

**Compliance Report for the quarter ended September 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 – 4699.98 Crore for conversion.
4	ISIN	INE540P08036
5	Original & Revised (if any) Coupon Rate	9.70%
6	Tenor of Issue	15 years
7	Date of Allotment of Debentures	28.09.2016
8	Whether RTA / Company has forwarded the details of debenture holders to the DT at the time of allotment.	YES
9	PAS-3, PAS-4, PAS-5 filed with ROC within specified time limit (please provide confirmation and supporting)	NA
10	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	28.09.2016
11	Credit Rating at the time of issue Hyperlink of the press releases by the Credit rating Agency	Unrated
	Previous Credit Rating & Date of Revision	NA
	Current Credit Rating & Date of Revision	NA
12	No. of debenture holders on the date of Allotment	19
13	Name of the Debenture holder representative/facility agent along with its contact details	List enclosed <b>Annexure-1</b>
14	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	List enclosed as <b>Annexure-1</b>
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



  
**(Sachin Goel)**  
 Chief General Manager

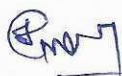
**Information submitted on quarterly basis:**

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 September 30 <sup>th</sup> , 2024	Rs. 3289.98 crore
3	Previous Interest Payment Date and Amount paid	28.09.2024 Amount Rs. 171.90 crore
4	Next Interest Payment Date and Amount	28.03.2025 Amount Rs. 158.25 crore
5	Previous Principal Repayment Date and Amount paid	28.09.2024 Amount Rs. 235.00 crore
6	Next Principal Repayment Date and Amount	28.03.2025 Amount Rs. 235.00 crore
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment and confirm if the additional interest paid to the debenture holders.	No
8	No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))	61 <b>Enclosed Annexure-1</b>
9	Brief details of the security created till date for the Debentures including third party securities	NA
10	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	NA
11	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	NA
12	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	NA
13	Whether Debenture Redemption Reserve (DRR) as per Companies Act and rules thereunder has been maintained. If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date.	NA
14	Confirmation & Supporting of creation / maintaining DRF before April 30 <sup>th</sup> by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending March 31, 2024 as detailed in the clarification circular provided by MCA, including mode of creation of DRF	NA
15	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	NO
16	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	No
17	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
18	In case the Company has provided Post Dated Cheques (PDCs)	NA



  
(Sachin Goel)  
Chief General Manager

	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 chequebooks would become invalid from 1 <sup>st</sup> 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 September 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 <b>Annexure-2</b>
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	NO



  
**(Sachin Goel)**  
 Chief General Manager

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

Please enclose the below:

**MANDATORY ANNEXURES**

1	Updated list of names, addresses contact details and email id of debenture holders. - <b><i>Enclosed as Annexure - 1</i></b>
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. <b><i>Enclosed in Annexure - 2</i></b>
3	Half yearly Basis- Security Cover certificate from a Chartered Accountant. - <b><i>NA</i></b>
4	Duly audited annual accounts of the issuer company, if applicable- <b><i>NA</i></b>
5	Quarterly audited / unaudited financials of the Issuer company- <b><i>The Board Meeting to approve the financial statements for the quarter ended 30<sup>th</sup> September, 2024 was held on November 11, 2024.</i></b>
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. - <b><i>NA</i></b>

	<p><b>Contact Details :</b></p> <p>a) <b>Name of authorized Signatory- Sachin Goel</b></p> <p>b) <b>Email Address- <a href="mailto:companysecretary@uppcl.org">companysecretary@uppcl.org</a></b></p> <p>c) <b>Contact Numbers- 9650999546, 9193330007</b></p> <p>d) <b>Name, Address and Email id of R&amp;T Agent:- RCMC, Share Registry Private Limited, B-16, Sector-2, Noida-201301 <a href="mailto:rdua@rcmdelhi.com">rdua@rcmdelhi.com</a></b></p> <p>e) <b>Name, Address and Email id of the Credit Rating Agency-Brickwork Ratings India Pvt. Ltd</b></p> <p style="text-align: right;">C-502, Business Square, 151, Andheri Kurla Road, opposite: Apple Heritage Building, Chakala, Andheri (East), Mumbai 400093. <a href="mailto:kn.suvarna@brickworkratings.com">kn.suvarna@brickworkratings.com</a></p> <p style="text-align: right;"><b>India Ratings &amp; Research –A Fitch Group Company</b> 601-609, Prakashdeep Building 7, Tolstoy Marg New Delhi, 110001 India <a href="mailto:bijoy.thomas@indiaratings.co.in">bijoy.thomas@indiaratings.co.in</a></p>
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For U. P. Power Corporation Limited



Name: Sachin Goel

Designation: Compliance Officer

Date: November 13, 2024

(सचिन गोयल)  
मुख्य महाप्रबंधक (वित्त)  
उपप्रधानांकालि



**Compliance Report for the quarter ended September 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. 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 <b>Annexure-1</b>
14	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	Enclosed as <b>Annexure-1</b>
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

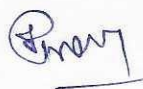
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*Sachin*

**(Sachin Goel)**  
**Chief General Manager**

**Information submitted on quarterly basis:**

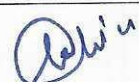
1	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc.)	NA
2	Outstanding amount as on September 30, 2024	Rs. 187.18 crore
3	Previous Interest Payment Date and Amount paid	30.09.2024 Amount Rs. 9.79 crore
4	Next Interest Payment Date and Amount	28.03.2025 Amount Rs. 8.88 crore
5	Previous Principal Repayment Date and Amount paid	30.09.2024 Amount Rs. 12.48 crore
6	Next Principal Repayment Date and Amount	28.03.2025 Amount Rs. 12.48 crore
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment and confirm if the additional interest paid to the debenture holders.	No
8	No. of debenture holders as on last day of this quarter, (please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))	3 List Enclosed <b>Annexure-1</b>
9	Brief details of the security created till date for the Debentures including third party securities	NA
10	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	NA
11	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	NA
12	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	NA
13	Whether Debenture Redemption Reserve (DRR) as per Companies Act and rules thereunder has been maintained. If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date.	NA
14	Confirmation & Supporting of creation / maintaining DRF before April 30 <sup>th</sup> by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending March 31, 2024 as detailed in the clarification circular provided by MCA, including mode of creation of DRF	NA
15	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	NO
16	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	NO
17	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes,	NO



  
(Sachin Goel)  
Chief General Manager

	please give details	
18	In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security: a) whether the same are reissued in the new name of Trustee i.e. Vistra ITCL (India) Limited and b) if the PDC's are from 8 public sectors merged banks whose cheque books would become invalid from 1st April 2021, whether new PDC's are issued.	NA
19	Whether any change in Authorized Signatory to bank accounts and Escrow Account who had signed Postdated Cheques (PDCs) as security as per transaction documents.	No
20	Whether all the PDC required as per transaction documents are deposited with us.	NA
21	Whether the Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes, Register of debenture holders is being maintained by RTAs appointed by UPPCL.
22	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	NA
23	Whether all the terms of issue of debentures or covenants of the transaction documents are complied with? If no, provide details along with reason for non-compliance	Complied with
24	Whether the provisions of the following laws applicable to debentures have been complied with: Companies Act, 2013 and Rules made thereunder (For all Issuers)	Complied with
25	Whether any dividend has been declared during this quarter.	No
26	Nature of investor grievances received for quarter ended September 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 <b>Annexure-2</b>
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



  
(Sachin Goel)  
Chief General Manager

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:

