



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. 157 /UPPCL/CS/2025

Dated: April 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 March 31, 2025.

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 March 31, 2025.

Please take the same on record.

Thanking You,

For U. P. Power Corporation Limited

SACHI Digitally signed
by SACHIN GOEL
N GOEL Date: 2025.04.21
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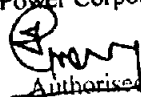
Sachin Goel


Compliance Officer & CGM (Finance & Accounts)

Encl: As above

General information about company	
Scrip code	957810
NSE Symbol	NOT LISTED
MSEI Symbol	NOT LISTED
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	Yearly
Date of Report	31-03-2025
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

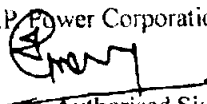
For U.P. Power Corporation Ltd.



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 / Mrs)	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	RUPESH KUMAR	AQDPK7835J	06802972	Non-Executive - Nominee Director	Not Applicable		02-07-1978
5	Mr	NEEL RATAN KUMAR	ADMPK0058M	03616458	Non-Executive - Nominee Director	Not Applicable		09-09-1964
6	Mr	NIDHI KUMAR NARANG	AAAPN1610P	03473420	Executive Director	Not Applicable		18-02-1962
7	Mr	KAMALESH BAHADUR SINGH	AHHPS6274L	09642954	Executive Director	Not Applicable		19-05-1963
8	Mr	SOURAJIT GHOSH	AAZPG9986A	09642955	Executive Director	Not Applicable		02-07-1963
9	Mr	ANUPAM SHUKLA	FWWPS9756Q	09659225	Non-Executive - Nominee Director	Not Applicable		11-11-1986
10	Mrs	MALA SRIVASTAVA	ZZZZZ9999Z	99999999	Non-Executive - Nominee Director	Not Applicable		26-08-1980
11	Mrs	NEHA JAIN	AIXPJ6646I	10338350	Non-Executive - Nominee Director	Not Applicable		24-07-1987
12	Mr	ABHISHEK SINGH	BUAPS8966A	10271109	Non-Executive - Nominee Director	Not Applicable		02-02-1983
13	Mr	RAJ KUMAR MALHOTRA	AACTPM8146P	09520699	Non-Executive - Nominee Director	Not Applicable		24-02-1966
14	Mr	RAMESHWER PRASAD VAISINAW	AAJPV4191J	01868883	Non-Executive - Nominee Director	Not Applicable		10-06-1965
15	Mr	PRABHAT KUMAR SINGH	ASQPS1581E	07125959	Non-Executive - Nominee Director	Not Applicable		19-05-1972
16	Mr	GYANENDRA DHAR DWIVEDI	AHYPI07083P	10393079	Executive Director	Not Applicable		09-11-1964

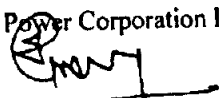
For U.P. Power Corporation Ltd.



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
15	No				Active
16	No				Active

For U.P. Power Corporation Ltd.


Authorised Signatory


(Sachin Goel)
Chief General Manager

I. Composition of Board of Directors

Sl	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		13-02-2025		1	0	2	2	Others		
4	NA		13-02-2025				1	0	2	2			
5	NA		16-04-2013				1	0	2	0			
6	NA		01-06-2022				1	0	2	0			
7	NA		18-06-2022				1	0	0	0			
8	NA		18-06-2022				1	0	0	0			
9	NA		10-08-2022				1	0	0	0			
10	NA		09-08-2024		13-02-2025		1	0	0	0	Others	Textual Information(1)	Textual Information(2)
11	NA		13-02-2025				1	0	0	0			
12	NA		03-05-2023				1	0	1	0			
13	NA		05-11-2024				1	0	0	0			
14	NA		16-06-2023		13-02-2025		1	0	0	0	Others		
15	NA		13-02-2025				1	0	0	0			
16	NA		11-10-2023				1	0	0	0			

For U.P. Power Corporation Ltd.

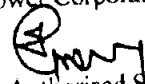
Authorised Signatory

(Signature)

(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.

