<u>Name of Issuer Company</u> : <u>U. P. POWER CORPORATION LIMITED</u>

Information submitted at the times of issuance/allotment:

1	Unique identifier (Asset ID) allocated to the issuance (Pursuant to SEBI Master circular dated May 16, 2024) Reason if no Asset ID created and details of explanation given to Depositories including email/letter sent	For Current Assets – IN0311039655 For Guarantee – IN0618039689
2	Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/NCD)	UPPCL Bond series III/2016- 17 NCD
3	Type of Issue (Private / Public / Rights)	Private Placement
4	Issue Amount and Amounts Raised	Issue 4900.00 Crore (with green shoe option), Raised – 6510.00Crore.
5	Listed/Unlisted (If listed, mention the Stock Exchange where listed)	Listed at BSE
6	ISINs (Listed and Unlisted)	Present outstanding ISINs are as below: - INE540P07087, INE540P07095, INE540P07103
7	Date of Opening of Issue	16-02-2017
8	Date of Closure of Issue	16-02-2017
9	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	08.03.2017
10	Whether there has been delay in Listing of the debt securities pursuant to SEBI NCS Master Circular dated May 22, 2024. If yes, confirm whether the Issuer Company has paid penal interest of at least @ 1 % p.a. over the coupon rate for the period of delay to the investor (i.e. from date of allotment to the date of listing)	No
11	Original & Revised (if any) Coupon Rate	8.97%
12	Tenor of Issue	10 years
13	Date of Allotment of Debentures	17.02.2017
14	Whether RTA / Company has forwarded the details of debenture holders to the DT at the time of allotment.	YES
15	PAS-3, PAS-4, PAS-5 filed with ROC within specified time limit (please provide confirmation and supporting)	YES
16	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	20.02.2017 and 21.02.2017
17	Credit Rating at the time of issue Hyperlink of the press releases by the Credit rating Agency Previous Credit Rating & Date of Revision	Credit rating issued by Credit Rating Agency is enclosed as Annexure - 5 The initial Credit Rating has already been provided to Debenture Trustee. Enclosed as Annexure - 5
	1 10 10 00 01 000 11 11 11 11 10 10 10 1	

	Current Credit Rating & Date of Revision	Enclosed as Annexure - 5
18	No. of debenture holders on the date of Allotment	9
19	Name of the Debenture holder representative/facility agent along with its contact details	List is enclosed as Annexure – 1
20	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	List is enclosed as Annexure – 1
21	Whether the company has issued debentures to foreign debenture holders	Initially not issued
22	Date of Registration with ROC (ROC Certificate to be provided) and reasons for delay (if any)	16.02.2017
23	Whether Recovery Expense Fund (REF) has been created by the company as per SEBI Master circular dated May 16, 2024. If yes, please provide date of Creation, Amount and proof for our records.	Table 1
24	Provide details of Charge created in favour of the debenture trustee (as specified in the offer document or private placement memorandum/ information memorandum, GID/KID and executed debenture trust deed (DTD) prior to listing)	Details to be provided in Search Report as enclosed in – Annexure – 3
25	Whether company has provided Bank details (from which it proposes to pay the redemption amount) to the trustee. Confirm if Debenture Trustee is pre-authorized to seek debt redemption payment related information from the Issuer's bank. If not, please provide the Pre-authorization letter	The detail is as below: - Name of Bank – HDFC Bank BSRA No. – 50200004167842
26	Date(s) of Fund Transfer from Escrow a/c to the issuer account (Public Issue(s)) at the time of allotment.	NA
27	Status of DRF	Table 2
28	Status of End Utilization Certificate from the statutory Auditor of the company	There is no fund raised during the Current Quarter and there is no outstanding amount w.r.t. any issue as on date.
		The End Utilization Certificate w.r.t. previous issue was already provided.
29	Details of Outstanding Issuance as on June 30, 2024	Table 4
30	Details of the security offered (Mandatory)	Table 5

1. Recovery expense fund (Mandatory for this quarter)

Sr. No	Name of the Listed Entity	ISIN	Type of Issue (Public/Privately Placed)	Issue Size (in ₹ crores)	Size/ Value of recovery fund maintained	Any addition in the Recovery Expense fund during the quarter	Details of usage of the funds, if any, during the quarter	Date of creation of REF
	U. P. Power Corporation Ltd.	INE540P07087, INE540P07095, INE540P07103	Private Placement	6510.00 Crore	25 lakhs			April,2021

2. Debenture Redemption Reserve/Debenture Redemption/ maintenance of funds as per Companies (Share Capital and Debentures) Rules, 2014

Sr.No	Name of	Issue Type	Type of	Issue Size	ISIN (that	Amount	Status of
	the Entity	(Public/Privately	entity	(in ₹	is	Outstanding	maintenance of
		placed	(NBFC/	crores)	maturing in		DRR (15%/
		listed)	HFC/FI/		the current		10% of the
			Other)		FY)		amount maturing
							in the
							year, applicable
							as per
							Companies
							(Share Capital
							and Debentures)
							Rules, 2014)
_	_	-	_	_	-	-	_

3. Utilization Certificate from the Statutory Auditor of the company:

Sr. No	ISIN issued during the FY. 2023-24	Name of Statutory Auditor of the company	Date of the Utilization certificate from the statutory Auditor	Remarks
NA	NA	NA	NA	NA

4. Details of outstanding issuance as on June 30, 2024

ISIN	Exclusive/Pari Passu	Secured/Unsecur ed	Outstanding Principal	Accrued interest	Total	Security Cover
			Amount			Required
1	INE540P07087	Private issuance		Secured	697.50 crore	Govt.

2	INE540P07095	Private issuance	Secured	930 crores	Guaranteed
3	INE540P07103	Private issuance	Secured	930 crores	and
					Hypothecate
					d for
					receivables

5. Details of the security offered. (Please select "Yes/No" wherever applicable)

Sr.No	ISIN	Movable	Immovable Property	Pledge	DSRA	Personal Guarantee	Corporate Guarantee

Information submitted on quarterly basis:

	Confirmation of having complied with Foreign Account Tax	NA
1	Compliance Act (FATCA) as regards the investors, borrowers	
	and other intermediaries (If Applicable - along with supporting documents, registration number etc)	
	Outstanding amount as on June 30, 2024,	Rs. 2557.50 crore
	Confirm if high value debt listed entity as on date pursuant	KS. 2557.50 CIOIC
2	to SEBI (LODR) (Fifth amendment) Regulation, 2021	
	(basis of value of principal outstanding of listed debt securities	
	as on March 31, 2021)	
	Date of the Board Meeting for current quarter.	Board Meeting for the
		approval of the
2.1		Financial Results for
2.1		the Quarter ended on
		June 30, 2024 was held
		on 09 th August, 2024.
	Previous Interest Payment Date and Amount paid	15-05-2024
3		Amount Rs. 61.54
	Nort Interest Description of Data and America	crore 16-08-2024
1	Next Interest Payment Date and Amount	
4		
	Previous Principal Repayment Date and Amount paid	crore 15-05-2024
5	Trevious i inicipal Repayment Date and Amount paid	Amount Rs. 232.50
		crore
	Next Principal Repayment Date and Amount	16-08-2024
6		Amount Rs. 232.50
		crore
	Whether there has been any delay / default in payment of	No
	interest and/or principal amount? If yes, the due dates thereof	
7	& date of payment and confirm if the additional interest of at	
	least @ 2% p.a. over the coupon rate is paid to the debenture	
	holders	

8	No. of debenture holders as on last day of this quarter, (Please provide details of NCD Holder viz. Names, Holding, Mailing Address, Email id, Contact Nos. (Benpos))	384 List Enclosed Annexure -1
9	Whether RTA / Company has forwarded the details of debenture holders (Benpos) to the DT by the seventh working day of every month.	Yes
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	No
11	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	NA, since no charges have been created against the F.A. of company
12	Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document	Utilization of full use proceeds been submitted.
13	Publication of financial results and statements within 2 working days of the conclusion of the Board Meeting. (at least in one English national daily newspaper)	Yes; financial results for the Quarter ended on June 30, 2024 was published on August 10, 2024.
14	Whether financial results for the quarter ended June 30, 2024 submitted to the Stock exchange as per the format specified by SEBI through its circular dated May 16, 2024. Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated to exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year.	Yes Financial results are accompanied by Limited Review Report
15	Whether all taxes, cesses, insurance premium, 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	Yes
16	Whether Debenture Redemption Reserve (DRR) as per SEBI Regulations and Companies Act has been maintained. Please mention the Amount of DRR maintained If No, please give reasons for the same. Please provide details / issue wise DRR amount and date of transfer till date.	No, since we are maintaining debenture service reserve account and bond servicing account as per terms of IM and agreement with trustee.
17	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 provide details	NO
18	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please provide details	NO
19	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	NO

	to change in control of Issuer Company has occurred. If yes, please provide details	
20	Security Cover certified by the Statutory Auditor for the quarter ended June 30, 2024 (Mandatory for Secured issuance) Note: 1)Refer Annexure VI of SEBI Master circular dated May 16, 2024 for the format of Security Cover certificate. 2) Please provide the security cover table in the excel form along with working.	Security Cover Certificate as per revised format is under process and will be provided separately.
21	Security Cover certified by the Statutory Auditor of third party/subsidiary/group/holding company ("entities") in case assets being offered as underlying Security by said entities. Including details of encumbrances in case of pari-passu charge.	NA
22	Compliance of the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results for the quarter 30-06-2024 as per SEBI Circular dated 19 th May 2022	Board Meeting for the approval of the Financial Results for the Quarter ended on June 30, 2024 was held on 09 th August, 2024.
23	Attach the statement of value of pledged securities, if applicable Quarterly (SEBI Master circular dated May 16, 2024)	NA
24	Attach the statement of value for Debt Service Reserve Account or any other form of security offered- Quarterly (SEBI Master circular dated May 16, 2024)	Enclosed as Annexure-2
25	Attach the Net worth certificate of guarantor (secured by way of personal guarantee), applicable for March and September quarter (SEBI Master circular dated May 16, 2024)	Not Applicable, since the NCPs are guaranteed by GoUP.
26	Attach the Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor (secured by way of corporate guarantee), applicable for March (SEBI Master circular dated May 16, 2024)	
27	Attached the Valuation report and title search report for the immovable/movable assets, applicable for March (not older than 3 years) (SEBI Master circular dated May 16, 2024)	Not Applicable, since no charge has created over FA.
28	Any change in terms of the NCDs, during the quarter pursuant to Regulation 59 of SEBI (LODR) Regulations, 2015 and SEBI Master circular dated May 16, 2024.	Not Applicable
29	Any change in security, creation of additional security or conversion of NCDs from unsecured to secured in compliance with SEBI circular dated August 04, 2022. (SEBI Master circular dated May 16, 2024)	Not Applicable
30	Whether charge over the same assets have been created in favour of multiple trustees. If yes, please mention the name of the trustee, charge amount and asset value	Not Applicable
31	Whether 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.
	In case of Partially / Fully Convertible Debentures, whether	NA
32	the debentures have been converted into equity in accordance	
	with the terms of issue? If no, please give reasons.	G 11 1
22	Whether all the terms of issue of debentures or covenants of	Complied
33	the transaction documents are complied with? If no, provide	
	details along with reason for non-compliance	Complied
	Whether the provisions of the following laws applicable to debentures have been complied with:	Complied
	a) Companies Act, 2013 and Rules made thereunder (For all	
	Issuers)	
34	b) SEBI (Listing Obligation and Disclosure Requirements)	
	Regulations, 2015	
	c) Securities and Exchange Board of India (Issue and Listing	
	of Non-Convertible Securities) Regulations, 2021	
	d) Circulars issued by SEBI from time to time.	
	Whether the company has submitted a certificate to the stock	YES
	exchange within one working day of the interest or dividend	
35	or principal becoming due regarding status of payment in	
33	case of non-convertible securities. (Regulation 57(1) SEBI (LODR) Regulations, 2015)	
	(Pursuant to Regulation 57 of SEBI (LODR), Regulations,	
	2015)	
	Nature of investor grievances received for quarter ended June	Enclosed in Annexure -
	30, 2024 its status as on date of the submission of QCR and	4
	reason for the non-resolution/ delay if any (Details to be	
	separately provided in annexure as enclosed)	
36	What a statement of investor of the last first terms o	
	Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter.	
	Exchanges within 21 days from the chird of quarter.	
	(Pursuant to Regulation 13(3) of SEBI (LODR), Regulations,	
	2015)	
35	Any Buy Back of NCDs during the quarter and details of the	NA
33	same	
26	Whether the company has maintained functional website	YES
36	containing requisite information (Regulation 62 of SEBI (LODR) Regulations, 2015)	
	Whether the company has intimated exchange(s) about its	YES
	intention to raise funds through issue of new NCD and such	
27		
5/		
	(Pursuant to Regulation 50 of SEBI (LODR), Regulations,	
	2015)	
38	1	Complied
		Complied with to the
	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework,	Complied with to the extent applicable.
39	Independent Directors, submission of quarterly compliance	extent applicable.
	report on corporate governance to Exchange(s), prior	
	intimation to exchanges, disclosure of material	
37	intimation was given prior to holding Board meeting. (Pursuant to Regulation 50 of SEBI (LODR), Regulations, 2015) Compliance with Accounting Standard and Financial disclosures.	Complied with to the

