



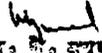
दिनांक 28 नवम्बर, 2016 को समा कक्षा, शक्ति भवन, लखनऊ में सम्पन्न उ0प्र0 पावर कारपोरेशन लिमिटेड के निदेशक मण्डल की 127वीं बैठक के कार्यवृत्त का उद्घरण।

विषय	निदेशक मण्डल का निर्णय
<p><b>127(06)</b> प्रदेश की विद्युत वितरण कम्पनियों के लिये लागू विद्युत मंत्रालय, भारत सरकार द्वारा घोषित उदय योजना के अन्तर्गत व्यवसायिक एवं परिचालकीय वित्तीय आवश्यकताओं हेतु धन की व्यवस्था के सम्बन्ध में।</p>	<p><b>127(06)</b> निदेशक मण्डल ने निम्न संकल्प पारित किये:-</p> <ol style="list-style-type: none"> <li>(1) संकल्प लिया गया कि विद्युत वितरण निगमों एवं उत्तर प्रदेश पावर कारपोरेशन लिमिटेड द्वारा उदय योजना के अन्तर्गत वित्तीय वर्ष 2015-16 एवं वर्ष 2016-17 की सकल परिचालकीय आवश्यकताओं की फण्डिंग हेतु निर्गत किये जाने वाले कुल 15380 करोड़ के बन्ध पत्रों अथवा ऋण पर ब्याज एवं अन्य समस्त देयों सहित मूलधन की अदायगी के लिए शासकीय गारण्टी दिये जाने पर अनुमोदन प्रदान किया जा चुका है। अतः वित्तीय वर्ष 2015-16 एवं वर्ष 2016-17 की कुल परिचालकीय वित्तीय आवश्यकता रू0 15380 करोड़ के सापेक्ष ऑकलित न्यूनतम आवश्यकता रू0 12000 करोड़ के सापेक्ष प्रथम चरण में रू0 10000 करोड़ के रेटेड लिस्टेड एवं राजकीय प्रत्याभूतित बन्ध पत्र जारी कर दिये जाये।</li> <li>(2) पुनः संकल्प लिया गया कि रू0 10,000 करोड़ के बन्ध पत्र एक साथ निर्गत किये जाने के स्थान पर अपरिहार्य आवश्यकता के अनुसार दो अथवा तीन किश्तों में निर्गत किये जायें। बन्ध पत्रों की अवधि 10 से 12 वर्ष रखी जाये। बंधपत्र की अवधि का निर्धारण शासन द्वारा गठित समिति द्वारा किया जायेगा।</li> <li>(3) पुनः संकल्प लिया गया कि बंधपत्र निर्गमन हेतु आवश्यक इन्फारमेशन मेमोरेण्डम में वर्णित नियम एवं शर्तों निर्धारित किये जाने के लिये प्रबन्ध निदेशक एवं अध्यक्ष को अधिकृत किया गया।</li> <li>(5) पुनः संकल्प लिया गया कि अरेन्जर एवं बैंकर, रजिस्ट्रार एवं शेयर ट्रांसफर एजेंट एवं बन्धपत्र ट्रस्टी की नियुक्ति हेतु उचित/प्रचलित दरों पर किसी फर्म की नियुक्ति के लिये प्रबन्ध निदेशक एवं अध्यक्ष को अधिकृत किया गया।</li> <li>(6) पुनः संकल्प लिया गया कि बंधपत्रों के निर्गमन हेतु शासकीय प्रत्याभूति शासन से प्राप्त करने की कार्यवाही की जाय।</li> <li>(7) पुनः संकल्प लिया गया कि बंधपत्रों के निर्गमन से सम्बन्धित प्रपत्रों पर आवश्यकतानुसार हस्ताक्षर करने हेतु निदेशक(वित्त), मुख्य महाप्रबन्धक(वित्त) एवं कम्पनी सचिव को अधिकृत किया गया।</li> <li>(8) पुनः संकल्प लिया गया कि उ0प्र0 पावर कारपोरेशन लि0 द्वारा निर्गत किये जाने वाले बंधपत्रों के सम्बन्ध में निगम के निदेशक(वित्त), मुख्य महाप्रबन्धक(वित्त) एवं कम्पनी सचिव की तीन सदस्यीय समिति का गठन किया जाय।</li> <li>(9) पुनः संकल्प लिया गया कि समिति को बंधपत्रों से सम्बन्धित समस्त प्रपत्र दाखिल करना, उसके निर्गमन की कार्यवाही पूर्ण करना एवं बंधपत्रों के एलाटमेन्ट पत्र जारी करना व अन्य सम्बन्धित कार्यों हेतु समस्त अधिकार संयुक्त रूप से प्रदान किये गये।</li> <li>(10) पुनः संकल्प लिया गया कि बंधपत्रों की प्रत्येक सीरीज के लिये</li> </ol>