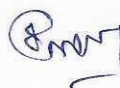
**MANDATORY ANNEXURES**

1	Updated list of names, addresses contact details and email id of debenture holders. - <u>Enclosed as 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. - <u>Enclosed in Annexure – 2</u>
3	Half yearly Basis- Security Cover certificate from a Chartered Accountant. - <u>Security Cover Certificate as per revised format is under process and will be provided separately.</u>
4	Duly audited annual accounts of the issuer company, if applicable- <u>NA</u>
5	Quarterly audited / unaudited financials of the Issuer company- <u>The Board Meeting to approve the financial statements for the quarter ended 30th September, 2024 was held on November 11, 2024.</u>
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>

<p><b>Contact Details:</b></p> <p>a) Name of authorized Signatory: Sachin Goel  b) Email Address- <a href="mailto:companysecretary@uppcl.org">companysecretary@uppcl.org</a>  c) Contact Numbers- 9650999546, 9193330007  d) Name, Address and Email id of R&amp;T Agent:- RCMC, Share Registry Private Limited,  B-16, Sector-2, Noida-201301  <a href="mailto:rdua@rcmcdelhi.com">rdua@rcmcdelhi.com</a>  (e) Name, Address and Email id of the Credit Rating Agency-  <b>Brickwork Ratings India Pvt. Ltd</b>  C-502, Business Square, 151, Andheri Kurla Road,  Opposite: Apple Heritage Building,  Chakala, Andheri (East), Mumbai 400093  <a href="mailto:Kn.suvarna@brickworkratings.com">Kn.suvarna@brickworkratings.com</a>    <b>India Ratings &amp; Research- A fitch Group</b>  Company  601-609, Prakashdeep Building 7, Tolstoy Marg  New Delhi, 110001 India  <a href="mailto:Bijoy.thomas@indiaratings.co.in">Bijoy.thomas@indiaratings.co.in</a></p>
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For U. P. Power Corporation Limited

Name: Sachin Goel  
Designation: Compliance officer  
Date: November 13, 2024



  
(Sachin Goel)  
Chief General Manager



**Compliance Report for the quarter ended September 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 ROC within specified time limit (please provide confirmation and supporting)	NA
10	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	04.07.2016
11	Credit Rating at the time of issue Hyperlink of the press releases by the Credit rating Agency	Unrated
	Previous Credit Rating & Date of Revision	NA
	Current Credit Rating & Date of Revision	NA
12	No. of debenture holders on the date of Allotment	18
13	Name of the Debenture holder representative/facility agent along with its contact details	Enclosed <b>Annexure-1</b>
14	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	Enclosed <b>Annexure-1</b>
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

*[Handwritten Signature]*

  
**(Sachin Goel)**  
 Chief General Manager

**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 September 30, 2024	Rs. 3763.77 crore
3	Previous Interest Payment Date and Amount paid	04.07.2024 Amount Rs 194.51 crore
4	Next Interest Payment Date and Amount	03.01.2025 Amount Rs. 183.04 crore
5	Previous Principal Repayment Date and Amount paid	04.07.2024 Amount Rs 268.84 crore
6	Next Principal Repayment Date and Amount	03.01.2025 Amount Rs. 268.84 crore
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment and confirm if the additional interest paid to the debenture holders.	No
8	No. of debenture holders as on last day of this quarter, <i>(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))</i>	122 <b>Enclosed Annexure-1</b>
9	Brief details of the security created till date for the Debentures including third party securities	NA
10	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	NA
11	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	NA
12	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If no, please give details and reasons for the same	NA
13	Whether Debenture Redemption Reserve (DRR) as per Companies Act and rules thereunder has been maintained. If no, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date.	NA
14	Confirmation & supporting of creation / maintaining DRF before April 30 <sup>th</sup> by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending March 31, 2024 as detailed in the clarification circular provided by MCA, including mode of creation of DRF.	NA
15	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details.	No
16	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	No
17	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
18	In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security:	NA

*Prady*

*(Sachin Goel)*  
**(Sachin Goel)**  
 Chief General Manager

	<p>a) whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited and</p> <p>b) if the PDC's are from 8 public sectors merged banks whose chequebooks would become invalid from 1st April 2021, whether new PDC's are issued.</p>	
19	Whether any change in Authorized Signatory to bank accounts and Escrow Account who had signed Postdated Cheques (PDCs) as security as per transaction documents.	No
20	Whether all the PDC required as per transaction documents are deposited with us.	NA
21	Whether the Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes, Register of debenture holders is being maintained by RTAs appointed by UPPCL.
22	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	NA
23	Whether all the terms of issue of debentures or covenants of the transaction documents are complied with? If no, provide details along with reason for non-compliance	Complied with
24	Whether the provisions of the following laws applicable to debentures have been complied with: Companies Act, 2013 and Rules made thereunder (For all Issuers)	Complied with
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26	Nature of investor grievances received for quarter ended September 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)	<b>Enclosed in Annexure-2</b>
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29	Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	No
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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.
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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



  
(Sachin Goel)

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. - <b><u>Enclosed as Annexure – 1</u></b>
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. <b><u>Enclosed in Annexure – 2</u></b>
3	Half yearly Basis- Security Cover certificate from a Chartered Accountant. <b><u>Declaration will be mentioned in Security Cover Certificate.</u></b>
4	Duly audited annual accounts of the issuer company, if applicable- <b><u>NA</u></b>
5	Quarterly audited / unaudited financials of the Issuer company- <b><u>The Board Meeting to approve the financial statements for the quarter ended 30th September, 2024 was held on November 11, 2024.</u></b>
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. - <b><u>NA</u></b>

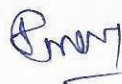
<p><b>Contact Details:</b></p> <p>a) Name of authorized Signatory- Sachin Goel</p> <p>b) Email Address- <a href="mailto:companysecretary@uppcl.org">companysecretary@uppcl.org</a></p> <p>c) Contact Numbers – 9650999546, 9193330007</p> <p>d) Name, Address and Email id of R&amp;T Agent-RCMC, Share Registry Private Limited, B-16, Sector-2, Noida-201301 <a href="mailto:rdua@rcmcdelhi.com">rdua@rcmcdelhi.com</a></p> <p>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), Mumbai-400093. <a href="mailto:kn.suvarna@brickworkratings.com">kn.suvarna@brickworkratings.com</a></p> <p>India Ratings &amp; Research –A Fitch Group Company 601-609, Prakashdeep Building 7, Tolstoy Marg New Delhi, 110001 India <a href="mailto:bijoy.thomas@indiaratings.co.in">bijoy.thomas@indiaratings.co.in</a></p>
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For U. P. Power Corporation Limited



Name: Sachin Goel  
Designation: Compliance Officer  
Date: November 13, 2024

(सचिन गोयल)  
मुख्य महाप्रबंधक (वित्त)  
उपप्रबंधक (वित्त)

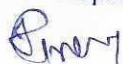


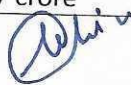
## Compliance Report for the quarter ended September 30, 2024

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

1.	Description of the Debenture – Tranche/Series /Issue (Secured / Unsecured PCD / FCD/NCD)	UPPCL State Government Serviced Bond Series- I/2022
2.	List of ISIN for which this QCR is provided	INE540P07368; INE540P07384; INE540P07400; INE540P07426; INE540P07376; INE540P07392; INE540P07418; 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 where listed)	Listed at BSE
6.	Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE)	30-03-2022 (Document already enclosed in QCR of June 30,2022)
7.	Coupon Rate (Revised rate if any )	9.70%
8.	Tenor of Issue	10 years
9.	Date of Board Meeting approving Quarterly Financial Statements for the quarter ended September 30, 2024.	The Board Meeting to approve financial statements for quarter ended 30th September 30, 2024 was held on November 11, 2024
10.	Date of Allotment of Debentures	30-03-2022
11.	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	30-03-2022
12.	Outstanding amount as on September 30, 2024.	Rs. 3704.25 crore
13.	Previous Interest Payment Date and Amount paid	30-09-2024 Amount- 92.31 crore
14.	Next Interest Payment Date and Amount	31-12-2024 Amount Rs. 90.32 crore
15.	Previous Repayment Date and Amount paid	30-09-2024 Amount Rs. 123.47 crore
16.	Next Repayment Date and Amount	31-12-2024 Amount Rs. 123.47 crore

For U.P. Power Corporation Ltd.


