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

May 28, 2026

BSE Ltd.
25th floor, Priroze Jeejeebhoy Towers
Dalal Street, Mumbai-400 001.

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2026

Sir,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report of the Company issued by Deepak Bansal & Associates, Practicing Company Secretaries, for Financial Year ended 31st March, 2026.

This is for your information and record.

Thanking you,

For U. P. Hotels Limited

Prakash Chandra Prusty
Company Secretary

Encl: as above

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-201306
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ANNUAL SECRETARIAL COMPLIANCE REPORT OF U. P. HOTELS LIMITED FOR THE FINANCIAL YEAR ENDED 31.03.2026

We, Deepak Bansal & Associates, Practicing Company Secretaries, Noida have examined:

a. all the documents and records made available to us and explanation provided by **U. P. Hotels Limited CIN: L55101DL1961PLC017307** ("the listed entity"),
b. the filings/ submissions made by the listed entity to the stock exchanges,
c. website of the listed entity,
d. any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended **31.03.2026** ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the Audit Period)**
c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the company during the Audit Period)**
e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the company during the Audit Period)**
f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the company during the Audit Period)**
g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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h. Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
i. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
j. Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act, 2013 and dealing with client to the extent of securities issued;
k. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021

and circulars/ guidelines issued thereunder;
and based on the above examination, we hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Regulation 38 of SEBI LODR Minimum Public Shareholding	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not been able to maintain minimum public shareholding	BSE	Levied Fine	Not able to maintain minimum Public Shareholding	As detailed in the next column	BSE, in terms of SEBI Master Circular dated 11.07.2023 and Chapter VII Section VII-B SEBI circular no. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024, for MPS non-compliance, has levied fines: <u>FY-2025-26</u> i. fine of Rs.10,73,800/- (including GST) for the period 01.04.2025 and 30.06.2025 vide its email dated 12.08.2025; and ii. fine of Rs.10,85,600/- (including GST) for the period 01.07.2025	SEBI vide its letter dated 03.12.2024 has granted relaxations for the specific purpose of seeking voluntary delisting of equity shares of the company. One of the	Nil

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								and 30.09.2025 vide its email dated 11.11.2025 FY 2023-2024 i) fine of Rs.9,55,800/- (including GST) for the period 12.07.2023 and 30.09.2023 vide its email dated 16.11.2023; ii) fine of Rs.10,85,600/- (including GST) for the period 01.10.2023 and 31.12.2023 vide its email dated 15.02.2024; iii) fine of Rs.10,73,800/- (including GST) for the period 01.01.2024 and 31.03.2024 vide its email dated 21.05.2024; FY 2024-25 i) fine of Rs.10,73,800/- (including GST) for the period 01.04.2024 and 30.06.2024 vide its email dated 16.08.2024; ii) fine of Rs.10,85,600/- (including GST) for the period 01.07.2024 and 30.09.2024 vide its email dated 19.11.2024. iii) fine of Rs.10,85,600/- (including GST) for the period 01.10.2024 and 31.12.2024 vide its email dated 19.02.2025; and iv) fine of Rs.10,62,000/- (including GST) for the period 01.01.2025 and 31.03.2025 vide its email dated 19.05.2025. SEBI, vide its letter dated 03.12.2024, has granted specific relaxations for the specific purpose of seeking voluntary delisting of equity shares of the Company	relaxation is relaxation from the requirement of compliance with minimum shareholding norms. The company has requested BSE to waive the fine imposed on the company. The company could not complete the voluntary delisting process within the SEBI prescribed time period up to 02.12.2025. The company has again requester SEBI for extension of time for completing the voluntary delisting process	