विषय	निदेशक मण्डल का निर्णय
	<p>नियमानुसार स्टाम्प ड्यूटी शुल्क का भुगतान करने के लिये निदेशक(वित्त) एवं अध्यक्ष को अन्तिम निर्णय लेने हेतु अधिकृत किया गया।</p> <p>(11) पुनः संकल्प लिया गया कि The Companies (Prospectus and Allotment of Securities) Rules 2014 के प्रस्तर 14 में निहित प्राविधानों के अनुसार उपरोक्त बाण्ड जारी करने हेतु अंशधारकों का अनुमोदन भी प्राप्त करने का अनुमोदन प्रदान किया।</p> <p>(12) पुनः संकल्प लिया गया कि निदेशक मण्डल ने बाण्ड्स के जारी करने हेतु निगम के अंशधारियों की असाधारण सामान्य बैठक दिनांक 7 दिसम्बर, 2016 को सायं 04:00 बजे आयोजित करने का अनुमोदन प्रदान किया। निर्देशित किया गया कि कम्पनी सचिव को इस हेतु कम्पनी अधिनियम 2013 के प्राविधानों का पालन करते हुये अल्प अवधि में बैठक आयोजित करने के लिये नोटिस जारी करने हेतु अधिकृत किया गया।</p> <p>(13) पुनः संकल्प लिया गया कि प्रति-प्रत्याभूति पर हस्ताक्षर करने हेतु निगम की ओर से निदेशक (कार्मिक प्रबन्धन एवं प्रशासन) को अधिकृत किया गया।</p>

हस्ताक्षरित  
(संजय अग्रवाल)  
अध्यक्ष

सत्य प्रतिलिपि

  
(संजय अग्रवाल)  
कार्मिक सचिव

ड० प्र० वाटर कार्पोरेशन लि०



**U.P. Power Corporation Limited**  
(Govt. of Uttar Pradesh Undertaking)  
**Shakti Bhawan, 14-Ashok Marg, Lucknow - 226 001**  
**CIN: U32201UP1999SGC024928**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED ON 17<sup>TH</sup> FEBRUARY, 2017 BY THE THREE MEMBER COMMITTEE OF U. P. POWER CORPORATION LIMITED**

**ALLOTMENT OF 65,100 NUMBER OF STATE GOVERNMENT GUARANTEED, SECURED, LISTED, RATED, REDEEMABLE, NON-CONVERTIBLE, TAXABLE, BONDS OF RS. 10,00,000/- EACH**

“**RESOLVED THAT** in accordance with the provisions of Section 179 of the Companies Act, 2013 and such other provisions as may be applicable, the three member committee comprising of Mr. Sudhanshu Dwivedi, Director (Finance), Mr. A. K. Gupta, Chief General Manager (Finance) and Mr. H. K. Agrawal, Company Secretary, duly authorised by the Board of Director of U. P. Power Corporation Limited at their meeting held on November 28, 2016, hereby allots, in dematerialized form, 65,100 (Sixty Five Thousand One Hundred only) State Government Guaranteed, Secured, Listed, Rated, Redeemable, Non-Convertible Taxable Bonds of Rs. 10,00,000/- (Rupees Ten Lakh Only) each under Series 'III' 2016 -17, comprised of seven Sub-Series namely 'A', 'B', 'C', 'D', 'E', 'F' and 'G' with tenure sequentially ranging from 4 years to 10 years, with each Sub-Series redeemable in 4 equal quarterly instalments with redemption of Sub-Series 'A' commencing from the end of 13th quarter (15th May 2020), having Coupon of 8.97% p.a. (“**Bonds**”), for cash, at par, to the subscribers as detailed in the Annexure enclosed herewith, from whom the entire subscription amount towards the Bonds has already been received by the Company.”

