



**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.uppcl@gmail.com

Letter No. : 337/UPPCL/CS/2023

Dated : 19/10//2023

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 30<sup>th</sup> September, 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 30th September, 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	Half Yearly
Date of Report	30-09-2023
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

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	ADMPK0058M	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	AHHPS6274L	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

9	Mr	MRUGANK SHEKHAR DASH BHATTAMISHRA	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	AHZPS8491D	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

**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

**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				1	0	0	0		

10	NA		10-08-2022				1	0	0	0		
11	NA		02-09-2022				1	0	0	0		Textual Information(1)
12	NA		03-05-2023				1	0	1	0		
13	NA		16-06-2023				1	0	0	0		
14	NA		16-06-2023				1	0	0	0		

Audit Committee Details							
Whether the Audit 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	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		



<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration 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	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		

<b>Stakeholders Relationship Committee</b>							
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		

<b>Risk Management Committee</b>							
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		

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility 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	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		
3	09642954	KAMALESH BAHADUR SINGH	Executive Director	Member	23-07-2022		

<b>Other Committee</b>						
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

Disclosure of notes on meeting of board of directors explanatory				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*
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)					
1	16-06-2023				Yes	12	8	0
2		10-08-2023	54		Yes	14	10	0
3		24-08-2023	13		Yes	14	11	0
4		15-09-2023	21		Yes	14	8	0

## 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

**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	



## 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)

**Annexure 1**

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

**Text Block**

Textual Information(1)

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.

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	No	Since the U. P. Power Corporation is a Government Entity and being a Govt. entity its Final Accounts are to be audited by the Comptroller and Auditor General of India , whose final comments and their management reply are contemplated under the Board Report as its part. Since the Supplementary Audit of the Company is under process due to which entity is unable to finalize its Board Report. Further Secretarial Audit Report is a Annexure to the Board Report which concludes whole as the Annual Report. So entity is in process to compile the same.

6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	No	Since the U. P. Power Corporation is a Government Entity and being a Govt. entity its Final Accounts are to be audited by the Comptroller and Auditor General of India , whose final comments and their management reply are contemplated under the Board Report as its part. Since the Supplementary Audit of the Company is under process due to which entity is unable to finalize its Board Report. Further Corporate Governance Report is a Annexure to the Board Report which concludes whole as the Annual Report. So entity is in process to compile the same.
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**Annexure III**

<b>Annexure III</b>		
1	Name of signatory	NITIN NIJHAWAN
2	Designation	Compliance Officer

**Additional Half yearly Disclosure**

Applicability of disclosure

Not Applicable

Reason for Non Applicability

Textual Information(1)

**Text Block**

Textual Information(1)

U. P. Power Corporation Limited is a Government Company which is exempted to provide this disclosure.



<b>Details of Cyber security incidence</b>	
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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
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<b>Signatory Details</b>	
Name of signatory	NITIN NIJHAWAN
Designation of person	Compliance Officer
Place	LUCKNOW
Date	19-10-2023

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