  
 Authorised Signatory

  
 (सविन गोयल)  
 मुख्य महाप्रबंधक (वित्त)  
 उपकांति

17.	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment	No
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 <b>Annexure - 5</b>
21.	a) No. of debenture holders on the date of Allotment b) No. of debenture holders as on September 30, 2024, please provide details of NCD Holders viz. Names, Holding, Mailing Address, Contact Nos. (Benpos)	26  7931 List Enclosed <b>Annexure – 1</b>
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 – <b>Annexure 3</b>
23.	Pending Security if any. Date by such security is / was to be created	Details to be provided in Search Report as enclosed in – <b>Annexure 3</b>
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

Authorised Signatory


For U.P. Power Corporation Ltd.

  
(सचिन गोयल)  
मुख्य महाप्रबंधक (वित्त)  
उ.प्र. पा. का. लि. ०

27.	Disclosure of <b>defaults on payment</b> of interest/ repayment of principal amount <b>in full on the due date</b> 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 detrimental to the interest of debenture holders. If yes, please give details	NO
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 <b>No</b> , 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 – <b>Annexure 3</b>
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

For U.P. Power Corporation Ltd.

Authorised Signatory

  
(राजिव गोयल)  
- महाप्रबंधक (वित्त)  
- गजलि

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 <b>DSRA</b> (Debenture Service Reserve Account) is maintained as per the transaction documents. <b>If Yes</b> , amount and Bank account details. <b>If No</b> , its reason thereof <i>(For Debentures wherein DSRA is not required to be maintained as per transaction documents, kindly mention NA)</i>	Yes, Amount-equal to 2 quarter servicing Liabilities  ICICI BANK A/C NO. 628105501280 In respect of DSRA creation, Bank Certificate for September 30, 2024 is enclosed- <b>Annexure – 2</b>
39.	Investor grievances received for quarter ended September 30, 2024, resolved during the quarter and grievances unresolved with reasons thereof. (Details to be separately provided in annexure as enclosed)	Enclosed in – <b>Annexure – 4</b>
40.	<b>Contact Details:</b> a) Name of Authorised Signatory b) Email Address c) Contact Numbers d) Name & Address of R&T Agent	Sachin Goel companysecretary@upcl.org 9650999546, 9193330007 Beetal Financial & Computer Services Pvt Ltd. Beetal House, 3rd Floor 99 Madagir, New Delhi 110062 <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a>

For U. P. Power Corporation Limited



Name: Sachin Goel

Designation: Compliance Officer

Date: November 13, 2024

Enclosed: As above

For U.P. Power Corporation Ltd.



Authorised Signatory

(सचिन गोयल)  
मुख्य महाप्रबंधक (वित्त)  
उपप्रबंधकालि

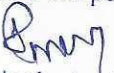


## Compliance Report for the quarter ended September 30, 2024

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

1.	Description of the Debenture – Tranche/Series /Issue (Secured / Unsecured PCD / FCD/NCD)	UPPCL Bond series I/2017-18 NCD Secured
2.	List of ISIN for which this QCR is provided	INE540P07236; INE540P07244; INE540P07251; INE540P07269
3.	Type of Issue (Private / Public / Rights)	Private Placement
4.	Issue Amount and amount raised till date	Issue 4498.20 Crore and Raised – 4498.20 Crore.
5.	Listed/Unlisted (If Listed, the Exchange where listed)	Listed at BSE
6.	Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE)	14-12-2017 (Document already enclosed in QCR of June 30,2022)
7.	Coupon Rate (Revised rate if any )	9.75%
8.	Tenor of Issue	10 years
9.	Date of Board Meeting approving Quarterly Financial Statements for the quarter ended September 30, 2024.	The Board Meeting to approve financial statements for quarter ended 30th September 30, 2024 was held on November 11, 2024.
10.	Date of Allotment of Debentures	05.12.2017
11.	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	05.12.2017
12.	Outstanding amount as on September 30, 2024.	Rs. 1719.90 crore
13.	Previous Interest Payment Date and Amount paid	19-07-2024 Amount Rs. 44.90 crore
14.	Next Interest Payment Date and Amount	18-10-2024 Amount Rs. 41.70 crore
15.	Previous Repayment Date and Amount paid	19-07-2024 Amount Rs. 132.30 crore
16.	Next Repayment Date and Amount	18-10-2024 Amount Rs. 132.30 crore
17.	Whether there has been any delay /	No


For U.P. Power Corporation Ltd.

  
Authorised Signatory

  
(Sachin Goel)  
Chief General Manager

	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 <b>Annexure - 5</b>
21.	a) No. of debenture holders on the date of Allotment b) No. of debenture holders as on September 30, 2024, please provide details of NCD Holders viz. Names, Holding, Mailing Address, Contact Nos. (Benpos)	9  4504 List Enclosed <b>Annexure - 1</b>
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 – <b>Annexure 3</b>
23.	Pending Security if any. Date by such security is / was to be created	Details to be provided in Search Report as enclosed in – <b>Annexure 3</b>
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

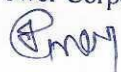
For U.P. Power Corporation Ltd.

  
Authorised Signatory

  
(Sachin Goel)  
Chief General Manager

27.	Disclosure of <b>defaults on payment of interest/ repayment of principal amount in full on the due date</b> 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 detrimental to the interest of debenture holders. If yes, please give details	NO
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 <b>No</b> , 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 – <b>Annexure 3</b>
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

For U.P. Power Corporation Ltd.

  
Authorised Signatory

  
(Sachin Goel)  
Manager

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 <b>DSRA</b> (Debenture Service Reserve Account) is maintained as per the transaction documents. <b>If Yes</b> , amount and Bank account details. <b>If No</b> , its reason thereof <i>(For Debentures wherein DSRA is not required to be maintained as per transaction documents, kindly mention NA)</i>	Yes, Amount-equal to 2 quarter servicing Liabilities  ICICI BANK A/C NO. 628105501280 In respect of DSRA creation, Bank Certificate for September 30, 2024 is enclosed- <b>Annexure – 2</b>
39.	Investor grievances received for quarter ended September 30, 2024, resolved during the quarter and grievances unresolved with reasons thereof. (Details to be separately provided in annexure as enclosed)	Enclosed in – <b>Annexure - 4</b>
40.	<b>Contact Details:</b> a) Name of Authorised Signatory b) Email Address c) Contact Numbers d) Name & Address of R&T Agent	Sachin Goel companysecretary@uppcl.org 9650999546, 9193330007 Beetal Financial & Computer Services Pvt Ltd. Beetal House, 3rd Floor 99 Madagir, New Delhi 110062 beetalrta@gmail.com

For U. P. Power Corporation Limited



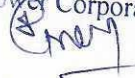
Name: Sachin Goel

Designation: Compliance Officer

Date: November 13, 2024

Enclosed: As above

For U.P. Power Corporation Ltd.



