

Approval of SRN F80797681 dated 16/11/2023

From: MCA21 Administrator (mcaadm@mca.gov.in)

To: rkshivnani@hotmail.com; cs.upcl@yahoo.in; nkguptahwr@gmail.com

Date: Saturday, 18 November, 2023 at 02:10 pm IST

Dear Sir/ Madam,

This is to inform you that the eForm MGT-7 submitted on the MCA portal in respect of vide SRN F80797681 dated 16/11/2023 has been taken on file in a straight through process.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

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H4
18/11/23

MINISTRY OF CORPORATE AFFAIRS

RECEIPT

G.A.R. 7

SRN : F80797681

Service Request Date : 16/11/2023

Payment made into : HDFC Bank

Received From :

Name : Ramesh Kumar Shivnani
Address : B-4, Om Shree Tower,
Opp. J.P. Phatak, Near Lotus Dairy, Sehkar Marg, Jaipur-M-98298-29410
Jaipur, Rajasthan
India - 302015

Entity on whose behalf money is paid

CIN: U40109UR2001SGC025867
Name : UTTARAKHAND POWER CORPORATION LIMITED
Address : VCV Gabar Singh Urja Bhawan Kanwali Road NA
Dehradun, Uttarakhand
India - 248001

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2023	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - HDFC Bank

Received Payment Rupees: Six Hundred Only

Note –The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)

FORM NO. MGT-7

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



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U40109UR2001SGC025867

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACU6007G

(ii) (a) Name of the company

UTTARAKHAND POWER CORP(

(b) Registered office address

VCV Gabar Singh Urja Bhawan Kanwali Road NA
Dehradun
Dehradun
Uttarakhand
248001

(c) *e-mail ID of the company

cs.upcl@yahoo.in

(d) *Telephone number with STD code

01353510151

(e) Website

www.upcl.org

(iii) Date of Incorporation

12/02/2001

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	State Government Company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)(viii) *Whether Annual general meeting (AGM) held Yes No(a) If yes, date of AGM (b) Due date of AGM (c) Whether any extension for AGM granted Yes No**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY***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	D1	Electric power generation, transmission and distribution	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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	20,000,000	15,299,084	15,299,084	15,299,084
Total amount of equity shares (in Rupees)	20,000,000,000	15,299,084,000	15,299,084,000	15,299,084,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	20,000,000	15,299,084	15,299,084	15,299,084
Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of equity shares (in rupees)	20,000,000,000	15,299,084,000	15,299,084,000	15,299,084,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	14,749,084	0	14749084	14,749,084	14,749,084	
Increase during the year	550,000	0	550000	550,000,000	550,000,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	550,000		550000	550,000,000	550,000,000	
Equity by Govt. of Uttarakhand, the sole shareholder						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	15,299,084	0	15299084	15,299,084	15,299,084	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

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

0

Class of shares		(i)	(ii)	(iii)
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

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		28/12/2022	
Date of registration of transfer (Date Month Year)		10/05/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	1,000
Ledger Folio of Transferor	87		
Transferor's Name	Raturi		Radha
	Surname	middle name	first name
Ledger Folio of Transferee	88		

Transferee's Name	Sundaram	Meenakshi	Rajan
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	15/11/2022
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	1,000
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Ledger Folio of Transferor	66
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Transferor's Name	Joshi	Chandra	Prakash
	Surname	middle name	first name

Ledger Folio of Transferee	89
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Transferee's Name	Singh	Kumar	Atul
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	15/11/2022
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	---------------	--

Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	1,000
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Ledger Folio of Transferor	80
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Transferor's Name	Jha		Radhika
	Surname	middle name	first name

Ledger Folio of Transferee	90
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Transferee's Name	<input type="text" value="Pandey"/>	<input type="text" value="Kumar"/>	<input type="text" value="Pankaj"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="15/11/2022"/>
--	---

Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="1,000"/>
---	--------------------------------	---	------------------------------------

Ledger Folio of Transferor	<input type="text" value="49"/>
----------------------------	---------------------------------

Transferor's Name	<input type="text" value="Negi"/>	<input type="text" value="Singh"/>	<input type="text" value="Amit"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="91"/>
----------------------------	---------------------------------

Transferee's Name	<input type="text" value="Jawalkar"/>	<input type="text"/>	<input type="text" value="Dilip"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
----------------------------	----------------------

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
----------------------------	----------------------

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of 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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

(ii) Net worth of the Company

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	15,299,084	100	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	15,299,084	100	0	0

Total number of shareholders (promoters)

11

(b) *SHARE HOLDING PATTERN - 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	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				

	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

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

11

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year		At the end of the year	
Promoters	11		11	
Members (other than promoters)	0		0	
Debenture holders	0		0	