	information/event, shareholding pattern	
	Whether Directors and KMPs have disclosed to Board of	YES
40	Directors whether they are directly or indirectly having	1 EO
40	material interest in any transaction.	
	Whether the company has appointed qualified Company	YES; the company has
	Secretary as the Compliance Officer.	maintained functional
	Secretary as the comphance officer.	website pursuant to
41	(Pursuant to Regulation 6 of SEBI (LODR), Regulations,	Regulation 62 of SEBI
	2015)	(LODR) Regulations,
	2013)	2015
	Whether the Company has appointed Share transfer agent or	Company has
	manages the same in house.	appointed the RTAs
42		11
	(Pursuant to Regulation 7 of SEBI (LODR), Regulations,	
	2015)	
43	Whether the Company has preserved the transactions records	YES
۲.	at least for 5 years/as per the archival policy of the Company.	
44	Whether the Company is registered on the SEBI SCORES and	YES
	Online Dispute Resolution Portal.	
	Whether the Company has constituted following committees	YES
	and held meetings in compliance with the provisions, as	
	applicable:	
45	Audit Committee	
	Nomination and Remuneration Committee	
	Stakeholders Relationship Committee Richard Committee	
	Risk Management Committee No. 1	VEC
	Whether the Company has made disclosure of information	YES
46	having bearing on performance/operation of listed entity and/or price sensitive information to Exchanges and	
40	Debenture Trustee, if any pursuant to Regulation 51 read with	
	Part B of Schedule III of SEBI (LODR) Regulations	
	Whether company has complied with SEBI (LODR)	YES
47	Regulation 50 i.e. Intimation to stock exchange(s)	- ~
	Whether the Company has submitted a compliance certificate	YES
40	to the Exchange(s), duly singed by both Compliance Officer	· · · · ·
48	of the listed entity and the authorized representative of the	
	transfer agent (RTA)	
	Whether the Company and its directors are / were involved in	NO
49	any civil or criminal proceedings, litigation connected with the	
 1 2	securities market, or any order has / had been passed against	
	them for violation of any laws.	
50	Whether any NCLT proceedings has been initiated against the	NO
	company, if yes, provide details.	
	In case of default in payment of Interest/principal, whether the	NA, No default
51	company has made disclosures to the Credit Rating Agencies	
	in timely manner.	NA No default
	Please confirm if disclosure is made to stock exchanges in	NA, No default
	case of default in payment of interest / instalment obligations on loans, including revolving facilities like cash credit, from	
52	banks / financial institutions, whether the company has made	
	disclosure to the Stock exchange. (Refer SEBI circular No.	
	SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21,	
1	DEDITION OF DICTION OF THE PROPERTY OF THE PRO	

	2019).	
	Please provide a copy of disclosure made, if any	
53	Confirm if there is any breach in providing information to the Debenture Trustee(s) regarding the status of payment or otherwise to the Stock Exchanges and Depositories. (Pursuant to chapter XI of SEBI Master Circular dated May 16, 2024)	Confirmed
54	If the REF is maintained in the form of Bank Guarantee, then the Company needs to ensure that it remains valid for a period of 6 months post the maturity date of the listed debt security and the issuer has kept the bank guarantee in force and renewed the Bank Guarantee at least 7 working days before its expiry.	NA
55	Whether the Security cover Percentage as specified in the Term Sheet/PAS4/Information Memorandum/ is maintained.	Security Cover Certificate as per revised format is under process and will be provided separately.
56	Details of Corporate Debt Restructuring (if any);	NA
57	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
58	Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;	NA
59	Details of one-time settlement with any bank (if any);	NA
60	Details of Reference to Insolvency or a petition (if any) filed by any creditor	NA
61	Whether the company has forwarded the documents and intimation to the debenture trustee promptly pursuant to Regulation 56 of SEBI (LODR) Regulations, 2015	YES
62	Details of unclaimed interest/dividend/redemption amount in the escrow account	NIL
63	Details of penalty levied (if any) by the stock exchanges pursuant to SEBI circulars dated November 13, 2020 or July 29, 2022.	Yes, penalty under Regulation 52 of SEBI(LODR) Regulations, 2015 for non- submission of financial results for the F.Y. 2023-24 & under Regulation 6(1) for Non-appointment of Compliance officer has been levied.
64	Whether all material events and/or information as disclosed under regulation 51 of SEBI LODR Regulations have been informed to the Debenture trustee immediately in so far as it relates to	Yes

	the interest, principal, issue and terms of non-convertible debt securities, rating, creation of charge on the assets, notices, resolutions, and meetings of holders of non-convertible debt securities.	
65	Whether Structured Digital Database ("SDD") is maintained by the company. (Pursuant to Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.	Yes
66	Whether the company has submitted a quarterly SDD compliance certificate certified either by compliance officer or practicing company secretary to the stock exchanges.	Not Applicable on quarterly basis.
67	A copy of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilization of funds during the implementation period of the project for which the funds have been raised: Provided that in the case of debentures or preference shares issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilized or the purpose for which these funds were intended has been achieved	Yes
68	Whether issuer has obtained and reported Legal Entity Identifier ("LEI") code in corporate bond database system pursuant to SEBI circular dated May 03, 2023. a) Issuer proposing to issue and list NCDs- on or after September 01, 2023 b) Issuer having outstanding NCDs as on August 31, 2023- on or before September 01, 2023	Yes
60	Confirm if registration with Financial Intelligence Unit (FIU) is applicable. If yes, please confirm if the registration with FIU is completed.	Not Applicable
70	Confirm if clause relating to appointment of Nominee Director is inserted in Articles of Association and Debenture Trust Deed pursuant to amendment in NCS Regulation dated February 02, 2023.	YES
71	Confirm if the issuer has assign the DT to each of the listed ISINs are made available in the listing center on exchanges.	YES

Please enclose the below:

MANDATORY ANNEXURES

1	Updated list of names, addresses contact details and email id of debenture holders <u>Enclosed as Annexure – 1</u>
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances <i>Enclosed in Annexure</i> – 4

Companies Statutory Auditors Certificate certifying the following, for **March and September**:

a. **Annual basis** -End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor (Refer Regulation 15 (1A) (c) of SEBI (Debenture Trustees) Regulations, 1993). - <u>NA</u>

b. Half yearly basis- Certificate regarding maintenance of hundred percent Security cover or higher Security cover as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, including compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results. (Refer Regulation 15(t)(ii)(a) of SEBI (Debenture Trustees) Regulations, 1993 and Regulation 56(1)(d) of SEBI (LODR), Regulations, 2015), Applicable to secured listed debts. -NA

3 Quarterly Basis-

- a. Security Cover certified by the Statutory Auditor for the quarter endedJune30, 2024 (Mandatory for Secured issuance) <u>Security Cover Certificate as per revised</u> format is under process and will be provided separately as per applicability.
- b. Financial Covenant Confirmation from Statutory Auditor for the quarter ended June 30, 2024 (Covenants for Secured and Unsecured issuance)
- c. Audited / unaudited financials (along with LRR) of the Issuer company whichever applicable. <u>Financial Statements for the Quarter ended on 30th June 2024 is held on 09th August, 2024</u>
- d. A statement of value of pledged securities. (Refer SEBI Master Circular dated May 16, 2024) <u>NA</u>
- e. A statement of value for the Debt Service Reserve Account or any other form of security offered. (Refer SEBI Master Circular dated May16, 2024)- *Enclosed as Annexure-2*
- Insurance Policy of the security charged in favour of DT. In case Insurance Policy has expired, please provide Renewed Insurance Policies& Endorsed in favour of the debenture Trustee. -NA
- Report of the Lead Bank regarding (Applicable for public issue) (Refer Regulation 15(1A) of DT Regulations, 1993)-NA
 - a. progress of the Project
 - b. report on monitoring of utilization of funds raised for the issue, as applicable
- Copy of all notices, resolutions and circulars relating to new issue of non-convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media (Refer Regulation 56 of SEBI (LODR) Regulations, 2015)- <u>Already provided from time to time</u>.
- 7 Letter issued by Credit Rating agency for revised credit rating during the quarter. -<u>Latest</u>
 <u>Credit Rating enclosed as Annexure-5</u>
- 8 **Half yearly Basis**-Net worth certificate of guarantor (secured by way of personal guarantee), as applicable. (Refer SEBI Master Circular dated May16, 2024)-<u>NA</u>

Annual Basis- Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor (secured by way of corporate guarantee), as applicable. (Refer SEBI Master Circular dated May 16, 2024) – NA
 Annual Basis-Valuation report (Registered Valuer) and title search report for the immovable/movable assets, as applicable. (Refer SEBI Master Circular dated May 16, 2024) - NA

Contact Details:

- a) Name of Authorized Signatory- Priti Arora
- b) Email Address-companysecretary@uppcl.org
- c) Contact Numbers-
- 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

India Ratings & Research – A
Fitch Group Company 601-609,
Prakashdeep Building 7, Tolstoy
Marg New Delhi, 110001 India
bijoy.thomas@indiaratings.co.in

For U. P. Power Corporation Limited

Name: PRITI ARORA

Designation: COMPANY SECRETARY & COMPLIANCE OFFICER

Date: August 12, 2024

Name of Issuer Company : <u>U.P. POWER CORPORATION LIMITED</u>

Information submitted at the times of issuance/allotment:

1	Unique identifier (Asset ID) allocated to the issuance (Pursuant	For Current Assets -
	to SEBI Master circular dated May 16, 2024)	IN0311039796
	Reason if no Asset ID created and details of explanation given	For Guarantee – IN0618039804
	to Depositories including email/letter sent	
2	Description of the Debenture Series /Issue (Secured /	UPPCL Bond series IV/2016-17
	Unsecured PCD/FCD/NCD)	NCD
3	Type of Issue (Private / Public / Rights)	Private placement
4	Issue Amount and Amounts Raised	Issue 3489.50 Crore and Raised
-	Listed (National Of Pared Constant to Charles Technology	- 3489.50 Crore.
5	Listed/Unlisted (If listed, mention the Stock Exchange where	Listed at BSE
	listed)	INIE540D07152
6	ISINs (Listed and Unlisted)	INE540P07152,
7	Date of Opening of Issue	INE540P07160, INE540P07178 24.03.2017
8	Date of Closure of Issue	24.03.2017
9	Date of Listing of NCDs (please provide confirmation and	12.04.2017
9	supporting from BSE/NSE)	12.04.2017
10	Whether there has been delay in Listing of the debt securities	No
10	pursuant to SEBI NCS Master Circular dated May22, 2024. If	140
	yes, confirm whether the Issuer Company has paid penal	
	interest of at least @ 1 % p.a. over the coupon rate for the	
	period of delay to the investor (i.e. from date of allotment to	
	the date of listing)	
11	Original & Revised (if any) Coupon Rate	8.48%
12	Tenor of Issue	10 years
13	Date of Allotment of Debentures	27.03.2017
14	Whether RTA / Company has forwarded the details of	YES
	debenture holders to the DT at the time of allotment.	
15	PAS-3, PAS-4, PAS-5 filed with ROC within specified time limit	YES
	(please provide confirmation and supporting)	
16	Date of Issue of Debenture Certificate (Physical) or Credit to	27.03.2017
	Demat A/c	
17	Credit Rating at the time of issue Hyperlink of the press	Credit rating issued by Credit
	releases by the Credit rating Agency	Rating Agency is enclosed as
		Annexure -5
		The initial Credit Rating has
		already been provided to
	During Continuous Or Date of During	Debenture Trustee.
	Previous Credit Rating & Date of Revision	Enclosed as Annexure -5
10	Current Credit Rating & Date of Revision	Enclosed as Annexure -5
18	No. of debenture holders on the date of Allotment	9
19	Name of the Debenture holder representative/facility agent	List is enclosedas Annexure-
20	along with its contact details	1
20	Details of Debenture holders holding more than 10% of	List is enclosed as
	debentures in value for the time being outstanding	Annexure- 1