“**RESOLVED FURTHER THAT** the said issue of Bonds shall be subject to the terms and conditions as specified in the Debenture Trust Deed dated February 16, 2017, the Information Memorandum dated February 6, 2017 and other Transaction Documents as specified therein, which have been executed by, *inter alia*, the Company and the Debenture Trustee i.e. Vistra ITCL (India) Limited (formerly known as IL&FS Trust Company Ltd).”

For U. P. Power Corporation Limited

  
\_\_\_\_\_  
(Mr. A. K. Gupta)  
Chief General Manager (Finance)

(A. K. Gupta)  
ANNEXURE LIST OF MA  
Chief General Manager  
U.P. Power Corporation Ltd.  
Shakti Bhawan, Lucknow

  
\_\_\_\_\_  
(Mr. H. K. Agrawal)  
Company Secretary  
(H.K. AGRAWAL)  
Company Secretary

U.P. Power Corporation Ltd.

  
\_\_\_\_\_  
(Mr. Sudhanshu Dwivedi)  
Director (Finance)  
(Sudhanshu Dwivedi)  
Director (Finance)  
U.P. Power Corporation Ltd.  
Shakti Bhawan, Lucknow



**U.P. Power Corporation Limited**  
(Govt. of Uttar Pradesh Undertaking)  
**Shakti Bhawan, 14-Ashok Marg, Lucknow - 226 001**  
**CIN: U32201UP1999SGC024928**

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED ON 27<sup>th</sup> MARCH, 2017  
BY THE THREE MEMBER COMMITTEE OF U. P. POWER CORPORATION LIMITED

ALLOTMENT OF 34,895 NUMBER OF STATE GOVERNMENT GUARANTEED, SECURED,  
LISTED, RATED, REDEEMABLE, NON-CONVERTIBLE, TAXABLE, BONDS OF RS.  
10,00,000/- EACH

"RESOLVED THAT in accordance with the provisions of Section 179 of the Companies Act, 2013 and such other provisions as may be applicable, the three member committee comprising of Mr. Sudhanshu Dwivedi, Director (Finance), Mr. A. K. Gupta, Chief General Manager (Finance) and Mr. H. K. Agrawal, Company Secretary, duly authorised by the Board of Director of U. P. Power Corporation Limited at their meeting held on November 28, 2016, hereby allots, in dematerialized form, 34,895 (Thirty Four Thousand Eight Hundred and Ninety Five only) State Government Guaranteed, Secured, Listed, Rated, Redeemable, Non-Convertible Taxable Bonds of Rs. 10,00,000/- (Rupees Ten Lakh Only) each under Series 'IV' 2016 -17, comprised of seven Sub-Series namely 'A', 'B', 'C', 'D', 'E', 'F' and 'G' with tenure sequentially ranging from 4 years to 10 years, with each Sub-Series redeemable in 4 equal quarterly instalments with redemption of Sub-Series 'A' commencing from the end of 13th quarter (15<sup>th</sup> June 2020), having Coupon of 8.48 % p.a. ("**Bonds**"), for cash, at par, to the subscribers as detailed in the Annexure enclosed herewith, from whom the entire subscription amount towards the Bonds has already been received by the Company."

"RESOLVED FURTHER THAT the said issue of Bonds shall be subject to the terms and conditions as specified in the Debenture Trust Deed dated March 24, 2017, the Information Memorandum dated March 4, 2017 and other Transaction Documents as specified therein, which have been executed by, *inter alia*, the Company and the Debenture Trustee i.e. Vistra ITCL (India) Limited (formerly known as IL&FS Trust Company Ltd)."

For U. P. Power Corporation Limited

(Mr. A. K. Gupta)  
Chief General Manager (Finance)  
Chief General Manager (FM),  
U.P. Power Corporation Ltd.  
Shakti Bhawan, Lucknow

(Mr. H. K. Agrawal)  
Company Secretary

(Mr. Sudhanshu Dwivedi)  
Director (Finance)  
Director (Finance)  
U.P. Power Corporation Ltd.  
Shakti Bhawan, Lucknow

ANNEXURE: LIST OF ALLOTTEES OF THE BONDS

दिनांक 2 अगस्त, 2017 को शक्ति भवन, लखनऊ में सम्पन्न उ0प्र0 पावर कारपोरेशन लिमिटेड के निदेशक मण्डल की 130वीं बैठक के एजेण्डा आईटम 14 का उद्घरण।