Authorised Signatory



(Sachin Goel)  
Chief General Manager

## Compliance Report for the quarter ended September 30, 2024

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

1.	Description of the Debenture – Tranche/Series /Issue (Secured / Unsecured PCD / FCD/NCD)	UPPCL State Government Serviced Bond Series- II/2022
2.	List of ISIN for which this QCR is provided	INE540P07442; INE540P07483; INE540P07459; INE540P07491; INE540P07467; INE540P07509; INE540P07475; INE540P07517.
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 – 3488.00 Crore in 2nd Tranche
5.	Listed/Unlisted (If Listed, the Exchange where listed)	Listed at BSE
6.	Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE)	07-10-2022 (Document already enclosed in QCR of December 31,2022)
7.	Coupon Rate (Revised rate if any )	9.95%
8.	Tenor of Issue	10 years
9.	Date of Board Meeting approving Quarterly Financial Statements for the quarter ended September 30, 2024.	The Board Meeting to approve financial statements for quarter ended on September 30, 2024 was held on November 11, 2024.
10.	Date of Allotment of Debentures	07-10-2022
11.	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	07-10-2022
12.	Outstanding amount as on September 30, 2024.	Rs. 3270 crore
13.	Previous Interest Payment Date and Amount paid	30-09-2024 Amount Rs. 83.59 crore
14.	Next Interest Payment Date and Amount	31-12-2024 Amount Rs. 81.78 crore
15.	Previous Repayment Date and Amount paid	30-09-2024 Amount Rs. 109 crores
16.	Next Repayment Date and Amount	31-12-2024 Amount Rs. 109 crores
17.	Whether there has been any delay /	NO

For U.P. Power Corporation Ltd.

Authorised Signatory

(Sachin Goel)

	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	CRISIL RATINGS - A+ (CE) /Stable INDIA RATINGS - A+ (CE) /Stable
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 <b>Annexure - 5</b>
21.	a) No. of debenture holders on the date of Allotment b) No. of debenture holders as on September 30, 2024, please provide details of NCD Holders viz. Names, Holding, Mailing Address, Contact Nos. (Benpos)	36  7642 List Enclosed <b>Annexure – 1</b>
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 – <b>Annexure 3</b>
23.	Pending Security if any. Date by such security is / was to be created	Details to be provided in Search Report as enclosed in – <b>Annexure 3</b>
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 <b>defaults on payment</b> of interest/ repayment of principal amount <b>in full on the due date</b> 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	NO

For U.P. Power Corporation Ltd.

Authorised Signatory

  
(Sachin Goel)

	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 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 <b>No</b> , 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 – <b>Annexure 3</b>
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-	YES

For U.P. Power Corporation Ltd.

Authorised Signatory

  
(Sachin Goel)

	compliance	
38.	Whether <b>DSRA</b> (Debenture Service Reserve Account) is maintained as per the transaction documents. <b>If Yes</b> , amount and Bank account details. <b>If No</b> , its reason thereof <i>(For Debentures wherein DSRA is not required to be maintained as per transaction documents, kindly mention NA)</i>	Yes, Amount-equal to 2 quarter servicing Liabilities  ICICI BANK A/C NO. 628105501280 In respect of DSRA creation, Bank Certificate for September 30, 2024 is enclosed- <b>Annexure – 2</b>
39.	Investor grievances received for quarter ended September 30, 2024, resolved during the quarter and grievances unresolved with reasons thereof. (Details to be separately provided in annexure as enclosed)	Enclosed in – <b>Annexure – 4</b>
40.	<b>Contact Details:</b> a) Name of Authorised Signatory b) Email Address c) Contact Numbers d) Name & Address of R&T Agent	Sachin Goel <a href="mailto:companysecretary@uppcl.com">companysecretary@uppcl.com</a> 9650999546, 9193330007 Beetal Financial & Computer Services Pvt Ltd. Beetal House, 3rd Floor 99 Madagir, New Delhi 110062 <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a>

For U. P. Power Corporation Limited



Name: Sachin Goel

Designation: Compliance Officer

Date: November 13, 2024

Enclosed: As above

For U.P. Power Corporation Ltd.

Authorised Signatory



(Sachin Goel)  
Chief General Manager



## Compliance Report for the quarter ended September 30, 2024

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

**CIN** : **U32201UP1999SGC024928**

1.	Description of the Debenture – Tranche/Series /Issue (Secured / Unsecured PCD / FCD/NCD)	UPPCL Bond series II/2017-18 NCD Secured
2.	List of ISIN for which this QCR is provided	INE540P07327, INE540P07343, INE540P07335, 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 where listed)	Listed at BSE
6.	Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE)	09-04-2018 (Document already enclosed in QCR of June 30,2022)
7.	Coupon Rate (Revised rate if any )	10.15%
8.	Tenor of Issue	10 years
9.	Date of Board Meeting approving Quarterly Financial Statements for the quarter ended September 30, 2024.	The Board Meeting to approve financial statements for quarter ended September 30, 2024 was held on November 11, 2024
10.	Date of Allotment of Debentures	27-03-2018
11.	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	27-03-2018
12.	Outstanding amount as on September 30, 2024.	Rs. 2261.00 crore
13.	Previous Interest Payment Date and Amount paid	19-07-2024 Amount Rs. 61.14 crore
14.	Next Interest Payment Date and Amount	18-10-2024 Amount Rs. 57.06 crore
15.	Previous Repayment Date and Amount paid	19-07-2024 Amount Rs. 161.50 crore
16.	Next Repayment Date and Amount	18-10-2024 Amount Rs. 161.50 crore
17.	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment	No

For U.P. Power Corporation Ltd.

  
Authorised Signatory

  
(Sachin Goel)  
Chief General Manager

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 <b>Annexure - 5</b>
21.	a) No. of debenture holders on the date of Allotment b) No. of debenture holders as on September 30, 2024, please provide details of NCD Holders viz. Names, Holding, Mailing Address, Contact Nos. (Benpos)	11 7754 List Enclosed <b>Annexure – 1</b>
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 – <b>Annexure 3</b>
23.	Pending Security if any. Date by such security is / was to be created	Details to be provided in Search Report as enclosed in – <b>Annexure 3</b>
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 <b>defaults on payment of interest/ repayment of principal amount in full on the due date</b> 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

For U.P. Power Corporation Ltd.

  
Authorised Signatory

  
(Sachin Goel)  
Chief General Manager

	detrimental to the interest of debenture 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 <b>No</b> , 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 – <b>Annexure 3</b>
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

For U.P. Power Corporation Ltd.