21	Whether the company has issued debentures to foreign debenture holders	Initially not issued
22	Date of Registration with ROC (ROC Certificate to be provided) and reasons for delay (if any)	30.03.2017
23	Whether Recovery Expense Fund (REF) has been created by the company as per SEBI Master circular dated May 16, 2024. If yes, please provide date of Creation, Amount and proof for our records.	Table 1
24	Provide details of Charge created in favour of the debenture trustee (as specified in the offer document or private placement memorandum/ information memorandum, GID/KID and executed debenture trust deed (DTD) prior to listing)	Details to be provided in Search Report as enclosed in – Annexure – 3
25	Whether company has provided Bank details (from which it proposes to pay the redemption amount) to the trustee. Confirm if Debenture Trustee is pre-authorized to seek debt redemption payment related information from the Issuer's bank.	The detail is as below: - Name of Bank – HDFC Bank BSRA No. – 50200017358973
	If not, please provide the Pre-authorization letter	
26	Date(s) of Fund Transfer from Escrow a/c to the issuer account (Public Issue(s)) at the time of allotment.	NA
27	Status of DRF	There is no fund raised during the Current Quarter and there is no outstanding amount w.r.t. any issue as on date. The End Utilization
		Certificate w.r.t. previous issue was already provided.
28	Status of End Utilization Certificate from the statutory Auditor of the company	Table 4
29	Details of Outstanding Issuance as on June 30, 2024	Table 5 will be provided separately.
30	Details of the security offered (Mandatory	Table 2

1. Recovery expense fund (Mandatory for this quarter)

Sr. No	Name of the Listed Entity	ISIN	Type of Issue(Public/Private IyPlaced)	Issue Size (in ₹ crores)	Size/ Value of recovery fund maintained	Any addition in the Recovery Expense fund during the quarter	Details of usage of the funds, if any, during the quarter	Date of creation of REF
	U. P. Power Corporation Ltd.	INE540P07152, INE540P07160, INE540P07178	Private placement	3489.50 Crore	25 lakhs	-		April 2021

2. Debenture Redemption Reserve/Debenture Redemption/ maintenance of funds as per Companies (Share Capital and Debentures) Rules, 2014

Sr.No	Name of the	Issue Type	Type of	Issue Size	ISIN (that is	Amount	Status of
	Entity	(Public/Privately	entity	(in ₹	maturing in	Outstanding	maintenance of
		placed	(NBFC/	crores)	the current		DRR (15%/
		listed)	HFC/FI/		FY)		10% of the amount
			Other)				maturing in the
							year, applicable as
							per Companies
							(Share Capital and
							Debentures)
							Rules, 2014)
-	-	-	-	-	-	-	-

3. Utilization Certificate from the Statutory Auditor of the company:

Sr. No	ISIN issued during the FY. 2023-24	Name of Statutory Auditor of the company	Date of the Utilization certificate from the statutory Auditor	Remarks
	NA	NA	NA	NA

4. Details of outstanding issuance as on June 30, 2024

ISIN	Exclusive/Pari	Secured/Unsecured	Outstanding	Accrued	Total	Security
	Passu		Principal	interest		Cover
			Amount			Required
INE540P07152,		Secured	373.87	-	373.87	Govt.
INE540P07160,		Secured	498.50	-	498.50	Guaranteed
INE540P07178		Secured	498.50	-	498.50	and
						Hypothecated
						Bond

5. Details of the security offered. (Please select "Yes/No" wherever applicable)

Sr.No	ISIN	Movable	Immovable Property	Pledge	DSRA	Personal Guarantee	Corporate Guarantee

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 June 30, 2024, Confirm if high value debt listed entity as on date pursuant to SEBI (LODR) (Fifth amendment) Regulation, 2021 (basis of value of principal outstanding of listed debt securities as on March 31, 2021)	Rs. 1370.88 crore
2.1	Date of the Board Meeting for current quarter.	Board Meeting for the Approval of Financial Statements of quarter ended on June 30, 2024 was held on 09 th August, 2024
3	Previous Interest Payment Date and Amount paid	14-06-2024 Amount Rs. 31.53 crore
4	Next Interest Payment Date and Amount	13-09-2024 Amount Rs. 28.90 crore
5	Previous Principal Repayment Date and Amount paid	14-06-2024 Amount Rs. 124.625 crore
6	Next Principal Repayment Date and Amount	13-09-2024 Amount Rs. 124.625 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 of at least @ 2% p.a. over the coupon rate is 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, Email id, Contact Nos. (Benpos))	377 List Enclosed Annexure- 1
9	Whether RTA / Company has forwarded the details of debenture holders (Benpos) to the DT by the seventh working day of every month.	Yes
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	No
11	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	NA, since no charges have been created against the F.A. of company
12	Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document	Utilization of full use proceeds has already been submitted
13	Publication of financial results and statements within 2 working days of the conclusion of the Board Meeting. (at least in one English national daily newspaper)	Yes; financial results for the Quarter ended on June 30, 2024 was

		published on August
		10, 2024.
14	Whether financial results for the quarter ended June 30, 2024 submitted to the Stock exchange as per the format specified by SEBI through its circular dated May 16, 2024. Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated to exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year.	Yes Financial results are accompanied by Limited Review Report
15	Whether all taxes, cesses, insurance premium, 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	YES
16	Whether Debenture Redemption Reserve (DRR) as per SEBI Regulations and Companies Act has been maintained. Please mention the Amount of DRR maintained If No, please give reasons for the same. Please provide details / issue wise DRR amount and date of transfer till date.	No, since we are maintaining debenture service reserve account and bond servicing account as per terms of IM and agreement with trustee.
17	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 provide details	NO
18	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please provide details	NO
19	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 provide details	NO
20	Security Cover certified by the Statutory Auditor for the quarter ended June 30, 2024 (Mandatory for Secured issuance) Note: 1)Refer Annexure VI of SEBI Master circular dated May 16, 2024 for the format of Security Cover certificate. 2) Please provide the security cover table in the excel form along with working.	Security Cover Certificate as per revised format is under process and will be provided separately.
21	Security Cover certified by the Statutory Auditor of third party/subsidiary/group/holding company ("entities") in case assets being offered as underlying Security by said entities. Including details of encumbrances in case of pari-passu charge.	NA
22	Compliance of the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results for the quarter 30-06-2024as per SEBI Circular dated 19 th May 2022	Board Meeting for the Approval of Financial Statements of quarter ended on June 30, 2024 was held on 09th August, 2024
23	Attach the statement of value of pledged securities, if applicable Quarterly (SEBI Master circular dated May16, 2024)	NA
24	Attach the statement of value for Debt Service Reserve Account or	Enclosed as Annexure -2

	any other form of security offered- Quarterly (SEBI Master circular dated May16, 2024)	
25	Attach the Net worth certificate of guarantor (secured by way of personal guarantee), applicable for March and September quarter (SEBI Master circular dated May 16, 2024)	Not Applicable, since the NCPs are guaranteed by GoUP.
26	Attach the Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor (secured by way of corporate guarantee), applicable for March (SEBI Master circular dated May16, 2024)	Not Applicable
27	Attached the Valuation report and title search report for the immovable/movable assets, applicable for March (not older than 3 years) (SEBI Master circular dated May16, 2024)	Not Applicable, since no charge has been created over FA.
28	Any change in terms of the NCDs, during the quarter pursuant to Regulation 59 of SEBI (LODR) Regulations, 2015 and SEBI Master circular dated May16, 2024.	Not Applicable
29	Any change in security, creation of additional security or conversion of NCDs from unsecured to secured in compliance with SEBI circular dated August 04, 2022. (SEBI Master circular dated May16, 2024)	Not Applicable
30	Whether charge over the same assets have been created in favour of multiple trustees. If yes, please mention the name of the trustee, charge amount and asset value	Not Applicable
31	Whether 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.
32	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
33	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
34	 Whether the provisions of the following laws applicable to debentures have been complied with: a) Companies Act, 2013 and Rules made thereunder (For all Issuers) b) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 d) Circulars issued by SEBI from time to time. 	Complied
35	Whether the company has submitted a certificate to the stock exchange within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non-convertible securities. (Regulation 57(1) SEBI (LODR) Regulations, 2015) (Pursuant to Regulation 57 of SEBI (LODR), Regulations, 2015)	YES
36	Nature of investor grievances received for quarter ended June 30, 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 - 4

Regulations, 2015) Regulations, 2015 Whether the company has intimated exchange(s) about its intention to raise funds through issue of new NCD and such intimation was given prior to holding Board meeting. (Pursuant to Regulation 50 of SEBI (LODR), Regulations, 2015) Rompliance with Accounting Standard and Financial disclosures. Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchanges, disclosure of material information/event, shareholding pattern Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly having material interest in any transaction. Whether the company has appointed qualified Company Secretary as the Compliance Officer. (Pursuant to Regulation 6 of SEBI (LODR), Regulations, 2015) Whether the Company has appointed Share transfer agent or manages the same in house. (Pursuant to Regulation 7 of SEBI (LODR), Regulations, 2015) Whether the Company has preserved the transactions records at least for 5 years/as per the archival policy of the Company. Whether the Company is registered on the SEBI SCORES and Online Dispute Resolution Portal. Whether the Company has constituted following committees and held meetings in compliance with the provisions, as applicable: Audit Committee Audit Committee Nomination and Remuneration Committee Risk Management Committee			
Mether the company has maintained functional website containing requisite information (Regulation 62 of SEBI (LODR) Regulations, 2015) Regulations, 2015 YES Regulations, 2015 Regulations, 20			
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intention to raise funds through issue of new NCD and such intimation was given prior to holding Board meeting. (Pursuant to Regulation 50 of SEBI (LODR), Regulations, 2015) 38 Compliance with Accounting Standard and Financial disclosures. Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchanges, disclosure of material information/event, shareholding pattern Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly having material interest in any transaction. Whether the company has appointed qualified Company Secretary as the Compliance Officer. (Pursuant to Regulation 6 of SEBI (LODR), Regulations, 2015) Whether the Company has appointed Share transfer agent or manages the same in house. (Pursuant to Regulation 7 of SEBI (LODR), Regulations, 2015) Whether the Company has preserved the transactions records at least for 5 years/as per the archival policy of the Company. Whether the Company is registered on the SEBI SCORES and Online Dispute Resolution Portal. Whether the Company has constituted following committees and held meetings in compliance with the provisions, as applicable: Addit Committee Nomination and Remuneration Committee Risk Management Committee Nomination and Remuneration Committee Risk Management Committee Whether the Company has made disclosure of information having bearing on performance/operation of listed entity and/or price sensitive information to Exchanges and Debenture Trustee, if any pursuant to Regulations 1 read with Part B of Schedule III of SEBI (LODR) Regulation to stock exchange(s)		Whether the company has intimated exchange(s) about its	
Compliance with Accounting Standard and Financial disclosures. Complied with	37	intention to raise funds through issue of new NCD and such	
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Whether the Company has appointed Share transfer agent or manages the same in house. (Pursuant to Regulation 7 of SEBI (LODR), Regulations, 2015) Whether the Company has preserved the transactions records at least for 5 years/as per the archival policy of the Company. Whether the Company is registered on the SEBI SCORES and Online Dispute Resolution Portal. Whether the Company has constituted following committees and held meetings in compliance with the provisions, as applicable: Audit Committee Nomination and Remuneration Committee Risk Management Committee Risk Management Committee Whether the Company has made disclosure of information having bearing on performance/operation of listed entity and/or price sensitive information to Exchanges and Debenture Trustee, if any pursuant to Regulation 51 read with Part B of Schedule III of SEBI (LODR) Regulations Whether company has complied with SEBI (LODR) Regulation 50 i.e. Intimation to stock exchange(s)	41		YES
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held meetings in compliance with the provisions, as applicable: • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee Whether the Company has made disclosure of information having bearing on performance/operation of listed entity and/or price sensitive information to Exchanges and Debenture Trustee, if any pursuant to Regulation 51 read with Part B of Schedule III of SEBI (LODR) Regulations Whether company has complied with SEBI (LODR) Regulation 50 i.e. Intimation to stock exchange(s)	44		YES
bearing on performance/operation of listed entity and/or price sensitive information to Exchanges and Debenture Trustee, if any pursuant to Regulation 51 read with Part B of Schedule III of SEBI (LODR) Regulations Whether company has complied with SEBI (LODR) Regulation 50 i.e. Intimation to stock exchange(s)	45	 held meetings in compliance with the provisions, as applicable: Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee Risk Management Committee 	
i.e. Intimation to stock exchange(s)	46	bearing on performance/operation of listed entity and/or price sensitive information to Exchanges and Debenture Trustee, if any pursuant to Regulation 51 read with Part B of Schedule III of SEBI (LODR) Regulations	
48 Whether the Company has submitted a compliance certificate to VES	47	, , , , , , , , , , , , , , , , , , , ,	YES
46 Whether the company has submitted a compliance certificate to 1ES	48	Whether the Company has submitted a compliance certificate to	YES

