



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 | Website: www.uppcl.org



No. 436 /UPPCL/CS/2025

Date: October 17, 2025

Corporate Relation Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001

Scrip Code: 955766

Sub: Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015, for the quarter/half-yearly ended on September 30, 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/half-yearly ended on September 30, 2025.

Please take the same on record.

Thanking You,

For U. P. Power Corporation Limited

Nitin Nijhawan

Chief Financial Officer & Compliance Officer, UPPCL

Encl: As above

General information about company

Scrip code	955766
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE540P07350
Name of the entity	U. P. Power Corporation Limited
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter	Half Yearly
Date of Report	30-09-2025
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

For U.P. Power Corporation Ltd.


Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

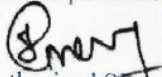
Disclosure of notes on composition of board of directors explanatory

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	RUPESH KUMAR	AQDPK7835J	06802972	Non-Executive - Nominee Director	Not Applicable		02-07-1978
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	DEEPAK RAIZADA	ACQPR5271K	11155857	Executive Director	Not Applicable		16-12-1966
7	Mr	RAJ KUMAR	AHQPK6158G	07693589	Non-Executive - Nominee Director	Not Applicable		05-12-1969
8	Mrs	NEHA JAIN	AJXPJ6646H	10338350	Non-Executive - Nominee Director	Not Applicable		24-07-1987
9	Mr	ABHISHEK SINGH	BUAPS8966A	10271109	Non-Executive - Nominee Director	Not Applicable		02-02-1983
10	Mr	RAJ KUMAR MALHOTRA	AACPM8146P	09520699	Non-Executive - Nominee Director	Not Applicable		24-03-1966
11	Mr	PRABHAT KUMAR SINGH	ASQPS1581E	07125959	Non-Executive - Nominee Director	Not Applicable		19-05-1972
12	Mr	GYANENDRA DHAR DWIVEDI	ABYPD7083P	10393079	Executive Director	Not Applicable		09-11-1964
13	Mr	PRASHANT VERMA	ACOPV3194Q	11149393	Executive Director	Not Applicable		29-04-1973
14	Mr	JOHN MATHAI	AKEPM9723A	11173270	Executive Director	Not Applicable		25-05-1966
15	Mr	SANJAY MEHROTRA	AAFPM1261B	02263323	Executive Director	Not Applicable		05-02-1965

For U.P. Power Corporation Ltd.


 Authorised Signatory

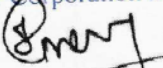

 (Nitin Nijhawan)
 Chief Financial Officer
 Uttar Pradesh Power Corporation Ltd.

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

For U.P. Power Corporation Ltd.

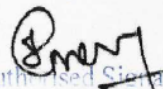

Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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		13-02-2025				1	0	2	2			
4	NA		16-04-2013				1	0	2	0			
5	NA		01-06-2022		17-08-2025		1	0	2	0	Tenure Completion		
6	NA		05-06-2025				1	0	0	0			
7	NA		22-05-2025				1	0	0	0			
8	NA		13-02-2025				1	0	0	0			
9	NA		03-05-2023				1	0	1	0			
10	NA		05-11-2024				1	0	0	0			
11	NA		13-02-2025				1	0	0	0			
12	NA		11-10-2023				1	0	0	0			
13	NA		22-04-2025				1	0	0	0			
14	NA		17-06-2025				1	0	0	0			
15	NA		19-08-2025				1	0	2	0			

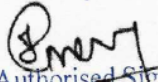
For U.P. Power Corporation Ltd.


Authorized Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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	06802972	RUPESH KUMAR	Non-Executive - Nominee Director	Chairperson	13-02-2025		
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	17-08-2025	
5	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		
6	02263323	SANJAY MEHROTRA	Executive Director	Member	19-08-2025		

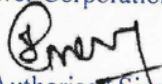
For U.P. Power Corporation Ltd.


Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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

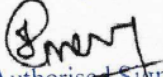
For U.P. Power Corporation Ltd.


Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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	06802972	RUPESH KUMAR	Non-Executive - Nominee Director	Chairperson	13-02-2025		
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	17-08-2025	
5	02263323	SANJAY MEHROTRA	Executive Director	Member	19-08-2025		

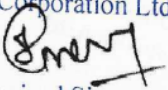
For U.P. Power Corporation Ltd.


Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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	02263323	SANJAY MEHROTRA	Executive Director	Member	19-08-2025		
3	10271109	ABHISHEK SINGH	Non-Executive - Nominee Director	Member	03-05-2023		
4	10393079	GYANENDRA DHAR DWIVEDI	Executive Director	Member	11-10-2023		
5	03473420	NIDHI KUMAR NARANG	Executive Director	Member	01-06-2022	17-08-2025	

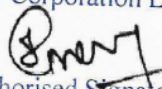
For U.P. Power Corporation Ltd.


Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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		

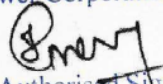
For U.P. Power Corporation Ltd.


Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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


 (Nitin Nijhawan)
 Chief Financial Officer
 Uttar Pradesh Power Corporation Ltd.

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	11-06-2025				Yes	13	11	0
2		08-08-2025	57		Yes	14	12	0
3		24-09-2025	46		Yes	14	12	0

For U.P. Power Corporation Ltd.


Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

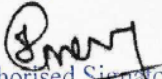
Annexure 1

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	11-06-2025				Yes	5	4	0	0
2	Audit Committee	08-08-2025	57			Yes	5	3	0	0
3	Risk Management Committee	09-08-2025				Yes	4	3	0	0

For U.P. Power Corporation Ltd.


Authorised Signatory

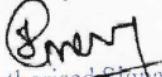

(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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 Signator


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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.

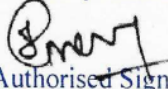

Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Nitin Nijhawan
2	Designation	Chief Financial Officer

For U.P. Power Corporation Ltd.


Authorised Signatory



(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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. 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.

For U.P. Power Corporation Ltd.

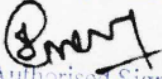

Authorised Signatory

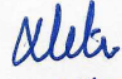

(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

Annexure III

1	Name of signatory	NITIN NIJHAWAN
2	Designation	Chief Financial Officer

For U.P. Power Corporation Ltd.

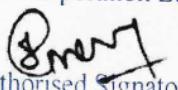

Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Pradesh Power Corporation Ltd.

Annexure III**III. Affirmations**

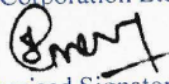
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

For U.P. Power Corporation Ltd.


Authorised Signatory
(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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

For U.P. Power Corporation Ltd.


 Authorised Signatory



(Nitin Nijhawan)
 Chief Financial Officer
 Uttar Pradesh Power Corporation Ltd.

Text Block

Textual Information(1)

U. P. Power Corporation Limited is a Government Company which is exempted to provide this disclosure.

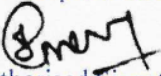
For U.P. Power Corporation Ltd.


Authorised Signatory


(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.

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

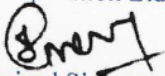

 (Nitin Nijhawan)
 Chief Financial Officer
 Uttar Pradesh Power Corporation Ltd.

[Faint, illegible text, possibly a stamp or watermark]

Signatory Details

Name of signatory	Nitin Nijhawan
Designation of person	Chief Financial Officer
Place	LUCKNOW
Date	17-10-2025

For U.P. Power Corporation Ltd.


Authorised Signatory



(Nitin Nijhawan)
Chief Financial Officer
Uttar Pradesh Power Corporation Ltd.