

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]



सत्यमेव जयते

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

U40101UP2004SGC028687

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACU8823E

(ii) (a) Name of the company

U.P. POWER TRANSMISSION CC

(b) Registered office address

SHAKTI BHAWAN,
14-A ASHOK MARG
LUCKNOW
Uttar Pradesh
000000

(c) *e-mail ID of the company

cs@upptcl.org

(d) *Telephone number with STD code

05224314773

(e) Website

www.upptcl.org

(iii) Date of Incorporation

31/05/2004

(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 **Pre-fill All**

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	250,000,000	198,672,582	198,672,582	198,672,582
Total amount of equity shares (in Rupees)	250,000,000,000	198,672,582,000	198,672,582,000	198,672,582,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	250,000,000	198,672,582	198,672,582	198,672,582
Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of equity shares (in rupees)	250,000,000,000	198,672,582,000	198,672,582,000	198,672,582,000

(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	183,472,737	0	183,472,737	183,472,737	183,472,737	
Increase during the year	15,199,845	0	15,199,845	15,199,845	15,199,845	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	15,199,845	0	15,199,845	15,199,845	15,199,845	
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 <input type="text"/>						
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 <input type="text"/>						
At the end of the year	198,672,582	0	198672582	198,672,582	198,672,582	
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 <input type="text"/>						
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 <input type="text"/>						
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		30/09/2022	
Date of registration of transfer (Date Month Year)		30/04/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	100	Amount per Share/ Debenture/Unit (in Rs.)	1,000
Ledger Folio of Transferor	47		
Transferor's Name	JAIN		ANIL
	Surname	middle name	first name
Ledger Folio of Transferee	52		

Transferee's Name	DEVARAJ		MADASAMY
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	11/08/2022
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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	100	Amount per Share/ Debenture/Unit (in Rs.)	1,000
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Ledger Folio of Transferor	50
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Transferor's Name	PORALA		GURUPRASAD
	Surname	middle name	first name

Ledger Folio of Transferee	53
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Transferee's Name	PRASAD		RAKESH
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	29/08/2022
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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	100	Amount per Share/ Debenture/Unit (in Rs.)	1,000
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Ledger Folio of Transferor	49
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Transferor's Name	SRIVASTAVA	KUMAR	RANJAN
	Surname	middle name	first name

Ledger Folio of Transferee	54
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Transferee's Name	<input type="text" value="KUMAR"/>	<input type="text"/>	<input type="text" value="RAJIV"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="28/10/2022"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="100"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="1,000"/>
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Ledger Folio of Transferor	<input type="text" value="51"/>
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Transferor's Name	<input type="text" value="KUSHWAHA"/>	<input type="text" value="SINGH"/>	<input type="text" value="AMRENDRA"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="55"/>
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Transferee's Name	<input type="text" value="GARG"/>	<input type="text"/>	<input type="text" value="PIUSH"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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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"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

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
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

38,592,939,368

(ii) Net worth of the Company

212,740,881,837

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	176,539,230	88.86	0	
	(iii) Government companies	22,132,752	11.14	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	198,671,982	100	0	0

Total number of shareholders (promoters)

2

(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 Directors	600	0	0	
	Total	600	0	0	0

Total number of shareholders (other than promoters)

6

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

8

**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	2	2
Members (other than promoters)	5	6
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	0	0	0	0	0	0

B. Non-Promoter	5	0	4	0	0	0
(i) Non-Independent	5	0	4	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	6	0	9	0	0
(i) Banks & FIs	0	1	0	1	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	5	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	3	0	3	0	0
Total	5	6	4	9	0	0

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

15

(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)
CHANDRAMOHAN IND	08210867	Nominee director	0	
THANGARAJAN BOSH	02772316	Nominee director	0	
RAJIV KUMAR	08955044	Whole-time director	100	
ANUPAM SHUKLA	09659225	Nominee director	0	
PANKAJ KUMAR	08095154	Nominee director	0	
GURU PRASAD PORA	07979258	Managing Director	100	
NEEL RATAN KUMAR	03616458	Nominee director	100	
PIUSH GARG	09618404	Whole-time director	100	
RAKESH PRASAD	09665352	Whole-time director	100	
NIDHI KUMAR NARANJ	03473420	Nominee director	0	
MADASAMY DEVARAJ	08677754	Nominee director	100	27/07/2023
JAWED ASLAM	08608001	Nominee director	0	03/05/2023
RAVINDER NAGPAL	09368216	Nominee director	0	30/04/2023

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RISHI TANDON	AETPT8740B	Company Secretary	0	
SHARVAN BABBAR	AFQPB6624Q	CFO	0	

