

**Form No. MGT-7**

Form language

 English  Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form

**I REGISTRATION AND OTHER DETAILS**

i \*Corporate Identity Number (CIN)

U32201UP1999SGC024928

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	U. P. POWER CORPORATION LIMITED	U. P. POWER CORPORATION LIMITED
Registered office address	SHAKTI BHAWANASHOK MARG LUCKNOW,NA,UTTAR PRADESH,Uttar Pradesh,India,226001	SHAKTI BHAWANASHOK MARG LUCKNOW,NA,UTTAR PRADESH,Uttar Pradesh,India,226001
Latitude details	26.850863874308896	26.850863874308896
Longitude details	80.94908220708749	80.94908220708749

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

Photo of Ro.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*9D

(c) \*e-mail ID of the company

\*\*\*\*\*t.uppcl@gmail.com

(d) \*Telephone number with STD code

05\*\*\*\*\*18

(e) Website

www.upenergy.in

iv \*Date of Incorporation (DD/MM/YYYY)

30/11/1999

v (a) \*Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) \*Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

State government company

vi \*Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

2

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67120DL1993PTC052486	BEETAL FINANCIAL AND COMPUTER SERVICES PRIVATE LIMITED	99,MADANGIR, B/4, LOCAL SHOPPING CENTRE, NEAR DADA HARSUKH DAS MANDIR, NA, NEW DELHI, Delhi, India, 110062	
U67120DL1950PTC001854	RCMC SHARE REGISTRY PRIVATE LIMITED	B-25/1, OKHLA INDUSTRIAL AREA PHASE II, NA, NEW DELHI, South Delhi, Delhi, India, 110020	

ix \* (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

30/12/2025

(c) Due date of AGM (DD/MM/YYYY)

30/12/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	35	Electric power generation, transmission and distribution	100

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U31200UP2003SGC027459		MADHYANCHAL VIDYUT VITRAN NIGAM LIMITED	Subsidiary	100
2	U31200UP2003SGC027460		DAKSHINANCHAL VIDYUT VITRAN NIGAM LIMITED	Subsidiary	100
3	U31200UP2003SGC027461		PURVANCHAL VIDYUT VITRAN NIGAM LIMITED	Subsidiary	100
4	U31200UP2003SGC027458		PASHCHIMANCHAL VIDYUT VITRAN NIGAM LIMITED	Subsidiary	100

5	U40105UP1999SGC024626		KANPUR ELECTRICITY SUPPLY COMPANY LIMITED	Subsidiary	100
6	U35109UP2024SGC203459		UP RENEWABLE & EV INFRASTRUCTURE LIMITED	Subsidiary	100

#### IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### i SHARE CAPITAL

##### (a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	2000000000	1462385128	1462385128	1462385128
Total amount of equity shares (in rupees)	2000000000000.00	1462385128000.00	1462385128000.00	1462385128000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	2000000000	1462385128	1462385128	1462385128
Nominal value per share (in rupees)	1000	1000	1000	1000
Total amount of equity shares (in rupees )	2000000000000.00	1462385128000.00	1462385128000.00	1462385128000.00

##### (b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares				
Total amount of preference shares (in rupees)				

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees )				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	1292720595	0	1292720595.00	129272059500	129272059500	
<b>Increase during the year</b>	169664533.00	0.00	169664533.00	169664533000.00	169664533000.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	169664533	0	169664533.00	169664533000	169664533000	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
<b>At the end of the year</b>	1462385128.0 0	0.00	1462385128.0 0	14623851280 00.00	14623851280 00.00	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

000000000000

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

\*Number of classes

9

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Secured	15876	916666.67	14553000052.92
Secured	9970	1000000	9970000000.00
Secured	19380	1000000	19380000000.00
Secured	18600	1000000	18600000000.00
Secured	34573	1000000	34573000000.00
Secured	30520	1000000	30520000000.00
Unsecured	29949	58332.99	1747014717.51

Unsecured	537682	65000	34949330000.00
Unsecured	469998	65000	30549870000.00
<b>Total</b>	1166558.00	6104999.66	194842214770.43