<p>130(14)</p> <p>उदय योजना के अन्तर्गत सकल परिचालकीय वित्तीय आवश्यकताओं के लिए रू0 9991 करोड़ के बन्धपत्र निर्गत करने के सम्बन्ध में।</p>	<p>130(14)</p> <p>निदेशक मण्डल द्वारा निम्न संकल्प पारित किये गये:-</p> <ol style="list-style-type: none"> <li>(1) संकल्प लिया गया कि विद्युत वितरण निगमों एवं उत्तर प्रदेश पावर कारपोरेशन लिमिटेड द्वारा उदय योजना के अन्तर्गत वित्तीय वर्ष 2016-17 की अवशेष एवं वर्ष 2017-18 की परिचालकीय वित्तीय आवश्यकता कुल रू0 9991 करोड़ की आवश्यकता के लिए रेटेड, लिस्टेड एवं राजकीय प्रत्याभूतित बन्ध पत्र जारी कर दिये जाये।</li> <li>(2) पुनः संकल्प लिया गया कि रू0 9991 करोड़ के बन्ध पत्र को आवश्यकतानुसार एक या एक से अधिक किस्तों में निर्गत किये जायेंगे। बन्ध पत्रों की अवधि 10 से 12 वर्ष रखी जाये।</li> <li>(3) पुनः संकल्प लिया गया कि बंधपत्र निर्गमन हेतु आवश्यक इन्फारमेशन मेमोरेण्डम में वर्णित नियम एवं शर्तें निर्धारित किये जाने के लिये निदेशक (वित्त) एवं प्रबन्ध निदेशक को अधिकृत किया गया।</li> <li>(4) पुनः संकल्प लिया गया कि रजिस्ट्रार एवं शेयर ट्रांसफर एजेण्ट, बन्धपत्र ट्रस्टी एवं बैंकर की नियुक्ति/चयन एवं देय फीस के लिये निदेशक (वित्त) एवं प्रबन्ध निदेशक को अधिकृत किया गया।</li> <li>(5) पुनः संकल्प लिया गया कि बंधपत्रों के निर्गमन हेतु शासकीय प्रत्याभूति शासन से प्राप्त करने की कार्यवाही की जाए।</li> <li>(6) पुनः संकल्प लिया गया कि उ0प्र0 पावर कारपोरेशन लि0 द्वारा निर्गत किये जाने वाले बंधपत्रों से सम्बन्धित समस्त प्रपत्र दाखिल करना, उसके निर्गमन की कार्यवाही पूर्ण करना एवं बंधपत्रों के एलाटमेंट पत्र जारी करना व अन्य सम्बन्धित कार्यों हेतु निगम के निदेशक (वित्त), मुख्य महाप्रबन्धक (वित्त) एवं कम्पनी सचिव को समस्त अधिकार संयुक्त रूप से प्रदान किये गये।</li> <li>(7) पुनः संकल्प लिया गया कि बंधपत्रों की प्रत्येक सीरिज के लिये नियमानुसार स्टाम्प ड्यूटी शुल्क का भुगतान करने के लिये निदेशक (वित्त) एवं प्रबन्ध निदेशक को अन्तिम निर्णय लेने हेतु अधिकृत किया गया।</li> <li>(8) पुनः संकल्प लिया गया कि The Companies (Prospectus and Allotment of Securities) Rules 2014 के प्रस्तर 14 में निहित प्राविधानों के अनुसार उपरोक्त बाण्ड जारी करने हेतु अंशधारकों का अनुमोदन भी प्राप्त कर लिया जाय।</li> <li>(9) पुनः संकल्प लिया गया कि निदेशक मण्डल ने बाण्ड्स के जारी करने हेतु निगम के अंशधारियों की असाधारण सामान्य बैठक दिनांक 11.08.2017 को अपरान्ह 01:30 बजे आयोजित करने का अनुमोदन प्रदान</li> </ol>
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*Handwritten signature/initials*

*Handwritten signature*  
**(PRADEEP SONI)**  
 Company Secretary

	<p>किया। निर्देशित किया गया कि कम्पनी सचिव को इस हेतु कम्पनी अधिनियम 2013 के प्राविधानों का पालन करते हुये अल्प अवधि में बैठक आयोजित करने के लिये नोटिस जारी करने हेतु अधिकृत किया गया।</p> <p>(10) पुनः संकल्प लिया गया कि प्रति-प्रत्याभूति पर हस्ताक्षर करने हेतु निगम की ओर से निदेशक (कार्मिक प्रबन्धन एवं प्रशासन) को अधिकृत किया गया।</p> <p>(11) पुनः संकल्प लिया गया है कि सम्बन्धित प्रपत्रों पर आवश्यकतानुरूप नियमानुसार 30 प्रॉ पावर कारपोरेशन लि० की कामन सील लगाई जाय ।</p>
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ह०  
(आलोक कुमार)  
अध्यक्ष