	the Exchange(s), duly singed by both Compliance Officer of the	
	listed entity and the authorized representative of the transfer	
	agent (RTA) Whether the Company and its directors are / were involved in any	NO
	civil or criminal proceedings, litigation connected with the	NO
49	securities market, or any order has / had been passed against them	
	for violation of any laws.	
50	Whether any NCLT proceedings has been initiated against the	NO
	company, if yes, provide details.	NA No defende
51	In case of default in payment of Interest/principal, whether the company has made disclosures to the Credit Rating Agencies in	NA, No default
31	timely manner.	
	Please confirm if disclosure is made to stock exchanges in case of	NA, No default
	default in payment of interest / instalment obligations on loans,	
	including revolving facilities like cash credit, from banks / financial	
52	institutions, whether the company has made disclosure to the	
	Stock exchange. (Refer SEBI circular No.	
	SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019).	
	Please provide a copy of disclosure made, if any	
	Confirm if there is any breach in providing information to the	Confirmed
	Debenture Trustee(s) regarding the status of payment or otherwise	
	to the Stock Exchanges and Depositories.	
53		
	(Pursuant to chapter XI of SEBI Master Circular dated May 16,	
	2024)	
	If the REF is maintained in the form of BankGuarantee then the	NA
	Company needs to ensure that it remains valid for a period of 6	
54	monthspost the maturity date of the listed debt security and the	
	issuer has kept the bankguarantee in force and renewed the Bank	
	Guarantee at least 7 working days before itsexpiry. Whether the Security cover Percentage as specified in the Term	Security Cover
	Sheet/PAS4/Information Memorandum/ is maintained.	Certificate as per
55		revised format is under
		process and will be
		provided separately.
56	Details of Corporate Debt Restructuring (if any);	NA
	Details of lenders/creditors joining or entering into Inter Creditor	NA
57	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	
	Details of Fraud/defaults by promoter or key managerial personnel	NA
58	or by Issuer Company or arrest of key managerial personnel or	
	promoter;	
59	Details of one-time settlement with any bank (if any);	NA
60	Details of Reference to Insolvency or a petition (if any) filed by any	NA
	creditor Whether the company has forwarded the documents and	YES
61	intimation to the debenture trustee promptly pursuant to	ILD
	Regulation 56 of SEBI (LODR) Regulations, 2015	

62	Details of unclaimed interest/dividend/redemption amount in the escrow account	NIL
63	Details of penalty levied (if any) by the stock exchanges pursuant to SEBI circulars dated November 13, 2020 or July 29, 2022.	Yes, penalty under Regulation 52 of SEBI(LODR) Regulations, 2015 for non- submission of financial results for the F.Y. 2023-24 & under Regulation 6(1) for Non- appointment of Compliance officer has been levied.
64	Whether all material events and/or information as disclosed under regulation 51 of SEBI LODR Regulations have been informed to the Debenture trustee immediately in so far as it relates to the interest, principal, issue and terms of non-convertible debt securities, rating, creation of charge on the assets, notices, resolutions, and meetings of holders of non-convertible debt securities.	Yes
65	Whether Structured Digital Database ("SDD") is maintained by the company. (Pursuant to Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.	YES
66	Whether the company has submitted a quarterly SDD compliance certificate certified either by compliance officer or practicing company secretary to the stock exchanges.	Not Applicable on quarterly basis.
67	A copy of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilization of funds during the implementation period of the project for which the funds have been raised: Provided that in the case of debentures or preference shares issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilized or the purpose for which these funds were intended has been achieved	Yes
68	Whether issuer has obtained and reported Legal Entity Identifier ("LEI") code in corporate bond database system pursuant to SEBI circular dated May 03, 2023. a) Issuer proposing to issue and list NCDs- on or after September 01, 2023 b) Issuer having outstanding NCDs as on August 31, 2023- on or before September 01, 2023	Yes
69	Confirm if registration with Financial Intelligence Unit (FIU) is applicable. If yes, please confirm if the registration with FIU is completed.	Not Applicable
70	Confirm if clause relating to appointment of Nominee Director is inserted in Articles of Association and Debenture Trust Deed pursuant to amendment in NCS Regulation dated February 02, 2023.	Yes
71	Confirm if the issuer has assigned the DT to each of the listed ISINs are made available in the listing center on exchanges.	Yes

Please enclose the below:

MANDATORY ANNEXURES

IVIAIN	DATORY ANNEXURES	
1	Updated list of names, addresses contact details and email idof debenture holders $\underline{Enclosed\ as}$ Annexure -1	
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances. $\underline{Enclosed\ in\ Annexure\ -4}$	
	Companies Statutory Auditors Certificate certifying the following, for March and September:	
	 a. Annual basis -End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor (Refer Regulation 15 (1A) (c) of SEBI (Debenture Trustees) Regulations, 1993)NA 	
	b. Half yearly basis- Certificate regarding maintenance of hundred percent Security cover or higher Security cover as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, including compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results. (Refer Regulation 15(t)(ii)(a) of SEBI (Debenture Trustees) Regulations, 1993 and Regulation 56(1)(d) of SEBI (LODR), Regulations, 2015), Applicable to secured listed debts. -NA	
3	Quarterly Basis-	
	a. Security Cover certified by the Statutory Auditor for the quarter endedJune30, 2024 (Mandatory for Secured issuance) - <u>Security Cover Certificate as per revised format is under process and will be provided separately as per applicability.</u>	
	 a. Financial Covenant Confirmation from Statutory Auditor for the quarter ended June30, 2024 (Covenants for Secured and Unsecured issuance) Note: Refer Annexure VIA of SEBI Master circular dated May16, 2024 for list of covenants 	
	b. Audited / unaudited financials (along with LRR) of the Issuer company whichever applicable <u>Financial Statements for the Quarter ended on 30th June2024 was held on 09th August, 2024</u>	
	 A statement of value of pledged securities. (Refer SEBI Master Circular dated May 16, 2024)-<u>NA</u> 	
	c. A statement of value for the Debt Service Reserve Account or any other form of security offered. (Refer SEBI Master Circular dated May16, 2024)- <u>Enclosed as Annexure-2</u>	
4	Insurance Policy of the security charged in favour of DT. In case Insurance Policy has expired, please provide Renewed Insurance Policies& Endorsed in favour of the debenture Trustee <u>NA</u>	
5	Report of the Lead Bank regarding (Applicable for public issue) (Refer Regulation 15(1A) of DT Regulations, 1993)- <u>NA</u>	
	a. progress of the Project	
	b. report on monitoring of utilization of funds raised for the issue, as applicable	
6	Copy of all notices, resolutions and circulars relating to new issue of non-convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media	

	(Refer Regulation 56 of SEBI (LODR) Regulations, 2015)- Already provided from time to time		
7	Letter issued by Credit Rating agency for revised credit ratingduring the quarter Latest Credit		
	Rating enclosed as Annexure-5		
8	Half yearly Basis-Net worth certificate of guarantor (secured by way of personal guarantee), as		
	applicable.(Refer SEBI Master Circular dated May16, 2024)-NA		
9	Annual Basis - Financials/value of guarantor prepared on basis of audited financial statement etc.		
	of the guarantor (secured by way of corporate guarantee), as applicable. (Refer SEBI Master		
	Circular dated May 16, 2024)- NA		
10	Annual Basis-Valuation report (Registered Valuer) and title search report for the		
	immovable/movable assets, as applicable. (Refer SEBI Master Circular dated May16, 2024)- NA		

Contact Details:

- a) Name of Authorized Signatory- PRITI ARORA
- b) Email Address- companysecretary@uppcl.org
- c) Contact Numbers- +91-7260895871
- 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

India Ratings & Research- A fitch Group Company 601-609, Prakashdeep Building 7, Tolstoy Marg New Delhi,110001 India Bijoy.thomas@indiaratings.co.in

For U. P. Power Corporation Limited

Name: PRITI ARORA

Designation: COMPANY SECRETARY& COMPLIANCE OFFICER

Date: August 13, 2024

Name of Issuer Company : <u>U.P. POWER CORPORATION LIMITED</u>

<u>CIN</u> : <u>U32201UP1999SGC02492</u>

1.	Description of the Debenture –	UPPCL State Government Serviced Bond
	Tranche/Series /Issue (Secured /	Series- I/2022
	Unsecured PCD / FCD/NCD)	INICE 40007260 INICE 40007276
2.	List of ISIN for which this QCR is provided	INE540P07368; INE540P07376;
		INE540P07384; INE540P07392; INE540P07400; INE540P07418;
		INE540P07400, INE540P07418, INE540P07426; INE540P07434.
3.	Type of Issue (Private / Public / Rights)	Private Placement
4.	Issue Amount and amount raised till date	Issue 2000 Crore (along with green shoe
		option of Rs. 6000 crore), Raised – 3951.20
		Crore in 1st Tranche
5.	Listed/Unlisted (If listed, the Exchange	Listed at BSE
	where listed)	
6.	Date of Listing of NCDs (please provide	30-03-2022
	confirmation and supporting documents	(Document already enclosed in QCR of June
	from BSE/NSE)	30,2022)
7.	Coupon Rate (Revised rate if any)	9.70%
8.	Tenor of Issue	10 years
9.	Date of Board Meeting approving	The Board Meeting to approve financial
	Quarterly Financial Statements for the	statements for quarter ended 30 th June,
	quarter ended June 30, 2024.	2024 was held on 09 th August, 2024.
10.	Date of Allotment of Debentures	30-03-2022
11.	Date of Issue of Debenture Certificate	30-03-2022
4.2	(Physical) or Credit to Demat A/c	D 2054 20
12.	Outstanding amount as on June 30, 2024.	Rs. 3951.20 crore
13.	Previous Interest Payment Date and	29-Mar-24 Amount Rs. 95.29 crore
14.	Amount paid Next Interest Payment Date and Amount	01-07-2024
14.	Next interest rayment Date and Amount	Amount- 98.43 crore
15.	Previous Repayment Date and Amount	Nil
15.	paid	
16.	Next Repayment Date and Amount	01-07-2024
		Amount Rs. 123.47 crore
17.	Whether there has been any delay /	NO
	default in payment of interest and/or	
	principal amount? If yes, the due dates	
	thereof & date of payment	