Authorised Signatory



(Sachin Goel)

38.	<p>Whether <b>DSRA</b> (Debenture Service Reserve Account) is maintained as per the transaction documents.  <b>If Yes</b>, amount and Bank account details.  <b>If No</b>, its reason thereof  <i>(For Debentures wherein DSRA is not required to be maintained as per transaction documents, kindly mention NA)</i></p>	<p>Yes, Amount-equal to 2 quarter servicing Liabilities</p> <p>ICICI BANK  A/C NO. 628105501280  In respect of DSRA creation, Bank Certificate for September 30, 2024 is enclosed-  <b>Annexure – 2</b></p>
39.	<p>Investor grievances received for quarter ended September 30, 2024, resolved during the quarter and grievances unresolved with reasons thereof.  (Details to be separately provided in annexure as enclosed)</p>	<p>Enclosed in – <b>Annexure - 4</b></p>
40.	<p><b>Contact Details:</b>  a) Name of Authorised Signatory  b) Email Address  c) Contact Numbers  d) Name &amp; Address of R&amp;T Agent</p>	<p>Sachin Goel  companysecretary@uppcl.org  9650999546,9193330007  Beetal Financial &amp;Computer Services Pvt Ltd.  Beetal House, 3rd Floor 99 Madagir,  New Delhi 110062  beetalrta@gmail.com</p>

For U. P. Power Corporation Limited



Name: Sachin Goel

Designation: Compliance officer

Date: November 13, 2024

Enclosed: As above

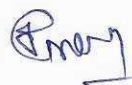
For U. P. Power Corporation Ltd.



Authorised Signatory

Compliance Report for the quarter ended September, 2024**Name of Issuer Company** : **U. P. POWER CORPORATION LIMITED****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 – IN0311039796 For Guarantee – IN0618039804
2	Description of the Debenture Series /Issue (Secured / Unsecured PCD/PCD/NCD)	UPPCL Bond series IV/2016-17 NCD
3	Type of Issue (Private / Public / Rights)	Private placement
4	Issue Amount and Amounts Raised	Issue 3489.50 Crore and Raised – 3489.50 Crore.
5	Listed/Unlisted (If listed, mention the Stock Exchange where listed)	Listed at BSE
6	ISINs (Listed and Unlisted)	INE540P07152, INE540P07160, INE540P07178
7	Date of Opening of Issue	24.03.2017
8	Date of Closure of Issue	24.03.2017
9	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	12.04.2017
10	Confirmation of mapping of ISINs with stock exchanges	Mapping of ISIN on DLT Portal is under process.
11	Confirmation of ISINs mapping with Distributed Ledger Technology (DLT) on NSDL/CDSL platform (Annexure A, Annexure B, DTD Covenant and Cash flow of interest and redemption payout)	Mapping of ISIN on DLT Portal is under process.
12	Updation of Periodic status of the covenants in the DLT system & Assets Valuation & Assets Encumbrance.	Mapping of ISIN on DLT Portal is under process.
12	Whether there has been delay in Listing of the debt securities pursuant to SEBI NCS Master Circular dated May22, 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
13	Original & Revised (if any) Coupon Rate	8.48%
14	Tenor of Issue	10 years
15	Date of Allotment of Debentures	27.03.2017
16	Whether RTA / Company has forwarded the details of debenture holders to the DT at the time of allotment.	YES
17	PAS-3, PAS-4, PAS-5 filed with ROC within specified time limit (please provide confirmation and supporting)	YES
18	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	27.03.2017
19	Credit Rating at the time of issue Hyperlink of the press releases by the Credit rating Agency	Credit rating issued by Credit Rating Agency is enclosed as <b>Annexure -5</b> The initial Credit Rating has already been provided to Debenture Trustee.
	Previous Credit Rating & Date of Revision	Enclosed as <b>Annexure -5</b>




(Sachin Goel)  
Chief General Manager

	Current Credit Rating& Date of Revision	Enclosed as <b>Annexure -5</b>
20	No. of debenture holders on the date of Allotment	9
21	Name of the Debenture holder representative/facility agent along with its contact details	List is enclosed as <b>Annexure-1</b>
22	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	List is enclosed as <b>Annexure-1</b>
23	Whether the company has issued debentures to foreign debenture holders	Initially not issued
24	Date of Registration with ROC (ROC Certificate to be provided) and reasons for delay (if any)	30.03.2017
25	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.	<b>Table 1</b>
26	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 – <b>Annexure – 3</b>
27	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. – 50200017358973
28	Date(s) of Fund Transfer from Escrow a/c to the issuer account (Public Issue(s)) at the time of allotment.	<b>NA</b>
29	Status of DRF	<b>Table 2</b>
30	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.
31	Details of Outstanding Issuance as on September 30, 2024	<b>Table 4 will be provided separately.</b>
32	<b>Details of the security offered (Mandatory)</b>	<b>Table 5</b>

**1. Recovery expense fund (Mandatory for this quarter)**

Sr. No	Name of the Listed Entity	ISIN	Type of Issue(Public/Private/Placed)	Issue Size (in ₹ crores)	Date of Listing Application	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	Private placement	3489.50 Crore		25 lakhs	---	---	April 2021

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**(Sachin Goel)**  
Chief General Manager

		INE540P07178							
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**2. Debenture Redemption Reserve/Debenture Redemption/ maintenance of funds as per Companies (Share Capital and Debentures) Rules, 2014**

Sr.No	Name of the Entity	Issue Type (Public/Private placed listed)	Type of entity (NBFC/HFC/FI/Other)	Issue Size (in ₹ crores)	ISIN (that is maturing in the current FY)	Amount Outstanding	Status of maintenance of DRR (15%/10% of the 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

**4. Details of outstanding issuance as on September 30, 2024**

ISIN	Exclusive/Pari Passu	Secured/Unsecured	Outstanding Principal Amount	Accrued interest	Total	Security Cover Required
INE540P07152, INE540P07160, INE540P07178		Secured Secured Secured	249.25 crore 498.50 crore 498.50 crore	1.04 crore - 2.08 crore 2.08 crore	250.29 crore 500.58 crore 500.58 Crore	Govt. Guaranteed 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

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**(Sachin Goel)**  
Chief General Manager

**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 September 30, 2024, Confirm if <b>high value debt listed entity as on date</b> pursuant to SEBI (LODR) (Fifth amendment) Regulation, 2021 (basis of value of principal outstanding of listed debt securities as on March 31, 2021)	Rs. 1246.25 crore
2.1	Date of the Board Meeting for current quarter.	Board Meeting for the Approval of Financial Statements of quarter ended on September 30, 2024 was held on November 11, 2024.
3	Previous Interest Payment Date and Amount paid	13-09-2024 Amount Rs. 28.90 crore
4	Next Interest Payment Date and Amount	13-12-2024 Amount Rs. 26.28 crore
5	Previous Principal Repayment Date and Amount paid	13-09-2024 Amount Rs. 124.625 crore
6	Next Principal Repayment Date and Amount	13-12-2024 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, <i>(Please provide details of NCD Holder viz. Names, Holding, Mailing Address, Email id, Contact Nos. (Benpos))</i>	376  List Enclosed <b>Annexure-1</b>
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	Whether the asset in respect of which security has been created is free from any encumbrance and adequate to ensure security cover for the debt securities or if there is any breach of the terms of creation of the security.	Yes; there is no any breach of the terms of creation of the security.