सत्यप्रति प्रमाणित



(PRADEEP SONI)  
Company Secretary

**MINUTE BOOK**

**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF U. P. POWER CORPORATION LIMITED HELD ON AUGUST 11, 2017 AT SHAKTI BHAWAN, 14-ASHOK MARG, LUCKNOW.**

Present-

1.	Shri Alok Kumar	Principal Secretary (Energy), U.P. Govt. as Representative of His Excellency, Governor of U.P.	
2.	Shri Alok Kumar	Chairman U.P. Power Corporation Ltd.	Chairman
3.	Shri Kamran Rizvi	Chairman & Managing Director U.P. Power Transmission Co.Ltd.	Director
4.	Shri Vishal Chauhan	Managing Director U.P. Power Corporation Ltd.	Shareholder
5.	Shri Nee. Ratan Kumar	Special Secretary(Finance) U.P. Government	Shareholder
6.	Shri K.M. Mittal	Director (Distribution) U.P. Power Corporation Ltd.	Shareholder
7.	Shri R.N. Yadav	Director (Corporate Planning) U.P. Power Corporation Ltd.	Shareholder
8.	Shri Sanjay Kumar Singh	Director (Commercial) U.P. Power Corporation Ltd.	Shareholder
9.	Shri Sudhanshu Dwivedi	Director (Finance) U.P. Power Corporation Ltd.	Shareholder
10.	Shri Pradeep Soni	Acting Company Secretary U.P. Power Corporation Ltd.	Coordinator

Pursuant to Section 101(1) of the Companies Act 2013, Notice was issued on 09.08.2017 to hold the Extra Ordinary General Meeting of the Shareholders at shorter notice. As per the provisions of the Companies Act 2013, consent of the Shareholders have been taken to hold the above EGM at shorter notice.

Company Secretary informed, "The Quorum is present."

Shri Alok Kumar, Chairman of the Board of Directors presided the meeting.

With the consent of the shareholders present, the notice no. 417 dated 09.08.2017 convening the meeting having been circulated to the shareholders was taken as read.

Leave of absence is granted to Smt. Manju Shankar, Dy. Director, Bureau of Public Enterprise and Shri S.P. Pandey, Director(PM&A), UPPCL.

**SPECIAL BUSINESS**

- (1) **Issue of Bonds for Rs. 9991 Crore under the "Uday Scheme" approved by the Ministry of Power, Government of India**

The Shareholders and Directors present taking into consideration that the said proposal has been duly approved by the Board of Directors of the Corporation in its 130<sup>th</sup> meeting held on 02-08-2017, unanimously passed the following Resolution, proposed by Shri Sudhanshu Dwivedi and seconded by Shri Sanjay Kumar Singh as Special Resolution:

**"RESOLVED THAT** pursuant to Section 42, 71, 179, 180 and other applicable provisions of the Companies Act, 2013, rules made therein, applicable provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2009, such applicable rules, regulation laws time being in force, applicable provisions of Articles of Association and subject to such approvals as may be necessary; the consent of Company

CHAIRMAN'S  
INITIAL

*AK*

11-08-2017

MINUTE BOOK

be and is hereby accorded to the Board of Directors of the Company to borrow / raise of funds by issue of debt security / bonds, secured / unsecured, in one or tranches by way of private placement or public issue or otherwise and as per structure and within the permitted limits by Government, RBI, MCA and other regulatory authority from eligible investors of an amount not exceeding Rs. 9991 Crore in Financial Year 2017-18 as approved by Board of Directors in its 130<sup>th</sup> Meeting held on 2<sup>nd</sup> August, 2017.

RESOLVED FURTHER THAT the Board be and is hereby to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

The meeting ended with a thanks to the Chairman. The meeting started at 01:30 PM and ended at 02:00 PM.

For U. P. Power Corporation Ltd.