18.	Whether Recovery Expense Fund has been created and the amount as may be required to be deposited is deposited? (Amount to be deposited – 0.01% of Issue Size with maximum cap of Rs. 25 Lakhs)	Yes, Amount of Rs.25.00 Lakhs has been deposited at BSE
19.	Credit Rating at the time of issue	A+ (CE)/Stable by CRISIL Ratings A+ (CE)/Stable by India Ratings
20.	Present Credit Rating and date of change of credit rating. In case of revision, please attach letter from Credit Rating Agency indicating revision in rating	As enclosed in Annexure - 5
21.	 a) No. of debenture holders on the date of Allotment b) No. of debenture holders as on June 30, 2024, please provide details of NCD Holders viz. Names, Holding, Mailing Address, Contact Nos. (Benpos) 	7901 List Enclosed Annexure – 1
22.	Brief details of the security created till date for the Debentures including third party securities	Details to be provided in Search Report as enclosed in – Annexure 3
23.	Pending Security if any. Date by such security is / was to be created	Details to be provided in Search Report as enclosed in – Annexure 3
24.	Whether the Secured Assets are insured? If yes, attach the copies thereof	No
25.	Confirmation/statement that the assets of the Company are sufficient to discharge the claim of the debenture holders as and when they become due. (Applicable for secured as well as unsecured debentures)	Security Cover Certificate as per revised format is under process and will be provided separately.
26.	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	YES
27.	Disclosure of defaults on payment of interest/ repayment of principal amount in full on the due date on loans from banks / financial institutions and unlisted debt securities, if any during the quarter. If yes, kindly mention details thereof.	NIL
28.	Whether any material change has taken place in the nature and the conduct of	No

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	the business of the Issuer which is	
	detrimental to the interest of debenture	
	holders. If yes, please give details	
29.	Whether any orders, directions, notice of	NO
	court/ tribunal / authority affecting or	
	likely to affect the debenture holders has	
	been passed. If yes, please give details	
30.	Whether any major change in the	NO
	composition of the Board of directors or	
	shareholders as defined in the Take Over	
	Regulations which amounts to change in	
	control of Issuer Company has occurred.	
	If yes, please give details	
31.	Whether Debenture Redemption Reserve	No, as we are maintaining debenture service
31.	·	_
	(DRR) as per SEBI Guidelines and	reserve account and bond servicing account
	Companies Act has been maintained and	as per terms of IM and agreement with
	its amount.	trustee.
	If No , please give reasons for the same.	
32.	Details of encumbrances created over the	Details to be provided in Search Report as
	Secured Assets charged for the issue	enclosed in – Annexure 3
33.	Whether Register of Debenture Holders	Yes,
	has been maintained with their addresses	Register of debenture holders is being
	and whether the transfers and changes in	maintained by RTAs appointed by UPPCL.
	ownership have been recorded. If no,	
	please give reasons	
34.	In case of Partially / Fully Convertible	NA
	Debentures, whether the debentures	
	have been converted into equity in	
	accordance with the terms of issue? If no,	
	please give reasons.	
35.	Whether the provisions of the following	YES
	laws applicable to debentures have been	
	complied with:	
	a) Companies Act (For all Issuers)	
	b) SEBI Listing Regulations (For Listed	
	Issues)	
	c) SEBI (Issue & Listing of Non-	
	Convertible Securities) Regulations,	
	2021	
	d) Any Other, as may be applicable	
36.	Whether any dividend has been declared	NO
50.	•	INO
	during this quarter. If yes, details thereof	
37.	Whether all the covenants (Financial	YES
	Covenants & Other Covenants), terms &	
	conditions of the transaction and security	
	documents are complied with? If no, pls	
	give details and reasons for non-	
	compliance	
	compliance	

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	38.	Whether DSRA (Debenture Service Reserve Account) is maintained as per the	Yes, Amount-equal to 2 quarter servicing Liabilities
		transaction documents.	
		If Yes, amount and Bank account details.	ICICI BANK
		If No, its reason thereof	A/C NO. 628105501315
		(For Debentures wherein DSRA is not	
		required to be maintained as per	In respect of DSRA creation, Bank Certificate
		transaction documents, kindly mention NA)	for June 30, 2024 is enclosed- Annexure - 2
	39.	Investor grievances received for quarter ended June 30, 2024, resolved during the	Details to be Enclosed in – Annexure - 4
		quarter and grievances unresolved with	
		reasons thereof.	
		(Details to be separately provided in	
		annexure as enclosed)	
	40.	Contact Details:	
		a) Name of Authorised Signatory	Priti Arora
		b) Email Address	companysecretary@uppcl.org
		c) Contact Numbers	+91-7260895871
		d) Name & Address of R&T Agent	Beetal Financial & Computer Services Pvt Ltd.
			Beetal House, 3rd Floor 99 Madagir,
			New Delhi 110062
			beetalrta@gmail.com

For U. P. POWER CORPORATION LIMITED

Name: Priti Arora

Designation: Company Secretary & Compliance Officer

Date: August 13, 2024

U.P. POWER CORPORATION LIMITED U32201UP1999SGC024928 Name of Issuer Company : CIN :

1.	Description of the Debenture – Tranche/Series /Issue (Secured /	UPPCL State Government Serviced Bond Series- II/2022
	Unsecured PCD / FCD/NCD)	Series- III 2022
2.	List of ISIN for which this QCR is	INE540P07442; INE540P07483;
	provided	INE540P07459; INE540P07491;
		INE540P07467; INE540P07509;
		INE540P07475; INE540P07517.
3.	Type of Issue (Private / Public / Rights)	Private Placement
4.	Issue Amount and amount raised till	Issue 2000 Crore (along with green shoe
	date	option of Rs. 6000 crore), Raised –
		3488.00 Crore in 2nd Tranche
5.	Listed/Unlisted (If listed, the Exchange	Listed at BSE
	where listed)	
6.	Date of Listing of NCDs (please provide	07-10-2022
	confirmation and supporting documents	(Document already enclosed in QCR of
	from BSE/NSE)	December 31,2022)
7.	Coupon Rate (Revised rate if any)	9.95%
8.	Tenor of Issue	10 years
9.	Date of Board Meeting approving	The Board Meeting to approve financial
	Quarterly Financial Statements for the	statements for quarter ended 30 th June,
	quarter ended June 30, 2024.	2024 was held on 09 th August, 2024.
10.	Date of Allotment of Debentures	07-10-2022
11.	Date of Issue of Debenture Certificate	07-10-2022
	(Physical) or Credit to Demat A/c	
12.	Outstanding amount as on June 30,	Rs. 3488.00 crores
	2024.	
13.	Previous Interest Payment Date and	29-Mar-24
	Amount paid	Amount Rs. 86.29 crore
14.	Next Interest Payment Date and Amount	01-07-2024
		Amount Rs. 89.13 crore
15.	Previous Repayment Date and Amount	Nil
	paid	
16.	Next Repayment Date and Amount	01-07-2024
		Amount Rs. 109 crores
17.	Whether there has been any delay /	No
	default in payment of interest and/or	
	principal amount? If yes, the due dates	
	thereof & date of payment	

18.	Whether Recovery Expense Fund has been created and the amount as may be	Yes, Amount of Rs.25.00 Lakhs has been deposited at BSE
	required to be deposited is deposited?	
	(Amount to be deposited – 0.01% of Issue Size with maximum cap of Rs. 25	
	Lakhs)	
19.	Credit Rating at the time of issue	CRISIL RATINGS - A+ (CE) /Stable
		INDIA RATINGS - A+ (CE) /Stable
20.	Present Credit Rating and date of change	As enclosed in Annexure - 5
	of credit rating. In case of revision,	
	please attach letter from Credit Rating	
	Agency indicating revision in rating	
21.	a) No. of debenture holders on the date	36
	of Allotment	
	b) No. of debenture holders as on June	
	30, 2024, please provide details of	7620
	NCD Holders viz. Names, Holding,	T' (F 1 1A
	Mailing Address, Contact Nos.	List Enclosed Annexure – 1
	(Benpos)	
22.	Brief details of the security created till	Details to be provided in Search Report as
	date for the Debentures including third	enclosed in – Annexure – 3
	party securities	
23.	Pending Security if any. Date by such	Details to be provided in Search Report as
2.4	security is / was to be created	enclosed in – Annexure – 3
24.	Whether the Secured Assets are insured?	No
25.	If yes, attach the copies thereof Confirmation/statement that the assets of	Security Cover Certificate as per revised
23.	the Company are sufficient to discharge	format is under process and will be
	the claim of the debenture holders as	provided separately.
	and when they become due. (Applicable	provided separatery.
	for secured as well as unsecured	
	debentures)	
26.	Whether all taxes, cesses, insurance	YES
	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	
27.	Disclosure of defaults on payment of	NIL
	interest/ repayment of principal amount	
	in full on the due date on loans from	
	banks / financial institutions and	
	unlisted debt securities, if any during the	
	quarter. If yes, kindly mention details thereof.	
28.		NO
۷٥.	Whether any material change has taken place in the nature and the conduct of	
	the business of the Issuer which is	
	detrimental to the interest of debenture	
	dominantal to the interest of depending	

	holders. If yes, please give details	
29.	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the debenture holders has been passed. If yes, please give details	NO
30.	Whether any major change in the composition of the Board of directors or shareholders as defined in the Take Over Regulations which amounts to change in control of Issuer Company has occurred. If yes, please give details	NO
31.	Whether Debenture Redemption Reserve (DRR) as per SEBI Guidelines and Companies Act has been maintained and its amount. If No , please give reasons for the same.	No, as we are maintaining debenture service reserve account and bond servicing account as per terms of IM and agreement with trustee.
32.	Details of encumbrances created over the Secured Assets charged for the issue	Details to be provided in Search Report as enclosed in – Annexure 3
33.	Whether 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.
34.	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
35.	Whether the provisions of the following laws applicable to debentures have been complied with: a) Companies Act (For all Issuers) b) SEBI Listing Regulations (For Listed Issues) c) SEBI (Issue & Listing of Non-Convertible Securities) Regulations, 2021 d) Any Other, as may be applicable	YES
36.	Whether any dividend has been declared during this quarter. If yes, details thereof	NO
37.	Whether all the covenants (Financial Covenants & Other Covenants), terms & conditions of the transaction and security documents are complied with? If no, pls give details and reasons for non-compliance	YES
38.	Whether DSRA (Debenture Service Reserve Account) is maintained as per	Yes, Amount-equal to 2 quarter servicing Liabilities

	the transaction documents. If Yes, amount and Bank account	ICICI BANK
	details.	A/C NO. 628105501318
	If No, its reason thereof	In respect of DSRA creation, Bank
	(For Debentures wherein DSRA is not	± '
	required to be maintained as per	Annexure – 2
	transaction documents, kindly mention	
	NA)	
39.	Investor grievances received for quarter	Enclosed in – Annexure - 4
	ended June 30, 2024, resolved during	
	the quarter and grievances unresolved	
	with reasons thereof.	
	(Details to be separately provided in	
	annexure as enclosed)	
40.	Contact Details:	
	a) Name of Authorised Signatory	Priti Arora
	b) Email Address	companysecretary@uppcl.org
	c) Contact Numbers	+91-7260895871
	d) Name & Address of R&T Agent	Beetal Financial & Computer Services Pvt
	_	Ltd.
		Beetal House, 3rd Floor 99 Madagir,
		New Delhi 110062
		beetalrta@gmail.com