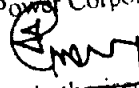

Authorized Signatory




(Sachin Goel)
 Chief General Manager

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	13-02-2025	
2	06802972	RUPESH KUMAR	Non-Executive - Nominee Director	Chairperson	13-02-2025		
3	08095154	PANKAJ KUMAR	Executive Director	Member	10-03-2021		
4	03616458	NEEL RATAN KUMAR	Non-Executive - Nominee Director	Member	16-04-2013		
5	03473420	NIDHI KUMAR NARANG	Executive Director	Member	01-06-2022		
6	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		

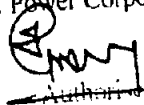
For U.P. Power Corporation Ltd.



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	13-02-2025	
2	06802972	RUPESH KUMAR	Non-Executive - Nominee Director	Chairperson	13-02-2025		
3	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		
4	03616458	NEEL RATAN KUMAR	Non-Executive - Nominee Director	Member	16-04-2013		

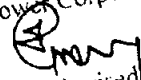
For U.P. Power Corporation Ltd.



Authorized 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	13-02-2025	
2	06802972	RUPESH KUMAR	Non-Executive - Nominee Director	Chairperson	13-02-2025		
3	08095154	PANKAJ KUMAR	Executive Director	Member	10-03-2021		
4	03616458	NEEL RATAN KUMAR	Non-Executive - Nominee Director	Member	16-01-2013		
5	03473420	NIDHI KUMAR NARANG	Executive Director	Member	01-06-2022		

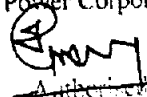
For U.P. Power Corporation Ltd.


 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		

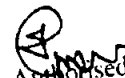
For U.P. Power Corporation Ltd.



Authorized 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 DITAR 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

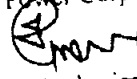
For U.P. Power Corporation Ltd.



Authorised Signatory


 (Sachin Goel)
 Chief General Manager

Annexure I								
Annexure I								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory			Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	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						
1	05-11-2024				Yes	13	7	0
2	11-11-2024		5		Yes	13	8	0
3	05-12-2024		23		Yes	13	10	0
4	17-12-2024		11		Yes	13	9	0
5		13-02-2025	57		Yes	13	10	0
6		24-03-2025	38		Yes	13	10	0

For U.P. Power Corporation Ltd.


Authorised Signatory

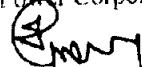

(Sachin Goel)
Chief General Manager


Annexure 1

IV. Meeting of Committees

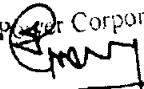
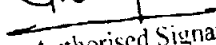
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether 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	11-11-2024				Yes	5	4	0	0
2	Audit Committee	13-02-2025	93			Yes	5	4	0	0
3	Risk Management Committee	09-08-2024				Yes	4	3	0	0
4	Risk Management Committee	13-02-2025				Yes	4	3	0	0

For U.P. Power Corporation Ltd.


Authorized Signatory


(Sachin Goel)
Chief General Manager

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

For U.P.  Corporation Ltd.

 Authorised Signatory

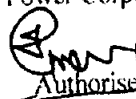

 (Sachin Goel)
 Chief General Manager


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)

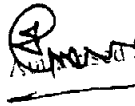
For U.P. Power Corporation Ltd.



Authorised Signatory


(Sachin Goel)
Chief General Manager

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

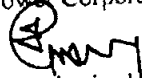
For U.P. Power Corporation Ltd.


 Signatory


 (Sachin Goel)
 Chief General Manager

Text Block	
Textual Information(1)	<p>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. As per Explanation inserted in Regulation 16 by SEBI (LODR) (Fifth Amendment) Regulations, 2021, in case of HVDL entity Non Executive Directors shall be treated as Independent Director. However, the Company has also submitted representations to the Government of Uttar Pradesh to nominate/appoint Independent Directors on the Board of the Company. The same is under process at the level of Government of Uttar Pradesh.</p>

For U.P. Power Corporation Ltd.