Date : 11-08-2017  
Place : Lucknow

  
(Alok Kumar)  
Chairman  


CHAIRMAN'S  
INITIAL



**U.P. Power Corporation Limited**  
(Govt. of Uttar Pradesh Undertaking)  
**Shakti Bhawan, 14-Ashok Marg, Lucknow - 226 001**  
**CIN: U32201UP1999SGC024928**

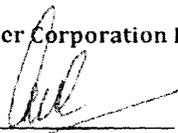
**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED ON 05<sup>th</sup> Decemeber, 2017 BY THE THREE MEMBER COMMITTEE OF U. P. POWER CORPORATION LIMITED**

**ALLOTMENT OF 44982 NUMBER OF STATE GOVERNMENT GUARANTEED, SECURED, LISTED, RATED, REDEEMABLE, NON-CONVERTIBLE, TAXABLE, BONDS OF RS. 10,00,000/- EACH**

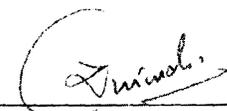
**"RESOLVED THAT** in accordance with the provisions of Section 179 of the Companies Act, 2013 and such other provisions as may be applicable, the three member committee comprising of Mr. Sudhanshu Dwivedi, Director (Finance), Mr. A. K. Gupta, Chief General Manager (Finance) and Mr. PradeepSoni, Company Secretary, duly authorised by the Board of Director of U. P. Power Corporation Limited at their meeting held on August 02, 2017, hereby allots, in dematerialized form, 44982 (Forty Thousand Nine Hundred and Eighty Two Only) number of State Government Guaranteed, Secured, Listed, Rated, Redeemable, Non-Convertible Taxable Bonds of Rs. 10,00,000/- (Rupees Ten Lakh Only) each under Series I 2017 -18, comprised of nine sub-series namely 'A', 'B', 'C', 'D', 'E', 'F', 'G', 'H' and 'I' with tenure sequentially ranging from 2 years to 10 years, redeemable in Quarterly instalments, commencing from the end of the 7th Quarter from the Deemed Date of Allotment, having Coupon of 9.75% p.a. ("**Bonds**"), for cash, at par, to the subscribers as detailed in the Annexure enclosed herewith, from whom the entire subscription amount towards the Bonds has already been received by the Company."

**"RESOLVED FURTHER THAT** the issue of Bonds is subject to the terms and conditions as specified in the Debenture Trust Deed dated 04<sup>th</sup> December, 2017, the Information Memorandum dated November24, 2017 and other Transaction Documents as specified therein, which have been executed by, *inter alia*, the Company and the Debenture Trustee i.e. Beacon Trusteeship Limited."

For U. P. Power Corporation Limited

  
\_\_\_\_\_  
Mr. A. K. Gupta  
Chief General Manager (Finance)

  
\_\_\_\_\_  
Mr. Pradeep Soni  
Company Secretary

  
\_\_\_\_\_  
Mr. Sudhanshu Dwivedi  
Director (Finance)  
U.P. Power Corporation Ltd.  
Shakti Bhawan, Lucknow

ANNEXURE: LIST OF ALLOTTEES OF THE BONDS

## मुख्य महाप्रबन्धक(लेखा)

दिनांक 26 दिसम्बर, 2017 को सभा कक्ष, शक्ति भवन, लखनऊ में सम्पन्न 30प्र0 पावर कारपोरेशन लिमिटेड के निदेशक मण्डल की 134वीं बैठक के कार्यवृत्त का उद्घरण।

विषय	निदेशक मण्डल का निर्णय
134(34) उदय योजना के अन्तर्गत सकल परियालकीय वित्तीय आवश्यकताओं के लिए ₹5493.00 करोड़ के ऋण पत्र निर्गत करने के संबंध में।	134(34) The Board of Directors approved the following resolutions: (1) Resolved that UPPCL to issue rated, listed, Government Guaranteed Bond of Rs. 5493.00 Crs. to meet the balance operational funding requirement of F.Y. 2016-17 and 2017-18 under the Uday Scheme. (2) Further, resolved that to Merchant Banker has to be appointed to mobilize funds of Rs. 5493.00 Crs. by issue of fresh tender notification through E-tender portal of Government of U.P. (3) Further, resolved that the earlier order no-219/CGM(F)/F-1/UPPCL/ Rated Bond/2016-17' 460 dated 01.07.2017 issued in favor of joint Merchant Banker M/S Trust Investment Advisor Pvt. Ltd. & Axis Bank Ltd. to be cancelled. (4) Further, resolved that services of M/S Beacon Trusteeship Ltd as Bond Trustee and services of M/S Beetal Financial & Computer Servicing Pvt. Ltd as Registrar and Share Transfer Agent, for issue of proposed bonds be continued. (5) Further, resolved that Managing Director and Director (Finance) of UPPCL are here by authorized to take decision for determination of terms and conditions mentioned in the Information Memorandum of the bonds. (6) Further, resolved that necessary Guarantee be obtained from GOUP. (7) Further, resolved that Director (Finance), Chief General Manager (Finance) and Company Secretary are delegated jointly Full power to execute in file all the papers relating to issue of Bonds which include signing of all papers and documents relating to creation of security, filing of relating papers and signing of agreements etc. authorized to execute to file all the documents related to issue of Bonds including issue of allotment of letters and other related activities including opening of any Escrow/Default Escrow and bank account as required. (8) Further, resolved that bonds of Rs. 5493.00 Crs. be secured by charge on current assets including receivables of the company to the extent required. (9) Further, resolved that Managing Director and Director (Finance) are authorized to take decision for payment of Stamp duty of the Bonds as per the rules.