For U. P. POWER CORPORATION LIMITED

Name: Priti Arora

Designation: Company Secretary & Compliance Officer Date: August 13, 2024

Name of Issuer Company : <u>U.P. POWER CORPORATION LIMITED</u>

<u>CIN</u> : <u>U32201UP1999SGC024928</u>

-		
1.	Description of the Debenture –	UPPCL Bond series II/2017-18
	Tranche/Series /Issue (Secured /	NCD Secured
	Unsecured PCD / FCD/NCD)	
2.	List of ISIN for which this QCR is provided	INE540P07327 INE540P07335;
		INE540P07343 INE540P07350
3.	Type of Issue (Private / Public / Rights)	Private Placement
4.	Issue Amount and amount raised till date	Issue 3009.00 Crore (with green shoe
		option), Raised – 5491.00 Crore.
5.	Listed/Unlisted (If listed, the Exchange	Listed at BSE
	where listed)	
6.	Date of Listing of NCDs (please provide	09-04-2018
	confirmation and supporting documents	(Document already enclosed in QCR of June
	from BSE/NSE)	30,2022)
7.	Coupon Rate (Revised rate if any)	10.15%
8.	Tenor of Issue	10 years
9.	Date of Board Meeting approving	The Board Meeting to approve financial
	Quarterly Financial Statements for the	statements for quarter ended 30 th June,
	quarter ended June 30, 2024.	2024 was held on 09 th August, 2024.
10.	Date of Allotment of Debentures	27-03-2018
11.	Date of Issue of Debenture Certificate	27-03-2018
	(Physical) or Credit to Demat A/c	
12.	Outstanding amount as on June 30, 2024.	Rs. 2422.50 crore
13.	Previous Interest Payment Date and	19-04-2024
	Amount paid	Amount Rs. 65.21 crore
14.	Next Interest Payment Date and Amount	19-07-2024
		Amount Rs. 61.14 crore
15.	Previous Repayment Date and Amount	19-04-2024
	paid	Amount Rs. 161.50 crore
16.	Next Repayment Date and Amount	19-07-2024
		Amount Rs. 161.50 crore
17.	Whether there has been any delay /	No
	default in payment of interest and/or	
	principal amount? If yes, the due dates	
	thereof & date of payment	

18.	Whether Recovery Expense Fund has been created and the amount as may be required to be deposited is deposited? (Amount to be deposited – 0.01% of Issue Size with maximum cap of Rs. 25 Lakhs)	Yes, Amount of Rs.25.00 Lakhs has been deposited at BSE.
19.	Credit Rating at the time of issue	A+ (SO)/stable by CRISIL Ratings A+ (SO)/stable by India Ratings AA-(SO) by Brick work Ratings
20.	Present Credit Rating and date of change of credit rating. In case of revision, please attach letter from Credit Rating Agency indicating revision in rating	As enclosed in Annexure - 5
21.	 a) No. of debenture holders on the date of Allotment b) No. of debenture holders as on June 30, 2024, please provide details of NCD Holders viz. Names, Holding, Mailing Address, Contact Nos. (Benpos) 	11 7772 List Enclosed Annexure – 1
22.	Brief details of the security created till date for the Debentures including third party securities	Details to be provided in Search Report as enclosed in – Annexure 3
23.	Pending Security if any. Date by such security is / was to be created	Details to be provided in Search Report as enclosed in – Annexure 3
24.	Whether the Secured Assets are insured? If yes, attach the copies thereof	No
25.	Confirmation/statement that the assets of the Company are sufficient to discharge the claim of the debenture holders as and when they become due. (Applicable for secured as well as unsecured debentures)	Security Cover Certificate as per revised format is under process and will be provided separately.
26.	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	YES
27.	Disclosure of defaults on payment of interest/ repayment of principal amount in full on the due date on loans from banks / financial institutions and unlisted debt securities, if any during the quarter. If yes, kindly mention details thereof.	Nil
28.	Whether any material change has taken place in the nature and the conduct of the business of the Issuer which is	No

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	detrimental to the interest of debenture	
	holders. If yes, please give details	
29.	Whether any orders, directions, notice of	NO
	court/ tribunal / authority affecting or	
	likely to affect the debenture holders has	
	been passed. If yes, please give details	
30.	Whether any major change in the	NO
	composition of the Board of directors or	
	shareholders as defined in the Take Over	
	Regulations which amounts to change in	
	control of Issuer Company has occurred.	
	If yes, please give details	
31.	Whether Debenture Redemption Reserve	No, as we are maintaining debenture service
	(DRR) as per SEBI Guidelines and	reserve account and bond servicing account
	Companies Act has been maintained and	as per terms of IM and agreement with
	its amount.	trustee.
	If No , please give reasons for the same.	
32.	Details of encumbrances created over the	Details to be provided in Search Report as
	Secured Assets charged for the issue	enclosed in – Annexure 3
33.	Whether Register of Debenture Holders	Yes,
	has been maintained with their addresses	Register of debenture holders is being
	and whether the transfers and changes in	maintained by RTAs appointed by UPPCL.
	ownership have been recorded. If no,	
	please give reasons	
34.	In case of Partially / Fully Convertible	NA
	Debentures, whether the debentures	
	have been converted into equity in	
	accordance with the terms of issue? If no,	
	please give reasons.	
35.	Whether the provisions of the following	YES
	laws applicable to debentures have been	
	complied with:	
	a) Companies Act (For all Issuers)	
	b) SEBI Listing Regulations (For Listed	
	Issues)	
	c) SEBI (Issue & Listing of Non-	
	Convertible Securities) Regulations,	
	2021	
	d) Any Other, as may be applicable	
36.	Whether any dividend has been declared	NO
	during this quarter. If yes, details thereof	
37.	Whether all the covenants (Financial	YES
	Covenants & Other Covenants), terms &	
	conditions of the transaction and security	
	documents are complied with? If no, pls	
	give details and reasons for non-	
	compliance	
1		L

38.	Whether DSRA (Debenture Service Reserve Account) is maintained as per the transaction documents. If Yes, amount and Bank account details. If No, its reason thereof (For Debentures wherein DSRA is not required to be maintained as per	Yes, Amount-equal to 2 quarter servicing Liabilities ICICI BANK A/C NO. 628105501283 In respect of DSRA creation, Bank Certificate for June 30, 2024
	transaction documents, kindly mention NA)	is enclosed- Annexure -2
39.	Investor grievances received for quarter ended June 30, 2024, resolved during the quarter and grievances unresolved with reasons thereof. (Details to be separately provided in annexure as enclosed)	Enclosed in – Annexure – 4
40.	Contact Details: a) Name of Authorised Signatory b) Email Address c) Contact Numbers d) Name & Address of R&T Agent	PRITI ARORA companysecretary@uppcl.org +91-7260895871 Beetal Financial & Computer Services Pvt Ltd. Beetal House, 3rd Floor 99 Madagir, New Delhi 110062 beetalrta@gmail.com

For U. P. Power Corporation Limited,

Name: PRITI ARORA

Designation: COMPANY SECRETARY & COMPLIANCE OFFICER

Date: August 13, 2024

Name of Issuer Company : <u>U.P. POWER CORPORATION LIMITED</u>

<u>CIN</u> : <u>U32201UP1999SGC024928</u>

Crore. 5. Listed/Unlisted (If listed, the Exchange where listed) 6. Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE) 7. Coupon Rate (Revised rate if any) 8. Tenor of Issue 9. Date of Board Meeting approving The Board Meeting to approve finance			
Unsecured PCD / FCD/NCD) 2. List of ISIN for which this QCR is provided	1.	Description of the Debenture –	UPPCL Bond series I/2017-18
2. List of ISIN for which this QCR is provided 2. State of ISIN for which this QCR is provided 3. Type of Issue (Private / Public / Rights) 4. Issue Amount and amount raised till date 4. Issue Amount and amount raised till date 5. Listed/Unlisted (If listed, the Exchange where listed) 6. Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE) 7. Coupon Rate (Revised rate if any) 9. Date of Board Meeting approving Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. Rs. 1852.20 crore 13. Previous Interest Payment Date and Amount Rs. 48.10 crore 14. Next Interest Payment Date and Amount Rs. 44.90 crore		Tranche/Series /Issue (Secured /	NCD Secured
INE540P07251; INE540P07269		Unsecured PCD / FCD/NCD)	
3. Type of Issue (Private / Public / Rights) 4. Issue Amount and amount raised till date Lissue Amount and amount raised till date Lissue 4498.20 Crore and Raised — 4498 Crore. 5. Listed/Unlisted (If listed, the Exchange where listed) 6. Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE) 7. Coupon Rate (Revised rate if any) 8. Tenor of Issue 9. Date of Board Meeting approving Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 10. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. 13. Previous Interest Payment Date and Amount Paid Next Interest Payment Date and Amount Rs. 44.90 crore	2.	List of ISIN for which this QCR is provided	INE540P07236; INE540P07244;
4. Issue Amount and amount raised till date Crore. 5. Listed/Unlisted (If listed, the Exchange where listed) 6. Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE) 7. Coupon Rate (Revised rate if any) 8. Tenor of Issue 9. Date of Board Meeting approving Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 10. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. Rs. 1852.20 crore 13. Previous Interest Payment Date and Amount Rs. 48.10 crore 14. Next Interest Payment Date and Amount Rs. 44.90 crore			INE540P07251; INE540P07269
Crore. 5. Listed/Unlisted (If listed, the Exchange where listed) 6. Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE) 7. Coupon Rate (Revised rate if any) 8. Tenor of Issue 9. Date of Board Meeting approving Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. 13. Previous Interest Payment Date and Amount Paid Next Interest Payment Date and Amount Rs. 48.10 crore 14. Next Interest Payment Date and Amount Rs. 44.90 crore	3.	Type of Issue (Private / Public / Rights)	Private Placement
where listed) 6. Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE) 7. Coupon Rate (Revised rate if any) 8. Tenor of Issue 9. Date of Board Meeting approving Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. 13. Previous Interest Payment Date and Amount Paid Next Interest Payment Date and Amount Rs. 44.90 crore	4.	Issue Amount and amount raised till date	Issue 4498.20 Crore and Raised – 4498.20 Crore.
confirmation and supporting documents from BSE/NSE) 7. Coupon Rate (Revised rate if any) 8. Tenor of Issue 9. Date of Board Meeting approving Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. 13. Previous Interest Payment Date and Amount Rs. 48.10 crore 14. Next Interest Payment Date and Amount Rs. 44.90 crore	5.		Listed at BSE
from BSE/NSE) 7. Coupon Rate (Revised rate if any) 8. Tenor of Issue 9. Date of Board Meeting approving Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. 13. Previous Interest Payment Date and Amount Paid 14. Next Interest Payment Date and Amount Rs. 48.10 crore	6.	Date of Listing of NCDs (please provide	14-12-2017
7. Coupon Rate (Revised rate if any) 8. Tenor of Issue 9. Date of Board Meeting approving Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. 13. Previous Interest Payment Date and Amount Rs. 48.10 crore 14. Next Interest Payment Date and Amount Rs. 44.90 crore		confirmation and supporting documents	(Document already enclosed in QCR of June
8. Tenor of Issue 9. Date of Board Meeting approving Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. 13. Previous Interest Payment Date and Amount Paid 14. Next Interest Payment Date and Amount 19-07-2024 Amount Rs. 44.90 crore		from BSE/NSE)	30,2022)
9. Date of Board Meeting approving Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. 13. Previous Interest Payment Date and Amount Paid 14. Next Interest Payment Date and Amount Rs. 48.10 crore 14. Next Interest Payment Date and Amount Rs. 44.90 crore	7.	Coupon Rate (Revised rate if any)	9.75%
Quarterly Financial Statements for the quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. 13. Previous Interest Payment Date and Amount paid 14. Next Interest Payment Date and Amount 19-07-2024 Amount Rs. 44.90 crore	8.	Tenor of Issue	10 years
quarter ended June 30, 2024. 10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. Rs. 1852.20 crore 13. Previous Interest Payment Date and Amount Paid 14. Next Interest Payment Date and Amount 19-07-2024 Amount Rs. 48.10 crore	9.		The Board Meeting to approve financial
10. Date of Allotm ent of Debentures 11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. Rs. 1852.20 crore 13. Previous Interest Payment Date and Amount paid 14. Next Interest Payment Date and Amount 19-07-2024 Amount Rs. 44.90 crore			statements for quarter ended 30 th June,
11. Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. Rs. 1852.20 crore 13. Previous Interest Payment Date and Amount Rs. 48.10 crore 14. Next Interest Payment Date and Amount 19-07-2024 Amount Rs. 44.90 crore		quarter ended June 30, 2024.	2024 was held on 09 th August, 2024.
(Physical) or Credit to Demat A/c 12. Outstanding amount as on June 30, 2024. Rs. 1852.20 crore 13. Previous Interest Payment Date and Amount Rs. 48.10 crore 14. Next Interest Payment Date and Amount 19-07-2024 Amount Rs. 44.90 crore	10.	Date of Allotm ent of Debentures	05.12.2017
13. Previous Interest Payment Date and Amount Rs. 48.10 crore 14. Next Interest Payment Date and Amount 19-07-2024 Amount Rs. 44.90 crore	11.		05.12.2017
Amount paid Amount Rs. 48.10 crore 14. Next Interest Payment Date and Amount 19-07-2024 Amount Rs. 44.90 crore	12.	Outstanding amount as on June 30, 2024.	Rs. 1852.20 crore
14. Next Interest Payment Date and Amount 19-07-2024 Amount Rs. 44.90 crore	13.	Previous Interest Payment Date and	19-04-2024
Amount Rs. 44.90 crore		Amount paid	Amount Rs. 48.10 crore
	14.	Next Interest Payment Date and Amount	19-07-2024
15. Previous Repayment Date and Amount 19-04-2024			Amount Rs. 44.90 crore
	15.	Previous Repayment Date and Amount	19-04-2024
paid Amount Rs. 132.30 crore		paid	Amount Rs. 132.30 crore
16. Next Repayment Date and Amount 19-07-2024	16.	Next Repayment Date and Amount	19-07-2024
Amount Rs. 132.30 crore			Amount Rs. 132.30 crore
17. Whether there has been any delay / No	17.		No
default in payment of interest and/or		1	
principal amount? If yes, the due dates			
thereof & date of payment			
	18.	, .	Yes, Amount of Rs.25.00 Lakhs has been
been created and the amount as may be deposited at BSE.		•	deposited at BSE.
required to be deposited is deposited?		· · · · · · · · · · · · · · · · · · ·	
(Amount to be deposited – 0.01% of Issue		-	
Size with maximum cap of Rs. 25 Lakhs)		Size with maximum cap of Rs. 25 Lakhs)	