 Authorised Signatory


 (Sachin Goel)
 Chief General Manager

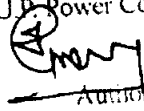
Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.uppel.org/uppel/en/page/introduction
2	Terms and conditions of appointment of independent directors	Yes		As the company is a Uttar Pradesh State Government Company (State PSU) therefore all the Directors including Independent Directors are appointed by the Government of Uttar Pradesh. The regulations has been recently made applicable on the Company and it has already submitted representations to the Government of Uttar Pradesh to nominate/appoint Independent Directors on the Board of the Company. The same is under process at the level of Government of Uttar Pradesh.
3	Composition of various committees of board of directors	Yes		https://uppel.org/uppel/en/page/disclosures-under-regulation-62-of-sebi
4	Code of conduct of board of directors and senior management personnel	Yes		https://uppel.org/uppel/en/page/disclosures-under-regulation-62-of-sebi
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://uppel.org/uppel/en/page/disclosures-under-regulation-62-of-sebi
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		https://uppel.org/uppel/en/page/disclosures-under-regulation-62-of-sebi
8	Policy for determining "material" subsidiaries	Yes		https://uppel.org/uppel/en/page/policies
9	Details of familiarization programmes imparted to independent directors	Yes		As the company is a Uttar Pradesh State Government Company (State PSU) therefore all the Directors including Independent Directors are appointed by the Government of Uttar Pradesh. The regulations has been recently made applicable on the Company and it has already submitted representations to the Government of Uttar Pradesh to nominate/appoint Independent Directors on the Board of the Company. The same is under process at the level of Government of Uttar Pradesh.
10	Email address for grievance redressal and other relevant details	Yes		https://uppel.org/uppel/en/page/disclosures-under-regulation-62-of-sebi
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://uppel.org/uppel/en/page/disclosures-under-regulation-62-of-sebi
12	Financial results	Yes		https://www.uppel.org/uppel/en/page/information-as-required-under-regulation-511-2
13	Shareholding pattern	Yes		https://uppel.org/uppel/en/page/disclosures-under-regulation-62-of-sebi

For U.P. Power Corporation Ltd.

(Sachin Goyal)

14	Details of agreements entered into with the media companies and/or their associates	NA		
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For U.P. Power Corporation Ltd.



Authorized Signatory



(Sachin Goel)
Chief General Manager

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
18	Credit rating or revision in credit rating obtained	Yes		https://uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
20	Secretarial Compliance Report	Yes		https://uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
21	Materiality Policy as per Regulation 30 (4)	NA		
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	NA		
23	Disclosures under regulation 30(8)	NA		
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://uppcl.org/uppcl/en/page/disclosures-under-regulation-62-of-sebi
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		Website updation is under process
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

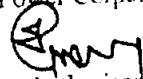
For U.P. Power Corporation Ltd.

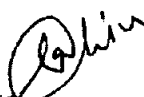
Authorised Signatory

(Sachin Goel)
Chief General Manager

Text Block	
Textual Information(1)	<p>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. As per Explanation inserted in Regulation 16 by SEBI (I.O.D.R) (Fifth Amendment) Regulations, 2021, in case of HVDL entity Non Executive Directors shall be treated as Independent Director. However, the Company has also submitted representations to the Government of Uttar Pradesh to nominate/appoint Independent Directors on the Board of the Company. The same is under process at the level of Government of Uttar Pradesh.</p> <p>2) Updation of website is under process.</p>

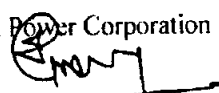
For U.P. Power Corporation Ltd.



Authorized Signatory


(Sachin Goel)
Chief General Manager

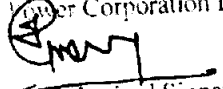
Annexure II				
II. Annual Affirmations				
Sl	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)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


For U.P. Power Corporation Ltd.


Authorised Signatory


(Sachin Goel)
Chief General Manager

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

Power Corporation Ltd.

