

U. P. HOTELS LIMITED

Registered Office & Operations Head Quarters
1101, Surya Kiran Building, 19, K. G. Marg, New Delhi - 110 001
Phone No.: 011-23722596-8, 011-41510325-6 * Fax : 011- 3312990
Email : clarkssuryakiran@yahoo.co.in * Web: www.hotelclarks.com
CIN: L55101DL1961PLC017307 * GSTIN: 07AADCS1783J3Z2
PAN: AADCS1783J



CLARKS
GROUP OF
HOTELS

Date: 05.09.2025

BSE Ltd.
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.

Security Code: 509960

Sub: Declaration of Voting Results of Postal Ballot

Dear Madam/Sir,

This is in reference to our letter dated August 5, 2025 enclosing therewith the Postal Ballot Notice dated July 27, 2025 seeking consent of Members of the Company through Special Resolution for the following:

1. Voluntary de-listing of Equity Shares of the Company from BSE Limited

Post-closing of voting period at 17:00 hours (IST) on September 4, 2025, the Scrutinizer has submitted his Report on the Results of the Postal Ballot (through remote e-voting) on September 5, 2025.

Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), we would like to inform you that the said Resolution has not been approved by the Members of the Company with requisite majority.

In this regard, please find enclosed the Voting results as required under Regulation 44(3) of the Listing Regulations and the Scrutinizer's Report thereon dated September 5, 2025.

The Results of the Postal Ballot along with the Scrutinizer's Report are being placed on the Company's website at www.hotelclarks.com and website of BSE Limited at www.bseindia.com.

Thanking you,

For U. P. Hotels Limited


Prakash Chandra Prusty
Company Secretary

Encl.: as above

Voting Results

Date of the AGM / EGM : Postal Ballot						4th September, 2025					
Total number of shareholders on record date						1253					
No. of shareholders present in the meeting either in person or through proxy:						Not Applicable					
Promoters and Promoter Group											
Public											
No. of Shareholders attended the meeting through remote e-voting (No Video Conferencing)						99					
Promoters and Promoter Group						4					
Public						95					
Agenda-wise disclosure - Resolution No. 1. Approval for Voluntary Delisting of the Equity Shares of U. P. Hotels Limited from BSE Limited											
Resolution required: (Ordinary / Special)						Special					
Whether promoter / promoter group are interested in the agenda/resolution?						Yes					
Category	Mode of Voting	No. of Shares held	No. of votes polled	No. of votes polled (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)	% of votes polled on outstanding shares (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)	No. of Votes - in favour	No. of Votes - in favour (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)	No. of Votes - against	No. of Votes - against (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2a)	(2) [(39.41% for promoters)]	(3) = [(2)/(1)] * 100	(4a)	(4) [(39.41% for promoters)]	(5a)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Promoter and	E-Voting	4772960	0	0	0.00	0	0	0	0	0.00	0.00
	Poll (E-voting during AGM)		0	0	0.00	0	0	0	0	0.00	0.00
Promoter Group	Postal Ballot		372336	146738	2.72	0	0	372336	146738	0.00	30.40
	Total #	4772960	372336	146738	2.72	0	0	372336	146738	0.00	30.40
Public-Institutions	E-Voting		0	0	0.00	0	0	0	0	0.00	0.00
	Poll (E-voting during AGM)		0	0	0.00	0	0	0	0	0.00	0.00
	Postal Ballot	NA									
	Total		0	0	0.00	0	0	0	0	0.00	0.00
Public Non Institutions	E-Voting	627040	0	0	0.00	0	0	0	0	0.00	0.00
	Poll (E-voting during AGM)		0	0	0.00	0	0	0	0	0.00	0.00
	Postal Ballot		335954	335954	6.22	252883	252883	83071	83071	52.39	17.21
	Total	627040	335954	335954	6.22	252883	252883	83071	83071	52.39	17.21
Total		5400000	708290	482692	8.94	252883	252883	455407	229809	52.39	47.61

Note: Due to non-compliance of Minimum Public Shareholding requirement, SEBI vide its order No. WTM/PS/08/CFD/JUNE/2013 dated 4.6.2013 has put partial restriction on voting rights of promoters & promoter Group. Accordingly, the shareholding pattern of the company for the year under review is as under:

1. Promoter & Promoter Group (4772960 Equity Shares of Rs. 10/- each)-A
2. Public-Others (627040 Equity Shares of Rs. 10 each)-B
3. total (5400000 Equity shares of Rs. 10/- each)-C
4. Promoters Equity as per SEBI Order -1881120 Equity Shares - D

Percentage of Promoters Equity as per SEBI Order $\{(D/A*100)=\}$: $1881120/4772960*100 = 39.41\%$



DEEPAK BANSAL & ASSOCIATES

Company Secretaries

Flat No.1601, 16th Floor, Tower M, Arihant Arden, Plot No.GH-07A,
Sector 01, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh-201318
Ph.: 98991 67774; Email: csdeepakbansal@gmail.com