10	Condit Dation at the stine of town	A . (CE) (C+-1-1-
19.	Credit Rating at the time of issue	A+ (CE)/Stable
		by CRISIL Ratings
		A+ (CE)/Stable
		by India Ratings
20.	Present Credit Rating and date of change	As enclosed in Annexure - 5
	of credit rating. In case of revision, please	
	attach letter from Credit Rating Agency	
	indicating revision in rating	
21.	a) No. of debenture holders on the date	
	of Allotment	9
	b) No. of debenture holders as on June	
	30, 2024, please provide details of	4497
	NCD Holders viz. Names, Holding,	
	Mailing Address, Contact Nos.	List Enclosed Annexure - 1
	(Benpos)	
22.	Brief details of the security created till	Details to be provided in Search Report as
	date for the Debentures including third	enclosed in – Annexure 3
	party securities	
23.	Pending Security if any. Date by such	Details to be provided in Search Report as
	security is / was to be created	enclosed in – Annexure 3
24.	Whether the Secured Assets are insured?	No
	If yes, attach the copies thereof	
25.	Confirmation/statement that the assets	Security Cover Certificate as per revised
	of the Company are sufficient to	format is under process and will be provided
	discharge the claim of the debenture	separately.
	holders as and when they become due.	
	(Applicable for secured as well as	
	unsecured debentures)	
26.	Whether all taxes, cesses, insurance	YES
20.	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	
27.	Disclosure of defaults on payment of	NIL
۷1.	interest/ repayment of principal amount	INIL
	in full on the due date on loans from	
	banks / financial institutions and unlisted	
	•	
	debt securities, if any during the quarter.	
	If yes, kindly mention details thereof.	l No
28.	Whether any material change has taken	NO
	place in the nature and the conduct of	
	the business of the Issuer which is	
	detrimental to the interest of debenture	
	holders. If yes, please give details	
29.	Whether any orders, directions, notice of	NO
	court/ tribunal / authority affecting or	
	likely to affect the debenture holders has	

	hoon passed lifeas places sive details	
20	been passed. If yes, please give details	NO
30.	Whether any major change in the	NO
	composition of the Board of directors or	
	shareholders as defined in the Take Over	
	Regulations which amounts to change in	
	control of Issuer Company has occurred.	
24	If yes, please give details	
31.	Whether Debenture Redemption Reserve	No, as we are maintaining debenture service
	(DRR) as per SEBI Guidelines and	reserve account and bond servicing account as
	Companies Act has been maintained and	per terms of IM and agreement with trustee.
	its amount.	
	If No , please give reasons for the same.	
32.	Details of encumbrances created over the	Details to be provided in Search Report as
	Secured Assets charged for the issue	enclosed in – Annexure 3
33.	Whether Register of Debenture Holders	Yes,
	has been maintained with their addresses	Register of debenture holders is being
	and whether the transfers and changes in	maintained by RTAs appointed by UPPCL.
	ownership have been recorded. If no,	
	please give reasons	
34.	In case of Partially / Fully Convertible	NA
	Debentures, whether the debentures	
	have been converted into equity in	
	accordance with the terms of issue? If no,	
	please give reasons.	
35.	Whether the provisions of the following	YES
	laws applicable to debentures have been	
	complied with:	
	a) Companies Act (For all Issuers)	
	b) SEBI Listing Regulations (For Listed	
	Issues)	
	c) SEBI (Issue & Listing of Non-	
	Convertible Securities) Regulations,	
	2021	
	d) Any Other, as may be applicable	
36.	Whether any dividend has been declared	NO
	during this quarter. If yes, details thereof	
37.	Whether all the covenants (Financial	YES
37.	Covenants & Other Covenants), terms &	
	conditions of the transaction and security	
	documents are complied with? If no, pls	
	give details and reasons for non-	
	compliance	
38.	Whether DSRA (Debenture Service	Yes, Amount-equal to 2 quarter servicing
30.	•	Liabilities
	Reserve Account) is maintained as per the transaction documents.	Liabilities
		ICICI BANK
	If Yes, amount and Bank account details.	ICICI BANK
	If No, its reason thereof (For Debentures wherein DSRA is not	A/C NO. 628105501280 In respect of DSRA creation, Bank Certificate
		LIO LACDACI DI LINKA CEGGEION KANVI AFFIFICATA

	required to be maintained as per transaction documents, kindly mention NA)	for June 30, 2024 is enclosed- Annexure – 2
39.	Investor grievances received for quarter ended June 30, 2024, resolved during the quarter and grievances unresolved with reasons thereof. (Details to be separately provided in annexure as enclosed)	Enclosed in – Annexure - 4
40.	Contact Details: a) Name of Authorised Signatory b) Email Address c) Contact Numbers d) Name & Address of R&T Agent	Priti Arora companysecretary@uppcl.org +91-7260895871 Beetal Financial & Computer Services Pvt Ltd. Beetal House, 3rd Floor 99 Madagir, New Delhi 110062 beetalrta@gmail.com

For U. P. Power Corporation Limited

Name: PRITI ARORA

Designation: COMPANY SECRETARY & COMPLIANCE OFFICER

Date: August 13 , 2024

Compliance Report for the quarter ended June 30, 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 ROCwithin 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:

	Confirmation of having complied with Foreign Account Tax	NA
	Compliance Act (FATCA) as regards the investors, borrowers	
1	and other intermediaries (If Applicable - along with supporting	
	documents, registration number etc)	
2	Outstanding amount as on June 30, 2024	Rs 4032.62 crore
	Previous Interest Payment Date and Amount paid	04.01.2024
3	Trovious interest raymont bate and ramount paid	Amount Rs 209.76 crore
	Next Interest Payment Date and Amount	04.07.2024
4	Trong interest i dyment Bate and i miodit	Amount Rs 194.51 crore
	Previous Principal Repayment Date and Amount paid	04.01.2024
5	Trevious Timespur Repuyment Bute and Timesint para	Amount Rs 268.84 crore
	Next Principal Repayment Date and Amount	04.07.2024
6	Tronc I morphi recpuy mone Bute and I mount	Amount Rs 268.84 crore
	Whether there has been any delay / default in payment of	No
	interest and/or principal amount? If yes, the due dates thereof &	140
7	date of payment and confirm if the additional interest paid to the	
	debenture holders.	
	No. of debenture holders as on last day of this quarter,	122
	(please provide details of NCD Holder viz. Names, Holding,	122
8	Mailing Address, Contact Nos. (Benpos))	List England Ammanum
	Hatting Hattess, Contact Hos. (Benpos))	List Enclosed Annexure-
		1
9	Brief details of the security created till date for the Debentures	NA
	including third party securities	
10	Whether any security is pending to be created for the	NA
10	Debentures, if yes provide details of the same along with the	
	date by which such security is to be / was to be created	27.4
11	Whether the Secured Assets are insured? If yes, attach the latest	NA
	renewed copies thereof	27.4
	Whether all taxes, cesses, insurance premia, any other	NA
12	government charges with respect to Secured Assets for the issue	
	have been paid. If No, please give details and reasons for the	
	Same Whether Dehenture Redemption Reserve (DDR) or nor	NT A
	Whether Debenture Redemption Reserve (DRR) as per	NA
13	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.	
	Confirmation & Supporting of creation / maintaining DRF	N A
	before April 30 th by way of deposit / invest not less than 15% of	NA
14	the amount of debentures maturing during the quarter ending on	
14	June 30, 2024 as detailed in the clarification circular provided	
	by MCA, including mode of creation of DRF.	
	Whether any material change has taken place in the nature and	No
	the conduct of the business of the Issuer since the date of Issue	110
15	which is detrimental to the interest of debenture holders. If yes,	
	please give details.	
	Whether any orders, directions, notice of court/ tribunal /	No
16	authority affecting or likely to affect the Secured Assets has	
	been passed. If yes, please give details	
	Whether any major change in the composition of the Board of	No
	directors or shareholders as defined in SEBI (Substantial	110
17	Acquisition and Take Over) Regulations, 2011 which amounts	
-	to change in control of Issuer Company has occurred. If yes,	
	please give details	
L	I Language David and annual	L

	In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security:	NA
18	a) whether the same are reissued in the new name of Trustee i.eVistra ITCL (India) Limited and	
	b) if the PDC's are from 8 public sectors merged banks whose chequebooks would become invalid from 1st April 2021, whether new PDC's are issued.	
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
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
25	Whether any dividend has been declared during this quarter.	No
	Nature of investor grievances received for quarter ended June	Enclosed in Annexure-2
26	30th, 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)	
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 $\underline{Enclosed\ as}$ $\underline{Annexure-1}$	
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</i> -2	
3	Half yearly Basis- Security Cover certificate from a Chartered Accountant <u>NA</u>	
4	Duly audited annual accounts of the issuer company, if applicable- <u>NA</u>	
5	Quarterly audited / unaudited financials of the Issuer company— The Board Meeting to approve the financial statements for the quarter ended 30th June, 2024 was held on 09th August, 2024.	
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. $-\underline{NA}$	

Contact Details:

- a) Name of authorized Signatory-PRITI ARORA
- b) Email Address-companysecretary@uppcl.org
- c) Contact Numbers +91-7260895871
- d) Name, Address and Email id of R&T Agent-RCMC, Share Registry Private Limited, B-16, Sector-2, Noida-201301

rdua@rcmcdelhi.com

New

e) Name, Address and Email id of the Credit Rating Agency-

Brickwork Ratings India Pvt. Ltd
C-502, BusinessSquare,151, Andheri
Kurla Road,
Opposite: Apple Heritage Building,
Chakala, Andheri (East), Mumbai400093.
kn.suvarna@brickworkratings.com