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Secured	27900000000	0	9300000000	18600000000.00
Secured	14955000000	0	4985000000	9970000000.00
Secured	19845000000	0	5292000000	14553000000.00
Secured	25840000000	0	6460000000	19380000000.00
Secured	39512000000	0	4939000000	34573000000.00
Secured	34880000000	0	4360000000	30520000000.00
Unsecured	40326150000	0	5376820000	34949330000.00
Unsecured	35249850000	0	4699980000	30549870000.00
Unsecured	1996589918	0	249575198	1747014720.00
<b>Total</b>	240504589918.00	0.00	45662375198.00	194842214720.00

**(b) Partly convertible debentures**

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year

<b>Total</b>				
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**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	240504589918.00	0.00	45662375198.00	194842214720.00
Partly convertible debentures				
Fully convertible debentures				
<b>Total</b>	240504589918.00	0.00	45662375198.00	194842214720.00

**v Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	0.00		0.00		0.00

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

799361669260.69

ii \* Net worth of the Company

170856449925.27

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	7	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	1462385121	100.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	1462385128.00	100.00	0.00	0.00

Total number of shareholders (promoters)

**B Public/Other than promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00

9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	<b>Total</b>	0.00	0.00	0.00	0.00

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	7
3	Individual - Transgender	0
4	Other than individuals	1
	<b>Total</b>	8.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

#### VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	8	8
Members (other than promoters)	0	0
Debenture holders	28581	26077

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	7	0	7	0	0	0
<b>B Non-Promoter</b>	0	0	0	0	0.00	0.00
i Non-Independent	0	0	0	0	0	0
ii Independent	0	0	0	0	0	0
<b>C Nominee Directors representing</b>	0	7	0	6	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	7	0	6	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
<b>Total</b>	7	7	7	6	0.00	0.00

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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### B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ASHISH GOEL	03047610	Whole-time director	1	
PANKAJ KUMAR	08095154	Managing Director	1	
ANUPAM SHUKLA	09659225	Nominee Director	0	
RUPESH KUMAR	06802972	Nominee Director	0	

NEHA JAIN	10338350	Nominee Director	0	
NEEL RATAN KUMAR	03616458	Nominee Director	0	
ABHISHEK SINGH	10271109	Nominee Director	0	
RAJ KUMAR MALHOTRA	09520699	Nominee Director	0	
PRABHAT KUMAR SINGH	07125959	Nominee Director	0	
NIDHI KUMAR NARANG	03473420	Whole-time director	1	
KAMALESH BAHADUR SINGH	09642954	Whole-time director	1	
SOURAJIT GHOSH	09642955	Whole-time director	0	
GYANENDRA DHAR DWIVEDI	10393079	Whole-time director	1	

**B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year**

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
RANVIR PRASAD	06684884	Nominee Director	07/01/2025	Cessation
RUPESH KUMAR	06802972	Nominee Director	07/01/2025	Appointment
NEHA JAIN	10338350	Nominee Director	13/02/2025	Appointment
RAJ KUMAR MALHOTRA	09520699	Nominee Director	05/11/2024	Appointment
PRABHAT KUMAR SINGH	07125959	Nominee Director	13/02/2025	Appointment
AMIT KUMAR SRIVASTAVA	09617008	Nominee Director	30/06/2024	Cessation
SANDEEP KUMAR	08529035	Nominee Director	05/11/2024	Cessation
PRITI ARORA	AVLPA5673R	Company Secretary	07/06/2024	Appointment
PRITI ARORA	AVLPA5673R	Company Secretary	03/10/2024	Cessation
RAMESHWER PRASAD VAISHNAW	01868883	Nominee Director	13/02/2025	Cessation

**IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

\*Number of meetings held

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2024	7	7	100
Adjourned Annual General Meeting	13/11/2024	7	7	100

**B BOARD MEETINGS**

\*Number of meetings held

12

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/05/2024	15	8	53.33
2	21/06/2024	15	9	60.00
3	26/06/2024	14	8	57.14
4	09/08/2024	13	8	61.54
5	22/08/2024	13	7	53.85
6	24/09/2024	13	7	53.85
7	05/11/2024	13	7	53.85
8	11/11/2024	13	8	61.54
9	05/12/2024	13	10	76.92