 Authorised Signatory

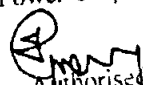

 (Sachin Goel)
 Chief General Manager

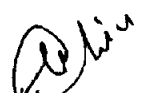
Annexure II

II. Annual Affirmations

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

For U.P. Power Corporation Ltd.

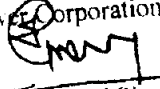

Authorised Signatory

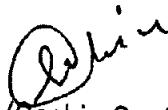

(Sachin Goel)
Chief General Manager

Annexure II

II. Annual Affirmations

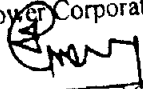
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure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


For U.P. Power Corporation Ltd.

 Authorised Signatory


 (Sachin Goel)
 Chief General Manager

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

For U.P. Power Corporation Ltd.


Authorised Signatory


(Sachin Goel)
Chief General Manager

Text Block	
Textual Information(1)	<p>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. As per Explanation inserted in Regulation 16 by SEBI (LODR) (Fifth Amendment) Regulations, 2021, in case of HVDI, entity Non Executive Directors shall be treated as Independent Director. However, the Company has also submitted representations to the Government of Uttar Pradesh to nominate/appoint Independent Directors on the Board of the Company. The same is under process at the level of Government of Uttar Pradesh.</p> <p>Entity is having total 24 Number of ISINs for which required information is submitted with BSE but for the vary purpose to validate the Utility only, One ISIN is Post above , the list of other ISINs are as under: INE540P07335</p>
	<p>INE540P07343</p> <p>INE540P07350</p> <p>INE540P07251</p> <p>INE540P07269</p> <p>INE540P07244</p> <p>INE540P07095</p> <p>INE540P07103</p> <p>INE540P07178</p> <p>INE540P07376</p> <p>INE540P07384</p> <p>INE540P07392</p> <p>INE540P07400</p> <p>INE540P07418</p> <p>INE540P07426</p> <p>INE540P07434</p> <p>INE540P07459</p> <p>INE540P07467</p> <p>INE540P07475</p> <p>INE540P07483</p> <p>INE540P07491</p> <p>INE540P07509</p> <p>INE540P07517</p>

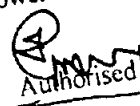
For U.P. Paper Corporation Ltd.


 Authorised Signatory


 (Sachin Goel)
 Chief General Manager

Annexure II		
1	Name of signatory	SACHIN GOEL
2	Designation	Compliance Officer

For U.P. Power Corporation Ltd.


Authorised Signatory



 (Sachin Goel)
 Chief General Manager

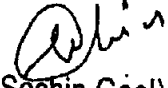
Annexure II

III. Affirmations

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

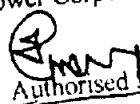
For U.P. Power Corporation Ltd.



Authorized Signatory


(Sachin Goel)
Chief General Manager

Annexure II		
1	Name of signatory	SACHIN GOEL
2	Designation	Compliance Officer

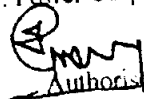
For U.P. Power Corporation Ltd.



Authorised Signatory


 (Sachin Goel)
 Chief General Manager

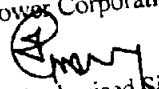
Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	


U.P. Power Corporation Ltd.


Authorised Signatory


(Sachin Goel)
Chief General Manager

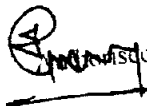
Text Block	
Textual Information(1)	No Loans/Guarantee given by the Listed entity to the person(s) mentioned in the table


For U.P. Power Corporation Ltd.

 Authorised Signatory


 (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

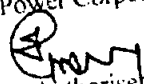
For U.P. Power Corporation Ltd.


Authorized Signatory


(Sachin Goel)
Chief General Manager

Signatory Details	
Name of signatory	SACHIN GOEL
Designation of person	Compliance Officer
Place	LUCKNOW
Date	21-04-2025

For U.P. Power Corporation Ltd.


Authorised Signatory


(Sachin Goel)
Chief General Manager