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
A. Promoter	4	4	4	6	0	0

B. Non-Promoter	0	4	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	8	4	9	0	0

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

14

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RADHA RATURI	00978573	Nominee director	1	
AHMAD IQBAL	08990618	Nominee director	1	
RAJAN MEENAKSHI S	06809241	Nominee director	1	
ANIL KUMAR	08480709	Managing Director	1	
YOGENDRA YADAV	06909940	Nominee director	0	
AMITA JOSHI	09326396	Nominee director	1	
PRAKASH DHYANI CH	07538685	Nominee director	0	
CHANDER MOHAN VA	00143885	Director	0	
BHAGWATI PRASAD P	01393312	Director	0	
ALOK RAWAT	08563420	Director	0	
NAVEEN KUMAR GUP	08338075	Whole-time directo	0	
MADAN LAL PRASAD	09250492	Whole-time directo	0	
AJAY KUMAR AGARW	09464329	Whole-time directo	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RASHID JEELANI MAL	AJNPM2559C	Company Secretar	0	

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

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation.	Nature of change (Appointment/ Change in designation/ Cessation)
Rajan Meenakshi Sunda	06809241	Nominee director	20/04/2022	Appointment
Prakash Dhyani Chandr	07538685	Nominee director	12/09/2022	Appointment
Jagmohan Lal Bajaj	00004652	Director	07/10/2022	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	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	28/12/2022	11	8	100
EXTRAORDINARY GENER	20/03/2023	11	9	100

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2022	13	11	84.62
2	30/08/2022	13	11	84.62
3	15/11/2022	13	13	100
4	13/12/2022	13	11	84.62
5	28/12/2022	13	10	76.92
6	21/02/2023	13	9	69.23

C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	20/05/2022	3	3	100
2	Audit Committee	10/06/2022	3	3	100
3	Audit Committee	29/08/2022	3	3	100
4	Audit Committee	14/09/2022	3	3	100
5	Audit Committee	29/10/2022	2	2	100
6	Audit Committee	14/11/2022	2	2	100
7	Audit Committee	12/12/2022	3	3	100
8	Audit Committee	27/12/2022	3	3	100
9	Risk Management	29/09/2022	4	4	100
10	Risk Management	17/12/2022	4	4	100

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	
1	RADHA RATU	6	6	100	0	0	0	Yes
2	AHMAD IQBA	6	4	66.67	0	0	0	Yes
3	RAJAN MEEN	6	1	16.67	0	0	0	No
4	ANIL KUMAR	6	6	100	8	8	100	Yes
5	YOGENDRA	6	3	50	0	0	0	Yes
6	AMITA JOSHI	6	5	83.33	0	0	0	Yes
7	PRAKASH DH	4	3	75	0	0	0	No
8	CHANDER MO	6	6	100	3	3	100	Yes
9	BHAGWATI P	6	6	100	11	11	100	Yes

10	ALOK RAWAT	6	6	100	1	1	100	Yes
11	NAVEEN KUMAR	6	6	100	2	2	100	Yes
12	MADAN LAL PRASAD	6	5	83.33	2	2	100	Yes
13	AJAY KUMAR AGARWAL	6	6	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anil Kumar	Managing Director	3,296,030	0	0	0	3,296,030
2	Naveen Kumar Gupta	Whole Time Director	3,569,011	0	0	0	3,569,011
3	Madan Lal Prasad	Whole Time Director	3,778,652	0	0	0	3,778,652
4	Ajay Kumar Agarwal	Whole Time Director	3,112,786	0	0	0	3,112,786
	Total		13,756,479	0	0	0	13,756,479

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rashid Jeelani Mali	Company Secretary	3,539,176	0	0	0	3,539,176
	Total		3,539,176	0	0	0	3,539,176

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Bhagwati Prasad Patel	Independent Director	336,300	0	0	0	336,300
2	Chander Mohan Vaidya	Independent Director	177,000	0	0	0	177,000
3	Alok Rawat	Independent Director	141,600	0	0	0	141,600
	Total		654,900	0	0	0	654,900

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	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	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. 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.

