



U. P. Power Corporation Limited.

(A Government of UP undertaking)
CIN:U32201UP1999SGC024928



Registered address: Shakti Bhawan, 14 Ashok Marg, Lucknow-226001
Phone No. 0522-2286618, Email: companysecretary@uppcl.org

No.34 /UPPCL/CS/2025

Dated: January 21, 2025

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

Scrip Code: 955766

Sub: Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015, for the quarter ended on December 31, 2024.

Respected Sir/Madam,

It is submitted that, pursuant to Regulation 27(2) of SEBI (LODR) Regulations 2015, please find enclosed herewith Corporate Governance Report of the Company for the quarter ended on December 31, 2024.

Please take the same on record.

Thanking You,

For U. P. Power Corporation Limited

SACHI Digitally signed
by SACHIN GOEL
N GOEL Date: 2025.01.21
17:12:44 +05'30'

Sachin Goel
Compliance Officer & CGM (Finance & Accounts)

Encl: As above

General information about company	
Scrip code	955766
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE540P07335
Name of the entity	U. P. Power Corporation Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	31-12-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

(Sachin Goel)
Chief General Manager

For U.P. Power Corporation Ltd.

Authorised Signatory

(Sachin Goel)
Chief General Manager

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors


Disclosure of notes on composition of board of directors explanatory


Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	ASHISH KUMAR GOEL	AAYPG7239D	03047610	Executive Director	Chairperson		12-02-1973
2	Mr	PANKAJ KUMAR	AKSPK0768R	08095154	Executive Director	Not Applicable	MD	10-09-1979
3	Mr	RANVIR PRASAD	AHVPP5003A	06684884	Non-Executive - Nominee Director	Not Applicable		05-02-1978
4	Mr	NEEL RATAN KUMAR	ADMPK0058M	03616458	Non-Executive - Nominee Director	Not Applicable		09-09-1964
5	Mr	NIDHI KUMAR NARANG	AAAPN1610P	03473420	Executive Director	Not Applicable		18-02-1962
6	Mr	KAMALESH BAHADUR SINGH	AHHP6274L	09642954	Executive Director	Not Applicable		19-05-1963
7	Mr	SOURAJIT GHOSH	AAZPG9986A	09642955	Executive Director	Not Applicable		02-07-1963
8	Mr	ANUPAM SHUKLA	FWMPS9756Q	09659225	Non-Executive - Nominee Director	Not Applicable		11-11-1986
9	Mrs	MALA SRIVASTAVA	ZZZZZ9999Z	99999999	Non-Executive - Nominee Director	Not Applicable		26-08-1980
10	Mr	ABHISHEK SINGH	BUAPS8966A	10271109	Non-Executive - Nominee Director	Not Applicable		02-02-1983
11	Mr	SANDEEP KUMAR	AASPK2926A	08529035	Non-Executive - Nominee Director	Not Applicable		20-03-1966
12	Mr	RAJ KUMAR MALHOTRA	AACPM8146P	09520699	Non-Executive - Nominee Director	Not Applicable		24-03-1966
13	Mr	RAMESHWER PRASAD VAISHNAW	AAJPV4191J	01868883	Non-Executive - Nominee Director	Not Applicable		10-06-1965
14	Mr	GYANENDRA DHAR DWIVEDI	ABYPD7083P	10393079	Executive Director	Not Applicable		09-11-1964

For U.P. Power Corporation Ltd.


Authorised Signatory


(Sachin Goel)
Chief General Manager

I. Composition of Board of Directors

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


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


For U.P. Power Corporation Ltd.



Authorised Signatory


(Sachin Goel)
Chief General Manager

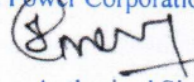

(Sachin Goel)
Chief General Manager

For U.P. Power Corporation Ltd.

Authorised Signatory

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		27-07-2023				1	0	0	0			
2	NA		10-03-2021				1	0	2	0			
3	NA		04-03-2024				1	0	2	2			
4	NA		16-04-2013				1	0	2	0			
5	NA		01-06-2022				1	0	2	0			
6	NA		18-06-2022				1	0	0	0			
7	NA		18-06-2022				1	0	0	0			
8	NA		10-08-2022				1	0	0	0			
9	NA		09-08-2024				1	0	0	0		Textual Information(1)	Textual Information(2)
10	NA		03-05-2023				1	0	1	0			
11	NA		21-02-2024		05-11-2024		1	0	0	0	Others		
12	NA		05-11-2024				1	0	0	0			
13	NA		16-06-2023				1	0	0	0			
14	NA		11-10-2023				1	0	0	0			

For U.P. Power Corporation Ltd.

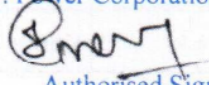

Authorised Signatory



(Sachin Goel)
Chief General Manager

Text Block	
Textual Information(1)	DIN Allotment is under Process.
Textual Information(2)	DIN Allotment is under Process.