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								under the conditions specified in the said SEBI letter and also granted relaxation regarding non-compliance with MPS norms. Accordingly, the company has requested BSE to waive the fine imposed on the company. The company could not complete the voluntary delisting process with the SEBI prescribed time period up to 02.12.2025.	in terms of SEBI letter dated 03.12.2024.	
2	Regulation 31(2) of SEBI(LODR), 2015	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not yet achieved 100 Percent dematerialization of Promoters and Promoter's group Shareholding.	SEBI	SEBI Administrative Warning Letter dated 25.03.2025 ('SEBI Warning Letter')	Not yet achieved 100 Percent dematerialization of Promoters and Promoter's group Shareholding	Nil	SEBI vide its order dated 04.06.2013 and 02.12.2014 restricted the right of Promoters and Directors of Company to deal with the shares in the Company thereby freezing the de-mat accounts of Promoters and Promoter Directors of the Company. Consequently, the promoters were unable to de-mat their shares. Further BSE had frozen the demat accounts of all the Promoters and Promoter Groups in the year 2023, due to MPS Non-compliance. Following the submission of Company's response on clarifications sought by SEBI with respect to non-compliance of dematerialization of 100% shareholdings of promoters and promoter group of the company as mentioned under	As on 31.03.2026, only 126377 shares constituting 2.34% of promoter shares are pending for dematerialization. The Company has requested the promoter shareholders to demat their physical shares. Due to SEBI prohibitions coupled with death of a promoter and	Nil

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								Regulation 31(2) of SEBI LODR Regulations, 2015 and SEBI Circular bearing No. Cir/ISD/3/2011 dated June 17, 2011, SEBI had issued Administrative Warning Letter dated 25.03.2025 to the company to ensure 100% dematerialization of shareholdings of promoters and promoter group in the company and to improve the compliance standards.	freezing of demat accounts of promoter & promoter groups by BSE, promoters are unable to de-mat their shares. The company vide its letter dated 06.06.2025, intimated SEBI about the corrective action taken by the Compliance Officer to rectify the deficiencies as per the SEBI Warning Letter alongwith comments of the Board of Directors on the steps taken by the compliance officer.	

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3	Regulation 23 of SEBI (LODR), 2015	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Related Party transactions pertaining to the previous year's which are subject to a legal case pending before the Hon'ble NCLT, New Delhi for adjudication have not been approved by the Audit Committee and the Board of Directors	No action is taken by SEBI / BSE/ other regulators	The Company has given clarification on non-compliance in the Annual Report of the company	The Related Party transactions (RPT) pertaining to the previous years which are subject to a legal case pending before the Hon'ble NCLT, New Delhi for adjudication have not been approved by the Board of Directors and the Audit Committee.	Nil	The Related Party transactions pertaining to the previous year's which are subject to a legal case pending before the Hon'ble NCLT, New Delhi for adjudication have not been approved by the Audit Committee and the Board of Directors The Board of Directors of the Company have decided that decision on RPTs at the Board & Audit Committee level may be contrary to the decision of Hon'ble NCLT, thus have deferred their decision on such RPT's.	The Board at its meeting held on 20/08/2017 took note of the fact that RPT's fall within the purview of the matter of Oppression and Mismanagement currently pending before Hon'ble NCLT for adjudication and any decision of the Board on RPT may not be executable later. In view of the above, the Board and Audit Committee have decided to defer the consideration of RPT till the final decision of the Hon'ble NCLT.	Nil