*(Signature)*

*(Signature)*  
**(Sachin Goel)**  
Chief General Manager



13	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
14	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/Half- Year ended on September 30, 2024 was published on November 13, 2024
15	Whether financial results for the quarter ended September 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
16	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
17	Whether Debenture Redemption Reserve (DRR) as per SEBI Regulations and Companies Act has been maintained. Please mention the <b>Amount of DRR maintained</b> 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.
18	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
19	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
20	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
21	Security Cover certified by the Statutory Auditor for the quarter ended September 30, 2024 (Mandatory for <b>Secured issuance</b> ) <b>Note:</b> 1) Refer <b>Annexure VI</b> of SEBI Master circular dated May 16, 2024 for the format of Security Cover certificate. 2) <b>Please provide the security cover table in the excel form along with working.</b>	Security Cover Certificate as per revised format is under process and will be provided separately.
22	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
23	Compliance of the covenants, in respect of listed non-convertible	Board Meeting for the



  
(Sachin Goel)  
Chief General Manager

	debt securities, by the statutory auditor, along with the financial results for the quarter 30-092024 as per SEBI Circular dated 19 <sup>th</sup> May 2022	Approval of Financial Statements of quarter ended on September 30, 2024 was held on November 11, 2024 and Certificate w.r.t Compliance of Covenants shall be provided along with the Security Cover Certificate.
24	Attach the statement of value of pledged securities, if applicable. - <b>Quarterly</b> (SEBI Master circular dated May 16, 2024)	NA
25	Attach the statement of value for Debt Service Reserve Account or any other form of security offered- <b>Quarterly</b> (SEBI Master circular dated May 16, 2024)	Enclosed as <b>Annexure -2</b>
26	Attach the Net worth certificate of guarantor (secured by way of personal guarantee), applicable for <b>March and September quarter</b> (SEBI Master circular dated May 16, 2024)	Not Applicable, since the NCPs are guaranteed by GoUP.
27	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 <b>March</b> (SEBI Master circular dated May 16, 2024)	Not Applicable
28	Attached the Valuation report and title search report for the immovable/movable assets, applicable for <b>March (not older than 3 years)</b> (SEBI Master circular dated May 16, 2024)	Not Applicable, since no charge has been created over FA.
29	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
30	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
31	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
32	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.
33	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
34	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
35	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

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*(Sachin Goel)*  
Chief General Manager

36	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
37	Nature of investor grievances received for quarter ended September 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)  Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter.  (Pursuant to Regulation 13(3) of SEBI (LODR), Regulations, 2015)	Enclosed in <b>Annexure - 4</b>
38	Any Buy Back of NCDs during the quarter and details of the same	NA
39	Whether the company has maintained functional website containing requisite information (Regulation 62 of SEBI (LODR) Regulations, 2015)	YES; the company has maintained functional website pursuant to Regulation 62 of SEBI (LODR) Regulations, 2015
40	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)	YES
41	Compliance with Accounting Standard and Financial disclosures.	Complied with
42	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	Complied with the extent applicable.
43	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly having material interest in any transaction.	YES
44	Whether the company has appointed qualified Company Secretary as the Compliance Officer.  (Pursuant to Regulation 6 of SEBI (LODR), Regulations, 2015)	YES
45	Whether the Company has appointed Share transfer agent or manages the same in house.  (Pursuant to Regulation 7 of SEBI (LODR), Regulations, 2015)	Company has appointed the RTAs.
46	Whether the Company has preserved the transactions records at least for 8 years/as per the archival policy of the Company.	YES
47	Whether the Company is registered on the SEBI SCORES and Online Dispute Resolution Portal.	YES
48	Whether the Company has constituted following committees and held meetings in compliance with the provisions, as applicable: <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Risk Management Committee</li> </ul>	YES





(Sachin Goel)

Chief General Manager

49	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	YES
50	Whether company has complied with SEBI (LODR) Regulation 50 i.e. Intimation to stock exchange(s)	YES
51	Whether the Company has submitted a compliance certificate to the Exchange(s), duly signed by both Compliance Officer of the listed entity and the authorized representative of the transfer agent (RTA)	YES
52	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.	No
53	Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	No
54	In case of default in payment of Interest/principal, whether the company has made disclosures to the Credit Rating Agencies in timely manner.	NA, No default
55	Please confirm if disclosure is made to stock exchanges in case of default in payment of interest / instalment obligations on loans, including revolving facilities like cash credit, from 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, 2019).  Please provide a copy of disclosure made, if any	NA, No default
56	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
57	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
58	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.
59	Details of Corporate Debt Restructuring (if any);	NA
60	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
61	Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;	NA
62	Details of one-time settlement with any bank (if any);	NA
63	Details of Reference to Insolvency or a petition (if any) filed by any creditor	NA



  
(Sachin Goel)  
Chief General Manager

64	Whether the company has forwarded the documents and intimation to the debenture trustee promptly pursuant to Regulation 56 of SEBI (LODR) Regulations, 2015	YES
65	Details of unclaimed interest/dividend/redemption amount in the escrow account	NIL
66	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.
67	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
68	Whether Structured Digital Database ("SDD") is maintained by the company. (Pursuant to Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.	Yes
69	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.
70	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
71	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
72	Confirm if registration with Financial Intelligence Unit (FIU) is applicable. If yes, please confirm if the registration with FIU is completed.	Not Applicable
73	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
74	Confirm if the issuer has assign the DT to each of the listed ISINs are made available in the listing center on exchanges.	Yes

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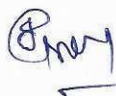
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(Sachin Goel)  
Chief General Manager

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. <u>Enclosed as Annexure - 4</u>
	Companies Statutory Auditors Certificate certifying the following, for <b>March and September:</b> a. <b>Annual basis</b> -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</b> - 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. <u>Security Cover Certificate as per revised format is under process and will be provided separately as per applicability.</u>
3	<b>Quarterly Basis-</b> a. Security Cover certified by the Statutory Auditor for the quarter ended September 30, 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>  b. Financial Covenant Confirmation from Statutory Auditor for the quarter ended September 30, 2024: - <u>Declaration will be mentioned in Security Cover Certificate.</u> (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/Half year ended on 30th September 2024 is approved by Board.</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 May 16, 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) <u>-Already provided from time to time</u>
7	Letter issued by Credit Rating agency for revised credit rating during the quarter. <u>-Latest Credit</u>



  
(Sachin Goel)

<b>Rating enclosed as Annexure-5</b>	
8	<b>Half yearly Basis</b> -Net worth certificate of guarantor (secured by way of personal guarantee), as applicable. (Refer SEBI Master Circular dated May16, 2024) <b>-NA</b>
9	<b>Annual Basis</b> - 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) <b>-NA</b>
10	<b>Annual Basis</b> -Valuation report (Registered Valuer) and title search report for the immovable/movable assets, as applicable. (Refer SEBI Master Circular dated May16, 2024) <b>-NA</b>

<p><b>Contact Details:</b></p> <p>a) Name of Authorized Signatory- <b>Sachin Goel</b></p> <p>b) Email Address-<a href="mailto:companysecretary@uppcl.org">companysecretary@uppcl.org</a></p> <p>c) Contact Numbers- <b>9650999546, 9193330007</b></p> <p>d) Name, Address and Email id of R&amp;T Agent-<b>RCMC, Share Registry Private Limited, B-16, Sector-2, Noida-201301, <a href="mailto:rdua@rcmcdelhi.com">rdua@rcmcdelhi.com</a></b></p> <p>e) Name, Address and Email id of the Credit Rating Agency-</p> <p><b>Brickwork Ratings India Pvt. Ltd</b>  <b>C-502, Business Square,151, Andheri Kurla</b>  <b>Road, Opposite: Apple Heritage Building, Chakala, Andheri (East), Mumbai 400093</b>  <b><a href="mailto:Kn.suvarna@brickworkratings.com">Kn.suvarna@brickworkratings.com</a></b></p> <p><b>India Ratings &amp; Research- A fitch Group Company 601-609, Prakashdeep Building7, Tolstoy Marg New Delhi,110001 India</b>  <b><a href="mailto:Bijoy.thomas@indiaratings.co.in">Bijoy.thomas@indiaratings.co.in</a></b></p>
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For U. P. Power Corporation Limited