26/1/18



विषय	निदेशक मण्डल का निर्णय
	<p>(10) Further, resolved that the Consent of the share holders of UPPCL for the issue of the proposed bonds be obtained as per the Clause 14 of the The Companies (Prospectus and Allotment of Securities) Rules 2014.</p> <p>(11) Further, resolved that the Extra Ordinary General Meeting of share holders to be called. Company Secretary is hereby directed to issue the notice for holding the share holders meeting as per the compliance of the Companies Act 2013."</p> <p>(12) Further, resolved that Director (PM&amp;A) is hereby authorized to sign to the Counter Guarantee on behalf of the Corporation.</p> <p>(13) Further, resolved that Common Seal of the UPPCL, be fixed on all related documents as per the requirement of rules.</p>

हस्ताक्षरित  
(आलोक कुमार)  
अध्यक्ष

सत्य प्रतिलिपि

  
(प्रदीप सैनी)  
कम्पनी सचिव

## MINUTE BOOK

### MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF U. P. POWER CORPORATION LIMITED HELD ON JANUARY 8, 2018 AT SHAKTI BHAWAN, 14-ASHOK MARG, LUCKNOW.

Present-

1.	Shri Alok Kumar	Principal Secretary (Energy), U.P. Govt. as Representative of His Excellency, Governor of U.P.	
2.	Shri Alok Kumar	Chairman U.P. Power Corporation Ltd.	Chairman
3.	Smt. Aparna U.	Managing Director U.P. Power Corporation Ltd.	Shareholder
4.	Shri Sanjay Kumar Singh	Director (Commercial) U.P. Power Corporation Ltd.	Shareholder
5.	Shri Sudhanshu Dwivedi	Director (Finance) U.P. Power Corporation Ltd.	Shareholder
6.	Shri S.P. Pandey	Director (PM & A) U.P. Power Corporation Ltd.	Shareholder
7.	Shri Vijay Kumar	Director (Distribution) U.P. Power Corporation Ltd.	Shareholder
8.	Shri V.P. Srivastava	Director (Corporate Planning) U.P. Power Corporation Ltd.	Director
9.	Shri Pradeep Soni	Acting Company Secretary U.P. Power Corporation Ltd.	Coordinator

Pursuant to Section 101(1) of the Companies Act 2013, Notice was issued on 05.01.2018 to hold the Extra Ordinary General Meeting of the Shareholders at shorter notice. As per the provisions of the Companies Act 2013, consent of the Shareholders have been taken to hold the above EGM at shorter notice.

Company Secretary informed, "The Quorum is present."

Shri Alok Kumar, Chairman of the Board of Directors presided the meeting.

With the consent of the shareholders present, the notice no. 12 dated 05.01.2018 convening the meeting having been circulated to the shareholders was taken as read.

Leave of absence was granted to Shri Neel Ratan Kumar, Spl. Secretary(Finance) and Smt. Manju Shankar, Dy. Director, Bureau of Public Enterprise.