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31.03.2025	Compliance Requirement (Regulations/ circular/guidelines including specific clause)	Details of violation/ Deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comment of the PCS on the actions taken by the Listed entity
1	SEBI vide order dated 30.09.0219, had granted relaxation under Regulation 8(1B) (i) of the SEBI (Delisting of Equity Shares) Regulations, 2009 allowing initiation of voluntary delisting process. The Company initiated the process of voluntary delisting the equity shares from BSE Limited in the year 2022. However, the Delisting Offer failed in terms of SEBI Order dated September 30, 2019. The Company has filed an application with SEBI on December 11, 2023 requesting for a) relaxing Regulation 38 MPS requirements as per Regulation 42(1) (c) of Delisting Regulations b) allowing promoters to acquire shares so that post offer	BSE, in terms of SEBI Master Circular dated 11.07.2023 and Chapter VII Section VII-B SEBI circular no. SEBI/ HO/CFD/ PoD2/CIR/P/0155 dated November 11, 2024, for MPS non-compliance, has levied: i) fine of Rs.10,73,800/- (including GST) for the period 01.04.2024 and 30.06.2024 vide its email dated 12.08.2025; ii) fine of Rs.10,85,600/- (including GST) for the period 01.07.2024 and 30.09.2024 vide its email dated 11.11.2025. iii) fine of Rs.10,85,600/- (including GST) for the period 01.10.2024 and 31.12.2024 vide its email dated 19.02.2025; iv) fine of Rs.10,62,000/- (including GST) for the period 01.01.2025 and 31.03.2025 vide its email dated 19.05.2025. Fines levied for the period falling in FY	Regulation 38 of SEBI (LODR) Regulations 2015 Minimum Public Shareholding	The Company has not been able to maintain minimum public shareholding.	SEBI vide its letter dated 03.12.2024 has granted relaxations for the specific purpose of seeking voluntary delisting of equity shares of the company. One of the relaxation is relaxation from the requirement of compliance with minimum shareholding norms. The company has requested BSE to waive the fine imposed on the company. The Company initiated the process of voluntary delisting of the equity shares from BSE Limited during the financial year 2025-2026, however, the same could not be completed in the timeline prescribed by SEBI. The Company has again filed application with SEBI for Extension of time to complete the voluntary delisting process.	The voluntary delisting process could not be completed within SEBI prescribed time frame up to 2nd December, 2025. The Company has again filed an application with SEBI for Extension of time to complete the voluntary delisting process

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DEEPAK BANSAL & ASSOCIATES
Company Secretaries

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	shareholding of the acquirer reach 90% of the total issued shares. c) de freeze demat accounts of the promoters and d) granting relaxation for non-compliance with 100% dematerialization. The Company has also requested BSE for waiver of fine and personal hearing and keep recovery of fine in abeyance. BSE has advised the Company to apply for waiver of fine as per BSE procedure.	2023-24 were as follows: - i) fine of Rs.9,55,800/- (including GST) for the period 12.07.2023 and 30.09.2023 vide its email dated 16.11.2023; ii) fine of Rs.10,85,600/- (including GST) for the period 01.10.2023 and 31.12.2023 vide its email dated 15.02.2024; iii) fine of Rs.10,73,800/- (including GST) for the period 01.01.2024 and 31.03.2024 vide its email dated 21.05.2024; SEBI, vide its letter dated 03.12.2024, has granted specific relaxations for the specific purpose of seeking voluntary delisting of equity shares of the Company under the conditions specified in the said SEBI letter and also granted relaxation regarding non-compliance with MPS norms. Accordingly, the company has requested BSE to waive the fine imposed on the company. The Company is in the process of initiating voluntary delisting of the equity shares from BSE Limited.				

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2	SEBI vide its order dated 04.06.2013 and 02.12.2014 restricted the right of Promoters and Directors of Company to deal with the shares in the Company thereby freezing the de-mat accounts of Promoters and Promoter Directors of the Company. Consequently, the promoters were unable to de-mat their shares. Further BSE has frozen the de-mat accounts of all the Promoters and Promoter Groups in the year 2023, due to MPS Non-compliance.	SEBI vide its order dated 04.06.2013 and 02.12.2014 restricted the right of Promoters and Directors of Company to deal with the shares in the Company thereby freezing the de-mat accounts of Promoters and Promoter Directors of the Company. Consequently, the promoters were unable to de-mat their shares. Further BSE has frozen the de-mat accounts of all the Promoters and Promoter Groups in the year 2023, due to MPS Non-compliance. Following the submission of Company's response on clarifications sought by SEBI with respect to non-compliance of dematerialization of 100% shareholdings of promoters and promoter group of the company as mentioned under Regulation 31(2) of SEBI LODR Regulations, 2015 and SEBI Circular bearing No. Cir/ISD/3/2011 dated June 17, 2011, SEBI has issued Administrative Warning Letter to the company to ensure 100% dematerialization of shareholdings of promoters and promoter group in	Regulation 31(2) of SEBI (LODR), 2015	The Company has not yet achieved 100 Percent dematerialization of Promoters and Promoter's group Shareholding. SEBI/BSE has frozen the de-mat accounts of Promoters and Promoter Directors	The Company had requested the promoter shareholders to demat their physical shares. The company vide its letter dated 06.06.2025, intimated SEBI about the corrective action taken by the Compliance Officer to rectify the deficiencies as per the SEBI Warning Letter and comment of the Board of Directors about its satisfaction on the steps taken by the compliance officer. As on 31.03.2026, only 126377 shares constituting 2.34% of promoter shares are pending for dematerialization.	Due to SEBI prohibitions coupled with death of a promoter and freezing of demat accounts of promoter & promoter groups by BSE, the physical shares of promoters cannot be dematted unless compliance with regard to Minimum Public Shareholdings are met.