Name: Sachin Goel

Designation: Compliance Officer

Date: November 13, 2024

Enclosed: As above

(सचिन गोयल)  
मुख्य महाप्रबंधक (वित्त)  
उपप्रयोगकालि



**Compliance Report for the quarter ended September, 2024**

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

**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	Confirmation of mapping of ISINs with stock exchanges	Mapping of ISIN on DLT Portal is under process.
11	Confirmation of ISINs mapping with Distributed Ledger Technology (DLT) on NSDL/CDSL platform (Annexure A, Annexure B, DTD Covenant and Cash flow of interest and redemption payout)	Mapping of ISIN on DLT Portal is under process.
12	Updation of Periodic status of the covenants in the DLT system & Assets Valuation& Assets Encumbrance.	Mapping of ISIN on DLT Portal is under process.
12	Whether there has been delay in Listing of the debt securities pursuant to SEBI NCS Master Circular dated May22, 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
13	Original & Revised (if any) Coupon Rate	8.97%
14	Tenor of Issue	10 years
15	Date of Allotment of Debentures	17.02.2017
16	Whether RTA / Company has forwarded the details of debenture holders to the DT at the time of allotment.	YES
17	PAS-3, PAS-4, PAS-5 filed with ROCwithin specified time limit (please provide confirmation and supporting)	YES
18	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	20.02.2017 and 21.02.2017

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*(Sachin Goel)*  
**(Sachin Goel)**  
Chief General Manager



19	Credit Rating at the time of issue Hyperlink of the press releases by the Credit rating Agency	Credit rating issued by Credit Rating Agency is enclosed as <b>Annexure -5</b> The initial Credit Rating has already been provided to Debenture Trustee.
	Previous Credit Rating& Date of Revision	Enclosed as <b>Annexure -5</b>
	Current Credit Rating& Date of Revision	Enclosed as <b>Annexure -5</b>
20	No. of debenture holders on the date of Allotment	9
21	Name of the Debenture holder representative/facility agent along with its contact details	List is enclosed as <b>Annexure-1</b>
22	Details of Debenture holders holding more than 10% of debentures in value for the time being outstanding	List is enclosed as <b>Annexure-1</b>
23	Whether the company has issued debentures to foreign debenture holders	Initially not issued
24	Date of Registration with ROC (ROC Certificate to be provided) and reasons for delay (if any)	16.02.2017
25	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.	<b>Table 1</b>
26	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 – <b>Annexure – 3</b>
27	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
28	Date(s) of Fund Transfer from Escrow a/c to the issuer account (Public Issue(s)) at the time of allotment.	<b>NA</b>
29	Status of DRF	<b>Table 2</b>
30	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.
31	Details of Outstanding Issuance as on September 30, 2024	<b>Table 4</b>
32	<b>Details of the security offered (Mandatory)</b>	<b>Table 5</b>



  
(Sachin Goel)  
Chief General Manager

1. Recovery expense fund (Mandatory for this quarter)

Sr.No	Name of the Listed Entity	ISIN	Type of Issue(Public/Private/PrivatelyPlaced)	Issue Size (in ₹ crores)	Date of Listing Application	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 the Entity	Issue Type (Public/Private/Privately placed listed)	Type of entity (NBFC/HFC/FI/Other)	Issue Size (in ₹ crores)	ISIN (that is maturing in the current FY)	Amount outstanding	Status of maintenance of DRR (15%/10% of the 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 September 30, 2024

ISIN	Exclusive/Pari Passu	Secured/Unsecured	Outstanding Principal Amount	Accrued interest	Total	Security Cover Required
INE540P07087 , INE540P07095 , INE540P07103		Secured Secured Secured	465.00 crore 930 crores 930 crores	5.24 crore 10.48 crore 10.48 crore	470.24 crore 940.48 crore 940.48 crore	Govt. Guaranteed And Hypothecated 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

*[Handwritten Signature]*

*[Handwritten Signature]*

(Sachin Goel)

**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 September 30, 2024, Confirm if <b>high value debt listed entity as on date</b> pursuant to SEBI (LODR) (Fifth amendment) Regulation, 2021 (basis of value of principal outstanding of listed debt securities as on March 31, 2021)	Rs. 2325.00 crore
2.1	Date of the Board Meeting for current quarter.	Board Meeting for the Approval of Financial Statements of quarter ended on September 30, 2024 was held on November 11, 2024.
3	Previous Interest Payment Date and Amount paid	16-08-2024 Amount Rs. 58.29crore
4	Next Interest Payment Date and Amount	14-11-2024 Amount Rs. 51.85 crore
5	Previous Principal Repayment Date and Amount paid	16-08-2024 Amount Rs. 232.50 crore
6	Next Principal Repayment Date and Amount	14-11-2024 Amount Rs. 232.50 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))	386 List Enclosed <b>Annexure-1</b>
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	Whether the asset in respect of which security has been created is free from any encumbrance and adequate to ensure security cover for the debt securities or if there is any breach of the terms of creation of the security.	Yes; there is no breach of the terms of creation of the security.

*(Signature)*

*(Signature)*

**(Sachin Goel)**

13	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
14	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 September 30, 2024 was published on November 13, 2024.
15	Whether financial results for the quarter ended September 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
16	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
17	Whether Debenture Redemption Reserve (DRR) as per SEBI Regulations and Companies Act has been maintained. Please mention the <b>Amount of DRR maintained</b> 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.
18	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
19	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
20	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
21	Security Cover certified by the Statutory Auditor for the quarter ended September 30, 2024 (Mandatory for <b>Secured issuance</b> ) <b>Note:</b> 1) Refer <b>Annexure VI</b> of SEBI Master circular dated May 16, 2024 for the format of Security Cover certificate. 2) <b>Please provide the security cover table in the excel form along with working.</b>	Security Cover Certificate as per revised format is under process and will be provided separately.
22	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
23	Compliance of the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results for the quarter 30-09-2024 as per SEBI Circular dated 19 <sup>th</sup> May 2022	Board Meeting for the Approval of Financial Statements of quarter ended on September 30,



  
(Sachin Goel)

		2024 was held on November 11, 2024 and Certificate w.r.t Compliance of Covenants shall be provided along with the Security Cover Certificate.
24	Attach the statement of value of pledged securities, if applicable .- <b>Quarterly</b> (SEBI Master circular dated May16, 2024)	NA
25	Attach the statement of value for Debt Service Reserve Account or any other form of security offered- <b>Quarterly</b> (SEBI Master circular dated May16, 2024)	Enclosed as <b>Annexure -2</b>
26	Attach the Net worth certificate of guarantor (secured by way of personal guarantee), applicable for <b>March and September quarter</b> (SEBI Master circular dated May 16, 2024)	Not Applicable, since the NCPs are guaranteed by GoUP.
27	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 <b>March</b> (SEBI Master circular dated May16, 2024)	Not Applicable
28	Attached the Valuation report and title search report for the immovable/movable assets, applicable for <b>March (not older than 3 years)</b> (SEBI Master circular dated May16, 2024)	Not Applicable, since no charge has been created over FA.
29	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
30	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
31	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
32	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.
33	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
34	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
35	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
36	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	YES