India Ratings &Research – A Fitch
Group Company 601-609, Prakashdeep
Building 7, Tolstoy Marg

110001 India

Delhi,

bijoy.thomas@indiaratings.co.in

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

Name: PRITI ARORA

Designation: COMPANY SECRETARY& COMPLIANCE OFFICER

Date: August 13, 2024

Compliance Report for the quarter ended June 30, 2024

- For Unlisted Issuer

Name of Issuer Company : <u>U.P. POWER CORPORATION LIMITED</u>

Information submitted at the times of issuance/allotment:

	ation submitted at the times of issuance/anothient.	
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
	wermj (it mit)	

Information submitted on quarterly basis:

	Confirmation of having complied with Foreign Account Tax	NA
	Compliance Act (FATCA) as regards the investors, borrowers	
1	and other intermediaries (If Applicable - along with supporting	
	documents, registration number etc)	
2	Outstanding amount as on June 30, 2024	Rs. 199.67 crore
	Previous Interest Payment Date and Amount paid	29.03.2024 Amount Rs.
3	110 + 10 dis 110010 St. 1 dijinono St. 10 dino 11110 dino pulo	10.26 crore
	Next Interest Payment Date and Amount	30.09.2024
4		Amount Rs. 9.79 crore
_	Previous Principal Repayment Date and Amount paid	29.03.2024 Amount Rs.
5		12.48 crore
	Next Principal Repayment Date and Amount	30.09.2024
6		Amount Rs. 12.48 crore
	Whether there has been any delay / default in payment of	No
_	interest and/or principal amount? If yes, the due dates thereof &	
7	date of payment and confirm if the additional interest paid to the	
	debenture holders.	
	No. of debenture holders as on last day of this quarter,	3
8	(please provide details of NCD Holder viz. Names, Holding,	
	Mailing Address, Contact Nos. (Benpos))	List Enclosed Annexure-1
0	Brief details of the security created till date for the Debentures	NA
9	including third party securities	
	Whether any security is pending to be created for the	NA
10	Debentures, if yes provide details of the same along with the	
	date by which such security is to be / was to be created	
11	Whether the Secured Assets are insured? If yes, attach the latest	NA
11	renewed copies thereof	
	Whether all taxes, cesses, insurance premia, any other	NA
12	government charges with respect to Secured Assets for the issue	
12	have been paid. If No, please give details and reasons for the	
	same	
	Whether Debenture Redemption Reserve (DRR) as per	NA
13	Companies Act and rules thereunder has been maintained. If	
10	No, please give reasons for the same. Please provide details /	
	issue wise of DRR amount and date of transfer till date.	27.1
	Confirmation & Supporting of creation / maintaining DRF	NA
1.4	before April 30 th by way of deposit / invest not less than 15% of	
14	the amount of debentures maturing during the quarter ending	
	June 30, 2024 as detailed in the clarification circular provided	
	by MCA, including mode of creation of DRF	NO
	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue	INO
15	which is detrimental to the interest of debenture holders. If yes,	
	please give details	
	Whether any orders, directions, notice of court/ tribunal /	NO
16	authority affecting or likely to affect the Secured Assets has	
10	been passed. If yes, please give details	
	Whether any major change in the composition of the Board of	NO
	directors or shareholders as defined in SEBI (Substantial	
17	Acquisition and Take Over) Regulations, 2011 which amounts	
- '	to change in control of Issuer Company has occurred. If yes,	
	please give details	
18	In case the Company has provided Post Dated Cheques (PDCs)	NA

	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.	
	Whether any change in Authorized Signatory to bank accounts	No
19	and Escrow Account who had signed Postdated Cheques	
	(PDCs) as security as per transaction documents.	
20	Whether all the PDC required as per transaction documents are	NA
20	deposited with us.	
	Whether the Register of Debenture Holders has been maintained	Yes,
	with their addresses and whether the transfers and changes in	Register of debenture
21	ownership have been recorded. If no, please give reasons.	holders is being maintained
	1	by RTAs appointed by
		UPPCL.
	In case of Partially / Fully Convertible Debentures, whether the	NA
22	debentures have been converted into equity in accordance with	
	the terms of issue? If no, please give reasons.	
	Whether all the terms of issue of debentures or covenants of the	Complied
23	transaction documents are complied with? If no, provide details	
	along with reason for non-compliance	
	Whether the provisions of the following laws applicable to	Complied
	debentures have been complied with:	Compiled
24	Companies Act, 2013 and Rules made thereunder (For all	
	Issuers)	
25	Whether any dividend has been declared during this quarter.	No
23	Nature of investor grievances received for quarter ended June	Enclosed in Annexure-2
	30th, 2024 its status as on date of the submission of QCR and	Lifetosed in Afficaute-2
26	reason for the non-resolution/ delay if any (Details to be	
	separately provided in annexure as enclosed)	
	Any Buy Back of NCDs during the quarter and details of the	NA
27	same	IVA
	Whether the Company and its directors are / were involved in	No
	any civil or criminal proceedings, litigation connected with the	140
28	securities market or any order has / had been passed against	
20	them for violation of any laws. (Please attach CA Certificate in	
	the format as stated in Annexure A)	
	Whether any NCLT proceedings has been initiated against the	No
29	company, if yes, provide details.	NO
	Certificate of inspection of trust property (security provided –	NA
30	immovable) is confirmed annually by the Auditors of the	ING
30	· · · · · · · · · · · · · · · · · · ·	
	Company. Confirm if 100% asset cover or more, as specified in the OD/IM	Socurity Cover Contificate as
	and/or the DT is maintained	Security Cover Certificate as
31	and/of the D1 is maintained	per revised format is under
		process and will be provided
	Datails of Comparate Dobt Postmenturing (if and)	separately.
32	Details of Corporate Debt Restructuring (if any);	NA
	D. 11 6.1 1 / 12 11 1 1 1 1 1 1 1 1 1 1 1 1 1 1	N/A
	Details of lenders/creditors joining or entering into Inter	NA
	Creditor Agreement as per RBI guidelines, including all such	
33	information/ documents required to be submitted by the	
	Change and the DDI and an angular hards in manual of small	
	Company to the RBI on an annual basis in respect of such	
	Financial Year, as applicable	
34	· ·	NO

	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

11111	(Bill Oil III (Bill Cite)
1	Updated list of names, addresses contact details and email id of debenture holders <i>Enclosed as</i>
	<u>Annexure – 1</u>
2	Number and nature of grievances received from debenture holders and time frame within which
	the same were resolved by the Issuer Company $Enclosed$ in $Annexure - 2$
3	Half yearly Basis-
	Security Cover certificate from a Chartered AccountantNA
4	Duly audited annual accounts of the issuer company, if applicable- <u>NA</u>
5	Quarterly audited / unaudited financials of the Issuer company— The Board Meeting to approve
	the financial statements for the quarter ended 30th June, 2024 was held on 09th August, 2024.
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. – <u>NA</u>

Contact Details:

- a) Name of authorized Signatory-Priti Arora
- b) Email Address-companysecretary@uppcl.org
- c) Contact Numbers-+91-7260895871
- 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

India Ratings & Research- A fitch Group Company 601-609, Prakashdeep Building 7, Tolstoy Marg

New Delhi, 110001 India

Bijoy.thomas@indiaratings.co.in

For U. P. Power Corporation Limited

Name: PRITI ARORA

Designation: COMPANY SECRETARY& COMPLIANCE OFFICER

Date: August 13, 2024

Compliance Report for the quarter ended June 30, 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
	Unsecured PCD/FCD/NCD)	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
4	IOIN	conversion.
4	ISIN Print 1/16 Print	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	NA
	limit (please provide confirmation and supporting)	IVA
10	Date of Issue of Debenture Certificate (Physical) or Credit to	28.09.2016
	Demat A/c	26.03.2010
11	Credit Rating at the time of issue Hyperlink of the press	Unrated
	releases by the Credit rating Agency	
	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	List enclosed Annexure-1
	along with its contact details	
14	Details of Debenture holders holding more than 10% of	List enclosed as
	debentures in value for the time being outstanding	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	No fixed assets charged.
17	- immovable) is confirmed by the Auditors of the Company.	27.4
17	Valuation Report (if applicable) has been obtained from	NA
10	Government approved valuer.	NIA (III
18	ROC Search Report has been obtained	NA(Unsecured)
19	Details Regarding Registration of charges and reasons for	NA
	delay (if any)	

Information submitted on quarterly basis:

	Confirmation of having complied with Foreign Account Tax	NA
1	Compliance Act (FATCA) as regards the investors, borrowers	
1	and other intermediaries (If Applicable - along with supporting	
	documents, registration number etc.)	
2	Outstanding amount as on June 30 th , 2024	Rs. 3524.99 crore
3	Previous Interest Payment Date and Amount paid	28.03.2024Amount Rs.
3		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
	Whether there has been any delay / default in payment of	No
7	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.	60
	No. of debenture holders as on last day of this quarter,	60
8	(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))	
	Matting Address, Contact Nos. (Benpos))	List Enclosed Annexure-
		1
9	Brief details of the security created till date for the Debentures	NA
	including third party securities	27.4
10	Whether any security is pending to be created for the	NA
10	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
	Whether all taxes, cesses, insurance premia, any other	NA
	government charges with respect to Secured Assets for the issue	IVA
12	have been paid. If No, please give details and reasons for the	
	same	
	Whether Debenture Redemption Reserve (DRR) as per	NA
12	Companies Act and rules thereunder has been maintained. If	
13	No, please give reasons for the same. Please provide details /	
	issue wise of DRR amount and date of transfer till date.	
	Confirmation & supporting of creation / maintaining DRF	NA
	before April 30 th by way of deposit / invest not less than 15% of	
14	the amount of debentures maturing during the quarter ending	
	June 30, 2024 as detailed in the clarification circular provided	
	by MCA, including mode of creation of DRF	NO
	Whether any material change has taken place in the nature and	NO
15	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 Whether any orders, directions, notice of court/ tribunal /	No
16	authority affecting or likely to affect the Secured Assets has	INU
10	been passed. If yes, please give details	
	Whether any major change in the composition of the Board of	No
	directors or shareholders as defined in SEBI (Substantial	110
17	Acquisition and Take Over) Regulations, 2011 which amounts	
	to change in control of Issuer Company has occurred. If yes,	
	please give details	

	In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security:	NA
18	a) whether the same are reissued in the new name of Trustee i.eVistra ITCL (India) Limited and	
	b) if the PDC's are from 8 public sectors merged banks whose chequebooks would become invalid from 1st April 2021, whether new PDC's are issued.	
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
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
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
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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

Please enclose the below:

MANDATORY ANNEXURES

1	Updated list of names, addresses contact details and email id of debenture holders <u>Enclosed as</u>
	$\underline{Annexure-1}$
2	Number and nature of grievances received from debenture holders and time frame within which
	the same were resolved by the Issuer Company. <u>Enclosed in Annexure -2</u>
3	Half yearly Basis-
	Security Cover certificate from a Chartered Accountant. – <u>NA</u>
4	Duly audited annual accounts of the issuer company, if applicable- <u>NA</u>
5	Quarterly audited / unaudited financials of the Issuer company— The Board Meeting to approve
	the financial statements for the quarter ended 30th June, 2024 was held on 09th August, 2024.
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. $-\underline{NA}$

Contact Details:	
a)	Name of author

- a) Name of authorized Signatory-PRITI ARORA
- b) Email Address-companysecretary@uppcl.org
- c) Contact Numbers-+91-7260895871
- 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

India Ratings & Research – A Fitch Group Company 601-609, Prakashdeep Building 7, Tolstoy Marg New Delhi, 110001 India bijoy.thomas@indiaratings.co.in

For U. P. Power Corporation Limited

Name: PRITI ARORA

Designation: COMPANY SECRETARY& COMPLIANCE OFFICER

Date: August 13, 2024