10	17/12/2024	13	9	69.23
11	13/02/2025	13	10	76.92
12	24/03/2025	13	10	76.92

### C COMMITTEE MEETINGS

Number of meetings held

7

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	26/06/2024	5	3	60.00
2	Audit Committee Meeting	09/08/2024	5	4	80.00
3	Audit Committee Meeting	24/09/2024	5	4	80.00
4	Audit Committee Meeting	11/11/2024	5	4	80.00
5	Audit Committee Meeting	13/02/2025	5	3	60.00
6	Risk Management Committee Meeting	09/08/2024	4	3	75.00
7	Risk Management Committee Meeting	13/02/2025	4	3	75.00

### D ATTENDANCE OF DIRECTORS

S.No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								30/12/2025 (Y/N/NA)
1	ASHISH GOEL	12	12	100.00	0	0	0.00	Yes
2	PANKAJ KUMAR	12	12	100.00	07	07	100.00	No

3	ANUPAM SHUKLA	12	07	58.33	0	0	0.00	No
4	RUPESH KUMAR	02	02	100.00	01	01	100.00	No
5	NEHA JAIN	02	02	100.00	0	0	0.00	No
6	NEEL RATAN KUMAR	12	03	25.00	05	03	60.00	No
7	ABHISHEK SINGH	12	01	8.33	04	01	25.00	No
8	RAJ KUMAR MALHOTRA	05	02	40.00	0	0	0.00	No
9	PRABHAT KUMAR SINGH	02	01	50.00	0	0	0.00	No
10	NIDHI KUMAR NARANG	12	12	100.00	07	07	100.00	No
11	KAMALESH BAHADUR SINGH	12	12	100.00	0	0	0.00	No
12	SOURAJIT GHOSH	12	12	100.00	0	00	0.00	No
13	GYANENDRA DHAR DWIVEDI	12	10	83.33	02	02	100.00	Yes

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Shri Pankaj Kumar	Managing director	3200000	0	0	0	3200000.00
	<b>Total</b>		3200000.00	0.00	0.00	0.00	3200000.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Priti Arora	Company Secretary	900000	0	0	0	900000.00
2	Nitin Nijhawan	CFO	3000000	0	0	0	3000000.00
	<b>Total</b>		3900000.00	0.00	0.00	0.00	3900000.00

C \*Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Dr. Ashish Kumar Goel	Director	4800000	0	0	0	4800000.00
2	Shri Nidhi Kumar Narang	Director	4900000	0	0	0	4900000.00
3	Shri Amit Kumar Srivastava	Nominee director	1100000	0	0	0	1100000.00
4	Shri Kamalesh Bahadur Singh	Director	4500000	0	0	0	4500000.00
5	Shri Sourajit Ghosh	Director	4500000	0	0	0	4500000.00
6	Shri Gyanendra Dhar Dwivedi	Director	7700000	0	0	0	7700000.00
	<b>Total</b>		27500000.00	0.00	0.00	0.00	27500000.00

**XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

**XII PENALTY AND PUNISHMENT – DETAILS THEREOF**

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/  
DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B \*DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

### XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

8

### XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or  
Debenture holder.xlsm

(b) Optional Attachment(s), if any

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GNL-1\_Approval  
Letter\_AB7319414.pdf

### XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

U. P. POWER  
CORPORATION LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**To be digitally signed by**

Name

Sukhmendra Kumar

Date (DD/MM/YYYY)

25/02/2026

Place

Lucknow

Whether associate or fellow:

Associate  Fellow

Certificate of practice number

2\*7\*7

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\* (a) DIN/PAN/Membership number of Designated Person

10393079

\* (b) Name of the Designated Person

GYANENDRA DHAR DWIVEDI

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\* 121 dated\* (DD/MM/YYYY) 18/01/2016 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

**\*To be digitally signed by**

**\*Designation**

*(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))*

Director

**\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

1\*3\*3\*7\*

**\*To be digitally signed by**

Company Secretary       Company secretary in practice

**\*Whether associate or fellow:**

Associate       Fellow

Membership number

Certificate of practice number

2\*7\*7

**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AC2460576

eForm filing date (DD/MM/YYYY)

26/02/2026

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**