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(Sachin Goel)

	of non-convertible securities. (Regulation 57(1) SEBI (LODR) Regulations, 2015) (Pursuant to Regulation 57 of SEBI (LODR), Regulations, 2015)	
37	Nature of investor grievances received for quarter ended September 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)  Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter.  (Pursuant to Regulation 13(3) of SEBI (LODR), Regulations, 2015)	Enclosed in <b>Annexure - 4</b>
38	Any Buy Back of NCDs during the quarter and details of the same	NA
39	Whether the company has maintained functional website containing requisite information (Regulation 62 of SEBI (LODR) Regulations, 2015)	YES
40	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)	YES
41	Compliance with Accounting Standard and Financial disclosures.	Complied
42	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	Complied with the extent applicable.
43	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly having material interest in any transaction.	YES
44	Whether the company has appointed qualified Company Secretary as the Compliance Officer.  (Pursuant to Regulation 6 of SEBI (LODR), Regulations, 2015)	YES
45	Whether the Company has appointed Share transfer agent or manages the same in house.  (Pursuant to Regulation 7 of SEBI (LODR), Regulations, 2015)	Company has appointed the RTAs.
46	Whether the Company has preserved the transactions records at least for 8 years/as per the archival policy of the Company.	YES
47	Whether the Company is registered on the SEBI SCORES and Online Dispute Resolution Portal.	YES
48	Whether the Company has constituted following committees and held meetings in compliance with the provisions, as applicable: <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Risk Management Committee</li> </ul>	YES
49	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	YES

*[Signature]*

*[Signature]*

(Sachin Goel)

Chief General Manager

50	Whether company has complied with SEBI (LODR) Regulation 50 i.e. Intimation to stock exchange(s)	YES
51	Whether the Company has submitted a compliance certificate to the Exchange(s), duly signed by both Compliance Officer of the listed entity and the authorized representative of the transfer agent (RTA)	YES
52	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.	No
53	Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	No
54	In case of default in payment of Interest/principal, whether the company has made disclosures to the Credit Rating Agencies in timely manner.	NA, No default
55	Please confirm if disclosure is made to stock exchanges in case of default in payment of interest / instalment obligations on loans, including revolving facilities like cash credit, from 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, 2019).  Please provide a copy of disclosure made, if any	NA, No default
56	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
57	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
58	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.
59	Details of Corporate Debt Restructuring (if any);	NA
60	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
61	Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;	NA
62	Details of one-time settlement with any bank (if any);	NA
63	Details of Reference to Insolvency or a petition (if any) filed by any creditor	NA
64	Whether the company has forwarded the documents and intimation to the debenture trustee promptly pursuant to Regulation 56 of SEBI (LODR) Regulations, 2015	YES
65	Details of unclaimed interest/dividend/redemption amount in the escrow account	NIL




(Sachin Goel)  
Chief General Manager

66	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.
67	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
68	Whether Structured Digital Database ("SDD") is maintained by the company. (Pursuant to Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.	Yes
69	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/half-yearly basis.
70	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
71	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
72	Confirm if registration with Financial Intelligence Unit (FIU) is applicable. If yes, please confirm if the registration with FIU is completed.	Not Applicable
73	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
74	Confirm if the issuer has assign the DT to each of the listed ISINs are made available in the listing center on exchanges.	Yes



  
(Sachin Goel)  
Chief General Manager



Please enclose the below:

**MANDATORY ANNEXURES**

1	Updated list of names, addresses contact details and email id of debenture holders. <b><u>Enclosed as Annexure – 1</u></b>
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. <b><u>Enclosed as Annexure – 4</u></b>
	Companies Statutory Auditors Certificate certifying the following, for <b>March and September:</b> a. <b>Annual basis</b> -End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor (Refer Regulation 15 (1A)(c) of SEBI (Debenture Trustees) Regulations, 1993). <b><u>-NA</u></b> b. <b>Half yearly basis</b> - 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. <b><u>-Security Cover Certificate as per revised format is under process and will be provided separately as per applicability.</u></b>
3	<b>Quarterly Basis-</b> a. Security Cover certified by the Statutory Auditor for the quarter ended September 30, 2024 (Mandatory for Secured issuance)- <b><u>Security Cover Certificate as per revised format is under process and will be provided separately as per applicability.</u></b> b. Financial Covenant Confirmation from Statutory Auditor for the quarter ended September 30, 2024: <b><u>Declaration will be mentioned in Security Cover Certificate.</u></b> (Covenants for Secured and Unsecured issuance) c. Audited / unaudited financials (along with LRR) of the Issuer company whichever applicable. - <b><u>Financial Statements for the Quarter ended on 30th September 2024 is approved by Board.</u></b> d. A statement of value of pledged securities. (Refer SEBI Master Circular dated May 16, 2024) <b><u>-NA</u></b> e. A statement of value for the Debt Service Reserve Account or any other form of security offered. (Refer SEBI Master Circular dated May 16, 2024) <b><u>Enclosed as Annexure – 2</u></b>
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. <b><u>-NA</u></b>
5	Report of the Lead Bank regarding (Applicable for public issue) (Refer Regulation 15(1A) of DT Regulations, 1993) <b><u>-NA</u></b> 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



  
(Sachin Goel)  
Chief General Manager

	securities, proceedings of meetings of debenture holders, advertisement issued in the media (Refer Regulation 56 of SEBI (LODR) Regulations, 2015) <b>-Already provided from time to time.</b>
7	Letter issued by Credit Rating agency for revised credit rating during the quarter. <b>-Latest Credit Rating enclosed as Annexure-5</b>
8	<b>Half yearly Basis</b> -Net worth certificate of guarantor (secured by way of personal guarantee), as applicable. (Refer SEBI Master Circular dated May16, 2024) <b>-NA</b>
9	<b>Annual Basis</b> - 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) <b>-NA</b>
10	<b>Annual Basis</b> -Valuation report (Registered Valuer) and title search report for the immovable/movable assets, as applicable. (Refer SEBI Master Circular dated May16, 2024) <b>-NA</b>

<p><b>Contact Details:</b></p> <p>a) Name of Authorized Signatory- <b>Sachin Goel</b></p> <p>b) Email Address-<a href="mailto:companysecretary@uppcl.org">companysecretary@uppcl.org</a></p> <p>c) Contact Numbers- <b>9650999546, 9193330007</b></p> <p>d) Name, Address and Email id of R&amp;T Agent-<b>RCMC, Share Registry Private Limited, B-16, Sector-2, Noida-201301, <a href="mailto:rdua@rcmedelhi.com">rdua@rcmedelhi.com</a></b></p> <p>e) Name, Address and Email id of the Credit Rating Agency-</p> <p><b>Brickwork Ratings India Pvt. Ltd</b>  <b>C-502, Business Square,151, Andheri Kurla</b>  <b>Road, Opposite: Apple Heritage Building,</b>  <b>Chakala, Andheri (East), Mumbai 400093</b>  <b><a href="mailto:Kn.suvarna@brickworkratings.com">Kn.suvarna@brickworkratings.com</a></b></p> <p><b>India Ratings &amp; Research- A fitch Group</b>  <b>Company 601-609, Prakashdeep Building 7,</b>  <b>Tolstoy Marg New Delhi,110001 India</b>  <b><a href="mailto:Bijoy.thomas@indiaratings.co.in">Bijoy.thomas@indiaratings.co.in</a></b></p>
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For U. P. Power Corporation Limited



Name: Sachin Goel

Designation: Compliance Officer

Date: November 13, 2024

Enclosed: As above



(सचिन गोयल)  
मुख्य महाप्रबंधक (वित्त)  
उपप्रबंधकालि