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

12

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)
ANIL JAIN	07575312	Whole-time director	12/04/2022	CESSATION
AMRENDRA SINGH KUMAR	08204467	Whole-time director	14/10/2022	CESSATION
RANJAN KUMAR SRIVASTAVA	07338796	Whole-time director	01/09/2022	CESSATION
AJAY KUMAR PURWAJ	08544396	Whole-time director	01/07/2022	CESSATION
ANIL KUMAR	09380929	Nominee director	28/06/2022	CESSATION
ANIL KUMAR GUPTA	ABEPG8571H	CFO	31/07/2022	CESSATION
RAJIV KUMAR	08955044	Whole-time director	01/07/2022	APPOINTMENT
PIUSH GARG	09618404	Whole-time director	21/05/2022	APPOINTMENT
RAKESH PRASAD	09665352	Whole-time director	01/07/2022	APPOINTMENT
ANUPAM SHUKLA	09659225	Nominee director	11/08/2022	APPOINTMENT
CHANDRAMOHAN INDIRA	08210867	Nominee director	28/10/2022	APPOINTMENT
SHARVAN BABBAR	AFQPB6624Q	CFO	11/08/2022	APPOINTMENT

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
17th Adjourned Annual General Meeting	11/08/2022	8	6	11.66
18th Annual General Meeting	30/09/2022	8	5	11.61

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/04/2022	10	9	90
2	31/05/2022	12	10	83.33
3	10/06/2022	12	9	75
4	11/08/2022	13	9	69.23
5	29/08/2022	13	11	84.62
6	28/10/2022	13	7	53.85
7	11/01/2023	13	8	61.54
8	09/02/2023	13	11	84.62
9	28/03/2023	13	10	76.92

C. COMMITTEE MEETINGS

Number of meetings held

20

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	30/04/2022	5	4	80
2	Audit Committee	11/08/2022	5	4	80
3	Audit Committee	29/08/2022	5	5	100
4	Audit Committee	28/10/2022	5	3	60
5	Audit Committee	09/02/2023	5	4	80
6	Audit Committee	28/03/2023	5	4	80
7	CSR Meeting	06/08/2022	5	5	100
8	CSR Meeting	06/01/2023	5	5	100
9	CSR Meeting	18/03/2023	5	5	100
10	Share Allotment	08/04/2022	3	3	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	21/09/2023
								(Y/N/NA)
1	CHANDRAMC	4	2	50	0	0	0	No
2	THANGARAJA	9	6	66.67	0	0	0	No
3	RAJIV KUMAR	6	6	100	11	11	100	Yes
4	ANUPAM SHUKLA	6	2	33.33	0	0	0	No
5	PANKAJ KUMAR	9	6	66.67	0	0	0	No
6	GURU PRASAD	9	9	100	14	14	100	Yes
7	NEEL RATAN	9	2	22.22	6	0	0	No
8	PIUSH GARG	8	8	100	8	8	100	Yes
9	RAKESH PRAKASH	6	6	100	0	0	0	Yes
10	NIDHI KUMAR	4	4	100	11	11	100	No
11	MADASAMY D	9	9	100	6	6	100	No
12	JAWED ASLAM	9	3	33.33	0	0	0	No
13	RAVINDER NA	9	6	66.67	6	5	83.33	No

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

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAKESH PRASAD	DIRECTOR (PM	2,523,148	0	0	0	2,523,148
2	RAJIV KUMAR	DIRECTOR (W&	2,474,864	0	0	0	2,474,864
3	PIUSH GARG	DIRECTOR (OP	3,143,634	0	0	0	3,143,634
4	ANIL JAIN	DIRECTOR (P&	434,138	0	0	0	434,138
5	ANIL KUMAR GUP	EXECUTIVE DIR	3,549,840	0	0	0	3,549,840
6	RANJAN KUMAR S	DIRECTOR (FIN	1,955,667	0	0	0	1,955,667
7	AMRENDRA SINGH	DIRECTOR (SLI	2,252,610	0	0	0	2,252,610
	Total		16,333,901	0	0	0	16,333,901

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	SHARVAN BABBAR	CHIEF FINANCE	2,378,082	0	0	0	2,378,082
2	RISHI TANDON	COMPANY SEC	2,499,501	0	0	21,203	2,520,704
	Total		4,877,583	0	0	21,203	4,898,786

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

MARDAN SINGH

Whether associate or fellow

Associate Fellow

Certificate of practice number

10705

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. ... 20 dated 26/02/2016

(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:

- 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.
- 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

RAKESH PRASAD
Digitally signed by RAKESH PRASAD
Date: 2023.11.18 15:39:46 +05'30'

DIN of the director

09665352

To be digitally signed by

RISHI TANDON
Digitally signed by RISHI TANDON
Date: 2023.11.18 15:37:17 +05'30'

Company Secretary

Company secretary in practice

Membership number

19215

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 Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders.pdf
MGT-8.pdf
Committee Meetings.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