Name

Shri Ramesh Kumar Shivnani

Whether associate or fellow

Associate Fellow

Certificate of practice number

6873

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 all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the 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.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Naveen
Kumar
Gupta
Digitally signed by
Naveen Kumar Gupta
Date: 2023.11.16
14:12:00 +0530

DIN of the director

To be digitally signed by

Rashid
Jeelani
Malik
Digitally signed by
Rashid Jeelani Malik
Date: 2023.11.16
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Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

Attach	Shareholders List.pdf
Attach	MGT-8-2023.pdf
Attach	Number of Meetings in FY 2022-23.pdf
Attach	

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

Number of Meetings held in Financial Year 2022-23

S. No.	Type of Meeting	Date of Meeting	Total No. of Members as on the date of the Meeting	Attendance	
				Number of Members Attended	% of Attendance
1	Board Meeting	10.05.2022	13	11	84.62
2	Board Meeting	30.08.2022	13	11	84.62
3	Board Meeting	15.11.2022	13	13	100
4	Board Meeting	13.12.2022	13	11	84.62
5	Board Meeting	28.12.2022	13	10	76.92
6	Board Meeting	21.02.2023	13	9	63.23
7	Audit Committee Meeting	20.05.2022	3	3	100
8	Audit Committee Meeting	10.06.2022	3	3	100
9	Audit Committee Meeting	29.08.2022	3	3	100
10	Audit Committee Meeting	14.09.2022	3	3	100
11	Audit Committee Meeting	29.10.2022	2	2	100
12	Audit Committee Meeting	14.11.2022	2	2	100
13	Audit Committee Meeting	12.12.2022	3	3	100
14	Audit Committee Meeting	27.12.2022	3	3	100
15	Risk Management Meeting	29.09.2022	4	4	100
16	Risk Management Meeting	17.12.2022	4	4	100
17	Independent Director Meeting	28.03.2023	3	3	100


 (R. J. Malik)

G.M.(Legal) & Co. Secy.






**RAMESH & ASSOCIATES
COMPANY SECRETARIES**

B-4, Om Shree Tower,
Near Lotus Dairy, Opp. J P Phatak
Sehkar Marg, Jaipur-302015
Mobile No: 9829829410
E-mail: csrshivnani@yahoo.in

FORM NO. MGT-8

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

{Pursuant to section 92(2) of the companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014}

We have examined the registers, records and books and papers of **UTTARAKHAND POWER CORPORATION LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on **31st March, 2023**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, 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 in respect of:
1. Its status under the Act.
 2. Maintenance of Registers/Records & making entries therein within the time prescribed therefore;
 - ***The Company has not maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company has represented that the Fixed Assets Register has been updated up to financial year 2021-22.***
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, Tribunal, Court or other authorities within the prescribed time. The Company has duly filed all the forms and returns as stated in the annual return with the ROC or other authorities within the prescribed time and /or with additional fees wherever applicable.

RAMESH
KUMAR
SHIVNANI

Digitally signed by RAMESH KUMAR SHIVNANI
DN: cn=Ramesh Kumar Shivnani, o=Ramesh & Associates, ou=Company Secretaries, postalCode=302017, st=Rajasthan, serialNumber=AFF59F9D56A3C0A5178
C398A0A2518CECF8B2E32020F8A8B9
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Date: 2023.11.07 12:10:37 +05'30'

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**RAMESH & ASSOCIATES
COMPANY SECRETARIES**

B-4, Om Shree Tower,
Near Lotus Dairy, Opp. J P Phatak
Sehkar Marg, Jaipur-302015

Mobile No: 9829829410

E-mail: csrshivnani@yahoo.in

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 the postal ballot, if any, have been properly recorded in the Minute Book/ Registers maintained for the purpose and the same have been signed; The Company has duly complied the provisions of the Companies Act, 2013 with regard to above. Further no resolutions passed by the Postal ballot during the year under review.
5. Closure of Registers of Members/ Security holders, as the case may be. The Company was not required to close its Registers of Members/Security holders etc. during the year under review.
6. Advances/ Loans to its Directors and/or persons or firms or companies referred in Section 185 of the Act. The Company has not advanced any loan to its Directors and/or persons or firms or companies referred in Section 185 of the Companies Act, 2013.
7. Contracts/ Arrangements with related parties as specified in Section 188 of the Act; The Company has not entered into any material contract / arrangements with related parties pursuant to Section 188 of the Companies Act, 2013 during the year under review.
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:
 - The allotments made during the year were to the Governor of Uttarakhand. It is clarified to us by the management that the Government of Uttarakhand provides Equity to the company for specific projects. Since the 100% shares are held by Government of Uttarakhand hence No Offer Letter was issued. One allotment was done after 60 days of receipt of share application money.
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; **NOT APPLICABLE** for the year.
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; During the year the Company has not declared any dividend hence no amount of unpaid / unclaimed dividend is held with the Company.

RAMESH KUMAR SHIVNANI
Digitally signed by Ramesh Kumar Shivnani
DN: cn=Ramesh Kumar Shivnani, o=Ramesh & Associates,
ou=Company Secretaries, email=csrshivnani@yahoo.in, c=IN



**RAMESH & ASSOCIATES
COMPANY SECRETARIES**

B-4, Om Shree Tower,
Near Lotus Dairy, Opp. J P Phatak
Sehkar Marg, Jaipur-302015
Mobile No: 9829829410

E-mail: csrkvshivnani@yahoo.in

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; The Company has duly complied with the provisions regarding Signing of Audited Financial Statements as per the provisions of the Act.