#### **SPECIAL BUSINESS**

- (1) **Issue of Bonds for Rs. 5493.00 Crore under the "Uday Scheme" approved by the Ministry of Power, Government of India.**

The Shareholders and Directors present taking into consideration that the said proposal has been duly approved by the Board of Directors of the Corporation in its 134<sup>th</sup> meeting held on 26-12-2017, unanimously passed the following Resolution, proposed by Shri Sudhanshu Dwivedi and seconded by Shri Sanjay Kumar Singh as Special Resolution:

**"RESOLVED THAT pursuant to Section 42, 71, 179, 180 and other applicable provisions of the Companies Act, 2013, rules made therein, applicable provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2009, such applicable rules, regulation laws time being in force, applicable provisions of Articles of Association and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company to borrow/raise of funds by issue of debt security/bonds, secured/unsecured, in one or tranches by way of private placement or public issue**

  
 CHAIRMAN'S  
 INITIAL

**MINUTE BOOK**

proposal has been duly approved by the Board of Directors of the Corporation in its 135<sup>th</sup> meeting held on 08-01-2018. unanimously passed the following Resolution, proposed by Shri S.P. Pandey and seconded by Shri Sudhanshu Dwivedi as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force), rules made therein and such other approvals, consents, sanctions and permissions, as may be required under any law for the time being in force, the consent of the members be and is hereby given for modification of the existing Articles of Association of the Company in the following manner :

After Article 34, but before Article 35 of Articles of Association, following new Article 34A be inserted as under:

**Restriction on applying for post of Director**

*'The Whole Time Director shall not be considered for another Board level position in another company for two years after he joins a company with the following condition:-*

*If a position falls vacant in the same company at higher level, the restriction of job hopping will not apply as vertical hopping is permitted in the same company.'*

The meeting ended with a thanks to the Chairman. The meeting started at 04:30 PM and ended at 05:00 PM.

For U. P. Power Corporation Ltd.

Date : 08-01-2018  
Place : Lucknow

  
(Alok Kumar)  
Chairman

CHAIRMAN'S  
INITIAL



**U.P. Power Corporation Limited**  
(Govt. of Uttar Pradesh Undertaking)  
Shakti Bhawan, 14-Ashok Marg, Lucknow - 226 001  
CIN: U32201UP1999SGC024928

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED ON 27<sup>th</sup> March, 2018 BY THE THREE MEMBER COMMITTEE OF U. P. POWER CORPORATION LIMITED

ALLOTMENT OF 54910 NUMBER OF STATE GOVERNMENT GUARANTEED, SECURED, LISTED, RATED, REDEEMABLE, NON-CONVERTIBLE, TAXABLE, BONDS OF RS. 10,00,000/- EACH

"RESOLVED THAT in accordance with the provisions of Section 179 of the Companies Act, 2013 and such other provisions as may be applicable, the three member committee comprising of Mr. Sudhanshu Dwivedi, Director (Finance), Mr. A. K. Gupta, Chief General Manager (Finance) and Mr. Pradeep Soni, Company Secretary, duly authorised by the Board of Director of U. P. Power Corporation Limited at their meeting held on 27<sup>th</sup> March, 2018, hereby allots, in dematerialized form, 54910 (Fifty Four Thousand Nine Hundred & Ten only) number of State Government Guaranteed, Secured, Listed, Rated, Redeemable, Non-Convertible Taxable Bonds of Rs. 10,00,000/- (Rupees Ten Lakh Only) each under Series II 2017 -18, comprised of nine sub-series namely 'A', 'B', 'C', 'D', 'E', 'F', 'G', 'H' and 'I' with tenure sequentially ranging from 2 years to 10 years, redeemable in Quarterly instalments, commencing from the end of the 7th Quarter from the Deemed Date of Allotment, having Coupon of 10.15% per annum payable quarterly ("Bonds"), for cash, at par, to the subscribers as detailed in the Annexure enclosed herewith, from whom the entire subscription amount towards the Bonds has already been received by the Company."

"RESOLVED FURTHER THAT the issue of Bonds is subject to the terms and conditions as specified in the Debenture Trust Deed dated 22<sup>nd</sup> March, 2018, the Information Memorandum dated March 26, 2018 and other Transaction Documents as specified therein, which have been executed by, *inter alia*, the Company and the Debenture Trustee i.e. Beacon Trusteeship Limited."

For U. P. Power Corporation Limited

(Mr. A. K. Gupta)  
C.G.M (Finance)

(Mr. Pradeep Soni)  
Company Secretary

(Mr. Sudhanshu Dwivedi)  
Director (Finance)

(Sudhanshu Dwivedi)  
Director (Finance)  
U.P. Power Corporation Ltd  
Shakti Bhawan, Lucknow

ANNEXURE: LIST OF ALLOTTEES OF THE BONDS