SCRUTINIZER REPORT

The Chairman
U. P. Hotels Limited
1101, Surya Kiran,
19, K.G. Marg, New Delhi-110001

Sub: **Scrutinizer's Report on Postal Ballot process by voting by electronic means conducted pursuant to Section 108 and 110 of the Companies Act, 2013 ('The Act') read with Rules framed there under, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2)**

I, Deepak Bansal, (**Practicing Company Secretary**), had been appointed as the Scrutinizer by the Board of Directors of **U. P. Hotels Limited (CIN No: L55101DL1961PLC017307)** having its registered office at 1101, Surya Kiran, 19, K.G.Marg, New Delhi-110001 for the purpose of scrutinizing the Postal Ballot process through electronic means (e-voting) in a fair and transparent manner and ascertaining requisite majority on Postal Ballot process through e-voting carried out in respect of the resolution as set out in the Notice of Postal Ballot and E-Voting of the Company dated 27th July, 2025.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the Shareholders. The remote e-voting period commenced on Wednesday, 6th August, 2025 at 9.30 a.m. and ended on Thursday, 4th September, 2025 at 5.00 p.m. IST.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company had sent Postal Ballot Notice in electronic form only and extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for this Postal Ballot.

Deepak
Bansal

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The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules framed there under relating to Postal Ballot process through e-voting on the resolution contained in Notice of Postal Ballot of the Company dated 27th July, 2025 sent to all the members of the Company as prescribed in the Act and Rules. My responsibility as a Scrutinizer for Postal Ballot process for e-voting is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolution.

This postal ballot resolution was put up for approval of the shareholders as Special Resolution for voluntary delisting of Company's equity shares from BSE Limited. As per Regulation 11 of the SEBI (Delisting of Equity Shares) Regulations, 2021, the special resolution shall be acted upon only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it.

Further to above, I submit my report as under:

- a. The e-voting period remained open from Wednesday, 6th August, 2025 at 9.30 a.m. and ended on Thursday, 4th September, 2025 at 5.00 p.m. IST and the e-voting platform was blocked thereafter.
- b. Votes cast through e-voting received up to Thursday, 4th September, 2025 at 5.00 p.m. were considered.
- c. Accordingly, the results of the Postal Ballot through remote e-voting is as under:

1. Resolution to be passed as a Special Resolution - Item No. 1.

Approval for Voluntary Delisting of the Equity Shares of the U. P. Hotels Limited from BSE Limited

I. Voting 'in favour' of Resolution:

	Number of Members who voted through E-Voting in the Postal Ballot Process	Number of valid votes cast (Shares)	% of total number of valid votes cast
E-Voting	53	252883	52.39
Total	53	252883	52.39

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II. Voting 'against' the Resolution:

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of valid votes cast (Shares)	% of total number of valid votes cast
E-Voting	46	229809	47.61
Total	46	229809	47.61

III. Invalid Votes:

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of valid votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Total	0	0	0

Summary of Total Votes for Resolution No. 1

Particulars	Number of members	Number of votes cast (Shares)	% of total number of votes
Votes in favour by Promoters	0	0	0
Votes against by Promoters #	4	146738	30.40
Votes in favour by Public Shareholders	53	252883	52.39
Votes against by Public Shareholders	42	83071	17.21
Total	99	482692	100.00

Due to non-compliance of Minimum Public Shareholding requirement, SEBI vide its order No. WTM/PS/08/CFD/JUNE/2013 dated 4.6.2013 has put partial restriction on voting rights of promoters & promoter Group. Accordingly, the shareholding pattern of the company for the year under review is as under:

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1. Promoter & Promoter Group (4772960 Equity Shares of Rs.10/- each) - A
2. Public-Others (627040 Equity Shares of Rs.10/- each) - B
3. Total (5400000 Equity shares of Rs.10/- each) - C
4. Promoters Equity as per SEBI Order -1881120 Equity Shares - D

Percentage of Promoters Equity as per SEBI Order $\{(D/A*100) = \%\}$: $1881120/4772960*100$
= 39.41%

Total Votes by Promoters: 372336

Total votes of Promoters taken into consideration per SEBI Order: 146738

Result: Special Resolution - Not Approved

I confirm that the complete Postal Ballot voting process has been conducted in a fair and transparent manner.

You may accordingly declare the result of the voting by Postal Ballot.

The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Postal Ballot through remote E-voting process and thereafter the same will be handed over to the Company Secretary.

Thanking you,

Yours faithfully,

For **Deepak Bansal & Associates**

Company Secretaries

UIN: S2007UP759100

PR-7057/2025

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Bansal

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(Deepak Bansal)

Proprietor

FCS: 3736, C.P No.7433

UDIN: F003736G001183233

Dated: 5th September, 2025

Place: Noida, Uttar Pradesh