The company has attached MGT-9 with its Board report dated 28.12.2022 in place of mentioning the web link of annual return in the Board Report.

12. Constitutions/ Appointment/ Re-appointment/ Retirement/ Filling up casual vacancies/Disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; regarding the above point it is reported that the Company being a Govt. of Uttarakhand Undertaking, appointment and cessation of Directors, Managing Director, Whole Time Directors are affected as per the orders issued by the Government of Uttarakhand. The appointment of persons as directors are done by the Government of Uttarakhand through Govt. Orders and the necessary compliances as per Companies Act, 2013 are done immediately on receipt of orders

13. Appointment/ Reappointment/ Filling up casual vacancies of Auditors as per the provisions of Section 139 of the Act; Since the Company is a Government Company, hence the Statutory Auditors are appointed by the order of Comptroller and Auditor General of India. However, during the year under review, the Company has duly complied with the provisions of section 139 of the Companies Act, 2013.

Regarding appointment of Internal Auditors, it has been informed by the management that the company is already having a separate Internal Audit Department in the organizational hierarchy which is supported by the Independent Chartered Accountants who act as Concurrent Auditors and hence the matter related to appointment of Internal Auditor under Section 138 of Companies Act, 2013 was not brought before the Board.

14. Approvals required to be taken from the Central Government, Tribunals, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act. No approval was required to be taken from the Central Govt., Tribunals, Regional Director, Registrar, Court or such Authorities.

15. Acceptance/ Renewal/ Repayment of Deposits; The Company has not accepted/renewed/repaid any Deposits during the year under review.

RAMESH
KUMAR
SHIVNANI

Digitally signed by RAMESH KUMAR SHIVNANI
DN: cn=RAMESH KUMAR SHIVNANI, o=RAMESH & ASSOCIATES, ou=COMPANY SECRETARIES, email=csrkvshivnani@yahoo.in, c=IN



**RAMESH & ASSOCIATES
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Mobile No: 9829829410
E-mail: csrks Shivnani@yahoo.in

16. Borrowings from its Directors, Members, Public Financial Institutions, Banks and other and creation/ modification/satisfaction of charges in that respect, wherever applicable; The Company has duly complied with the provisions of Companies Act, 2013.
17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; **NOT APPLICABLE**
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the company: The Company during the year under review has altered its Articles of Association in Extra Ordinary General Meeting held on 20th March, 2023.
19. As informed to us the management is in process of getting the company registered on Trade Receivables electronic Discount System (TReDS).

Date: 07-11-2023

Place: Jaipur

UDIN: F007374E001711494

For S Ramesh & Associates

**RAMESH KUMAR
SHIVNANI**

Digitally signed by RAMESH KUMAR SHIVNANI
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ou=Company Secretaries, email=csrks Shivnani@yahoo.in,
c=IN, date=2023.11.07 17:11:33 +05'30'

**Ramesh Kumar Shivnani
Company Secretary
M. No. F7374, CP 6873**

Uttarakhand Power Corporation Limited

Details of Shareholders as on 31.03.2023

S. No.	Shareholders	Folio No.	Name of the Present Shareholders	Post of the Present Shareholders	No. of Shares (1000 each)
1	Governor of Uttarakhand	08	Lt. Gen, Gurmit Singh	Governor of Uttarakhand	15,29,90,74
2	Chief Secretary	79	Dr. S. S. Sandhu	Chief Secretary	1
3	Additional Chief Secretary / Infrastructure Development Commissioner	83	Smt Radha Raturi	Additional Chief Secretary	1
4	Principal Secretary / Secretary (Planning)	76	Smt Manisha Panwar	Additional Chief Secretary (Planning)	1
5	Principal Secretary / Secretary (Industries & Public Enterprises)	90	Dr. Pankaj Kumar Pandey	Secretary (Industries & Public Enterprises)	1
6	Principal Secretary / Secretary (Finance)	91	Shri Dilip Jawalkar	Secretary (Finance)	1
7	Principal Secretary / Secretary (Energy)	88	Dr. R. Meenakshi Sundaram	Secretary (Energy)	1
8	Managing Director, UPCL	86	Shri Anil Kumar	Managing Director, UPCL	1
9	Additional Secretary (Energy)	84	Dr. Ahmed Iqbal	Additional Secretary (Energy)	1
10	Additional Secretary (Finance)	85	Smt Amita Joshi	Additional Secretary (Finance)	1
11	Dy. Secretary (Energy)	89	Shri Atul Kumar Singh	Dy. Secretary (Energy)	1
				Total	15,29,90,84