For U.P. Power Corporation Ltd.



Authorised Signatory



(Sachin Goel)
Chief General Manager

(Sachin Goel)
Chief General Manager


For U.P. Power Corporation Ltd.
Authorised Signatory

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06684884	RANVIR PRASAD	Non-Executive - Nominee Director	Chairperson	04-03-2024		
2	08095154	PANKAJ KUMAR	Executive Director	Member	10-03-2021		
3	03616458	NEEL RATAN KUMAR	Non-Executive - Nominee Director	Member	16-04-2013		
4	03473420	NIDHI KUMAR NARANG	Executive Director	Member	01-06-2022		
5	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		

For U.P. Power Corporation Ltd.



Authorised Signatory


(Sachin Goel)
Chief General Manager

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

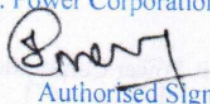
For U.P. Power Corporation Ltd.


Authorised Signatory


(Sachin Goel)
Chief General Manager

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06684884	RANVIR PRASAD	Non-Executive - Nominee Director	Chairperson	04-03-2024		
2	08095154	PANKAJ KUMAR	Executive Director	Member	10-03-2021		
3	03473420	NIDHI KUMAR NARANG	Executive Director	Member	01-06-2022		
4	03616458	NEEL RATAN KUMAR	Non-Executive - Nominee Director	Member	16-04-2013		

For U.P. Power Corporation Ltd.


Authorised Signatory


(Sachin Goel)
Chief General Manager

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08095154	PANKAJ KUMAR	Executive Director	Chairperson	10-03-2021		
2	03473420	NIDHI KUMAR NARANG	Executive Director	Member	01-06-2022		
3	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		
4	10393079	GYANENDRA DHAR DWIVEDI	Executive Director	Member	11-10-2023		

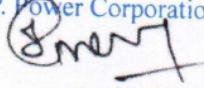
For U.P. Power Corporation Ltd.

Authorised Signatory


 (Sachin Goel)
 Chief General Manager

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08095154	PANKAJ KUMAR	Executive Director	Chairperson	10-03-2021		
2	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		
3	10393079	GYANENDRA DHAR DWIVEDI	Executive Director	Member	11-10-2023		

For U.P. Power Corporation Ltd.



Authorised Signatory




(Sachin Goel)
Chief General Manager

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

For U.P. Power Corporation Ltd.

 Authorised Signatory


 (Sachin Goel)
 Chief General Manager


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U.P. Power Corporation Ltd.
 Authorised Signatory

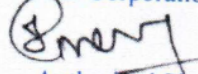
Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)					
1	09-08-2024				Yes	13	8	0
2	22-08-2024		12		Yes	13	7	0
3	24-09-2024		32		Yes	13	7	0
4		05-11-2024	41		Yes	13	7	0
5		11-11-2024	5		Yes	13	8	0
6		05-12-2024	23		Yes	13	10	0
7		17-12-2024	11		Yes	13	9	0

For U.P. Power Corporation Ltd.


 Authorised Signatory


 (Sachin Goel)
 Chief General Manager

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	09-08-2024				Yes	5	4	0	0
2	Audit Committee	24-09-2024	45			Yes	5	4	0	0
3	Audit Committee	11-11-2024	47			Yes	5	4	0	0
4	Risk Management Committee	09-08-2024				Yes	4	3	0	0

For U.P. Power Corporation Ltd.

Authorised Signatory



 (Sachin Goel)
 Chief General Manager

Annexure 1

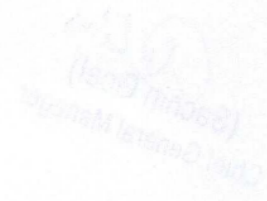
V. Related Party Transactions

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

For U.P. Power Corporation Ltd.


Authorised Signatory


(Sachin Goel)
Chief General Manager


(Sachin Goel)
Chief General Manager

Annexure 1

VI. Affirmations

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

For U.P. Power Corporation Ltd.



Authorised Signatory


(Sachin Goel)
Chief General Manager

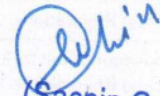
Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	SACHIN GOEL
2	Designation	Compliance Officer

For U.P. Power Corporation Ltd.



Authorised Signatory



(Sachin Goel)
Chief General Manager

Text Block


Textual Information(1)

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

For U.P. Power Corporation Ltd.

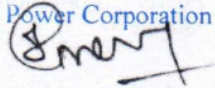
Authorised Signatory


(Sachin Goel)
Chief General Manager


(Sachin Goel)
Chief General Manager

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

For U.P. Power Corporation Ltd.



Authorised Signatory



(Sachin Goel)
Chief General Manager

Signatory Details	
Name of signatory	SACHIN GOEL
Designation of person	Compliance Officer
Place	LUCKNOW
Date	21-01-2025

Power Corporation Ltd.


Authorised Signatory


(Sachin Goel)
Chief General Manager