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		the company and to improve the compliance standards				
3	The Related Party transactions pertaining to the previous year's which are subject to a legal case pending before the Hon'ble NCLT, New Delhi for adjudication have not been approved by the Audit Committee and the Board of Directors.	The Related Party transactions pertaining to the previous year's which are subject to a legal case pending before the Hon'ble NCLT, New Delhi for adjudication have not been approved by the Audit Committee and the Board of Directors The Board of Directors of the Company have decided that decision on RPTs at the Board & Audit Committee level may be contrary to the decision of Hon'ble NCLT, thus have deferred their decision on such RPT's.	Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	No fine imposed/ action taken	The Board at its meeting held on 20/08/2017 took note of the fact that RPT's fall within the purview of the matter of Oppression and Mismanagement currently pending before Hon'ble NCLT for adjudication and any decision of the Board on RPT may not be executable later. In view of the above, the Board and Audit Committee have decided to defer the consideration of RPT till the final decision of the Hon'ble NCLT.	The company is awaiting the adjudication on the legal case pending before the Hon'ble NCLT, New Delhi

I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes / No/NA)	Observations / Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None

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2.	**Adoption and timely updation of the Policies:** ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	None
3.	**Maintenance and disclosures on Website:** ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	None
4.	**Disqualification of Director:** None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries	 Not Applicable Not Applicable	 No Material subsidiary No subsidiary

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6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	**Performance Evaluation:** The listed entity has conducted performance evaluationof the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	**Related Party Transactions:** a. The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	None
	b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Not Applicable	The related party transactions ("RPT") during the previous years under the Companies Act, 2013 which being part of a legal matter and pending before the Hon'ble National Company Tribunal (NCLT) for adjudication could not be approved by the Audit Committee and Board of Directors considering that any decision of the Board may be contrary to the decision of the Hon'ble NCLT which may not be

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			executable later. The Board in its meeting held on 20.08.2017 had decided to defer the consideration of the said matter of RPT's till the final decision of the Hon'ble NCLT.
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters / directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Non-compliances mentioned in this report at Table I (a) above	Remarks mentioned at Table I (a) above

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12.	**Resignation of Statutory Auditors from the Listed entity or its material subsidiaries** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and /or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the listed entities.	Not Applicable	There was no eventuality of resignation by the statutory auditors.
13.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Non-compliances mentioned in this report at Table I (a) above	Remarks mentioned at Table I (a) above

We further report that the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations is not applicable to the listed entity.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

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Date: 2026.05.23 14:44:24 +05'30'

DEEPAK BANSAL & ASSOCIATES

Company Secretaries

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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management hasconducted the affairs of the listed entity.

For **Deepak Bansal & Associates**
Company Secretaries
(Firm No. S2007UP759100)
P R No.7057/2025

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Date: 2026.05.23 14:44:46 +05'30'

(Deepak Bansal)
Proprietor
FCS No.: 3736
C P No.: 7433
UDIN: F003736H000436234

Date: 23.05.2026
Place: Greater Noida