List of Shareholders of U.P. Power Transmission Corporation Limited as on 31.03.2023								
S.No.	Name	Designation	Folio No.	DP Id-Client ID Account No.	No. of Shares Held	Class of Shares	Amount Per Share in Rs.	Shareholding in Rs.
1	Hon'ble Governor, U.P Government	-	8	-	176,539,230	Equity	1000	176,539,230,000.00
2	Uttar Pradesh Power Corporation Limited	-	1	-	22,132,752	Equity	1000	22,132,752,000.00
3	Shri M. Devaraj	Chairman, UPPTCL	52	-	100	Equity	1000	100,000.00
4	Shri Guruprasad Porala	Managing Director, UPPTCL	50	-	100	Equity	1000	100,000.00
5	Shri Piush Garg	Whole-Time Director	55	-	100	Equity	1000	100,000.00
6	Shri Rajiv Kumar	Whole-Time Director	54	-	100	Equity	1000	100,000.00
7	Shri Neel Ratan Kumar	Nominee Director	29	-	100	Equity	1000	100,000.00
8	Shri Rakesh Prasad	Whole-Time Director	53	-	100	Equity	1000	100,000.00
				Total	198,672,582			198,672,582,000.00

Company Secretary
UP Power Transmission Corporation Ltd.
Shakti Bhawan, Lucknow-226001

Committee Meetings held in FY 2022-23 of U.P. Power Transmission Corporation Limited

Number of Meetings held- 20

S.No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				No. of Members Attended	% of Attendance
1.	Audit Committee	30.04.2022	5	4	80
2.	Audit Committee	11.08.2022	5	4	80
3.	Audit Committee	29.08.2022	5	5	100
4.	Audit Committee	28.10.2022	5	3	60
5.	Audit Committee	09.02.2023	5	4	80
6.	Audit Committee	28.03.2023	5	4	80
7.	CSR Meeting	06.08.2022	5	5	100
8.	CSR Meeting	06.01.2023	5	5	100
9.	CSR Meeting	18.03.2023	5	5	100
10.	Share Allotment Committee	08.04.2022	3	3	100
11.	Share Allotment Committee	30.05.2022	2	2	100
12.	Share Allotment Committee	30.06.2022	2	2	100
13.	Share Allotment Committee	23.07.2022	3	3	100
14.	Share Allotment Committee	09.09.2022	2	2	100
15.	Share Allotment Committee	11.10.2022	3	2	100
16.	Share Allotment Committee	15.11.2022	3	3	100
17.	Share Allotment Committee	14.12.2022	3	3	100
18.	Share Allotment Committee	23.12.2022	3	3	100
19.	Share Allotment Committee	21.02.2023	3	3	100
20.	Share Allotment Committee	31.03.2022	3	3	100



Company Secretary
UP Power Transmission Corporation Ltd.
Shakti Bhawan, Lucknow-226001



MARDAN SINGH
PRACTICING COMPANY SECRETARY

7/581/10, Sector 7, Vikas Nagar, LUCKNOW-226022
Mob:-7355060301, email:- mardans59@gmail.com

Form No. MGT-8

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

CERTIFICATE BY COMPANY SECRETARY IN PRACTICE

I/We have examined the registers, records and books and papers of **M/S U.P. POWER TRANSMISSION CORPORATION LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31/03/2023**. In my/our opinion and to the best of my information and according to the examinations carried out by me/us and explanation 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 and making the entries therein within the time prescribed therefore;
 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 returns in respect of which meetings, proper notices are 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 person 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-section (3)(4) and (5) thereof;

As per the provisions of section 129 read with section 96 of the Companies Act, 2013, the Audited Financial Statement of the company for the financial year 2021-22 was required to be adopted in the annual general meeting of the company within six months of the closing of the financial year i.e., latest by 30/09/2022. Though, by holding the Annual General Meeting on 30/09/2022, the company has complied with the provisions of section 96 of the Companies Act, 2013. The Annual Financial Statement (Annual Accounts) of the company for the financial year 2021-22 were not ready for their adoption and this General meeting was adjourned. Thus, by the non-adoption of Annual Accounts of the company for the financial year 2021-22 in this Annual General Meeting, the company has failed to comply with the provisions of section 129 of the Companies Act, 2013.


12. Constitution/appointment/re-appointment/retirement/filling of casual vacancies/disclosures of Directors, Key Managerial Personnel and the remuneration paid to them;

As per the provisions of section 149 of the Companies Act, 2013 read with the Rule-(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to appoint at least two number of Independent Directors on the board of directors of the company. Further while constituting the Audit Committee under section 177 of the Companies Act, 2013, at least one Independent Director is required to be appointed. Similarly while constituting the Corporate Social Responsibility Committee under section 135 of the Act at least one independent director has to be appointed on such committee but during the year 2021-22 the company has not appointed any Independent director on the board of directors of the company, the Audit Committee and Corporate Social Responsibility committee.

13. Appointment/re-appointment/filling of 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 deposit;
16. Borrowing 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 guarantee given or providing securities to other bodies corporate or person 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.

Place: Lucknow

Date: 17-11-2023


Signature
(Mardan Singh)
Company Secretary in practice
FCS 1933, C.P. No. : 10705
UDIN: F001933E001926790