual Information(1)

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	NA	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block

Textual Information(1)

The Company has constituted its Board and all applicable committees in accordance with Regulation 16 and all other applicable Regulations of SEBI (LODR) Regulations, 2015, 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.

Entity is having total 34 Number of ISINs for which required information is submitted with BSE but for the vary purpose to validate the Utility only, One ISIN is Post above , the list of other ISINs are as under: INE540P07335

INE540P07343

INE540P07327

INE540P07319

INE540P07350

INE540P07251

INE540P07236

INE540P07269

INE540P07244

INE540P07228

INE540P07079

INE540P07095

INE540P07087

INE540P07103

INE540P07145

INE540P07152

INE540P07178

INE540P07160

INE540P07434

INE540P07426

INE540P07376

INE540P07368

INE540P07384

INE540P07400

INE540P07418

INE540P07392

INE540P07442

INE540P07459

INE540P07467

INE540P07475

INE540P07483

INE540P07491

INE540P07509

INE540P07517

Annexure II

1	Name of signatory	NITIN NIJHAWAN
2	Designation	Compliance Officer

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	NIJIN NIJHAWAN
2	Designation	Compliance Officer

Additional Half yearly Disclosure	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(I)

Text Block	
Textual Information(1)	U. P. Power Corporation Limited is a Government Company which is exempted to provide this disclosure.

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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	NITIN NIJHAWAN
Designation of person	Compliance Officer
Place	LUCKNOW
Date	20-04-2024

(Nitin Nijhawan)

Chief Financial Officer

Uttar Pradesh Paper Corporation Ltd.




(Jitesh Grover) J
Company Secretary, UPPL
(Additional Charge)