

## **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](mailto:clarkssuryakiran@yahoo.co.in) \* Web: [www.hotelclarks.com](http://www.hotelclarks.com)  
CIN: L55101DL1961PLC017307 \* GSTIN: 07AADCS1783J3Z2  
PAN: AADCS1783J



**CLARKS  
GROUP OF  
HOTELS**

Date: 03.07.2026

**BSE Ltd.**

**25<sup>th</sup> 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 02.06.2026 enclosing therewith the Postal Ballot Notice dated May 28, 2026 seeking consent of Members of the Company through Special Resolution for the following:

1. In-Principle Approval for supporting the Application filed with SEBI for Extension of time for Voluntary Delisting of the Equity Shares of the Company from BSE Limited.

Post-closing of voting period at 17:00 hours (IST) on 02.07.2026, the Scrutinizer has submitted his Report on the Results of the Postal Ballot (through remote e-voting) on July 3, 2026. Pursuant to the provisions of the section 110 of the Companies Act, 2013, the date of meeting of the shareholders is 02.07.2026.

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 03.07.2026.

The Results of the Postal Ballot along with the Scrutinizer's Report are being placed on the Company's website at [www.hotelclarks.com](http://www.hotelclarks.com) and website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).

Thanking you,

**For U. P. Hotels Limited**

**Prakash Chandra Prusty  
Head – Legal, Compliance & Company Secretary**

Encl.: as above

### Voting Results

| Date of the AGM / EGM :  |                            | Postal Ballot      |                     |   |   | 03.07.2026               |  |                        |  |                                      |                                    |
|--|----------------------------|--------------------|---------------------|---|---|--------------------------|--|------------------------|--|--------------------------------------|------------------------------------|
| Total number of shareholders on record date  |                            | 1278               |                     |   |   |                          |  |                        |  |                                      |                                    |
| 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)   |                            | 68                 |                     |   |   |                          |  |                        |  |                                      |                                    |
| Promoters and Promoter Group   |                            | 12                 |                     |   |   |                          |  |                        |  |                                      |                                    |
| Public   |                            | 56                 |                     |   |   |                          |  |                        |  |                                      |                                    |
| Agenda-wise disclosure - Resolution No. 1. In-Principle Approval for supporting the Application filed with SEBI for Extension of time for Voluntary Delisting of the Equity Shares of the Company 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*39.41   | (4a)                     | (4) @39.41% for promoters)   | (5a)                   | (5)  | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | 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                               |
|  | Postal Ballot              |                    | 2788826             | 1099076   | 20.35   | 1692614                  | 667059   | 1096212                | 432017   | 60.69                                | 39.31                              |
|  | Total #                    | 4772960            | 2788826             | 1099076   | 20.35   | 1692614                  | 667059   | 1096212                | 432017   | 60.69                                | 39.31                              |
| 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 Insitutions   | 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              |                    | 110141              | 110141  | 2.04  | 105066                   | 105066   | 5075                   | 5075   | 95.39                                | 4.61                               |
|  | Total                      | 627040             | 110141              | 110141  | 2.04  | 105066                   | 105066   | 5075                   | 5075   | 95.39                                | 4.61                               |
| <b>Total</b>   |                            | 5400000            | 2898967             | 1209217   | 22.39   | 1797680                  | 772125   | 1101287                | 437092   | 63.85                                | 36.15                              |

# 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 28th May, 2026.

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, 3<sup>rd</sup> June, 2026 at 9.30 a.m. and ended on Thursday, 2<sup>nd</sup> July, 2026 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

Digitally signed  
by Deepak Bansal  
Date: 2026.07.03  
16:36:05 +05'30'

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 28<sup>th</sup> May, 2026 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 In-Principle Approval for supporting the Application filed with SEBI for Extension of time for Voluntary Delisting of the Equity Shares of the Company from BSE Limited.

Further to above, I submit my report as under:

- a. The e-voting period remained open from Wednesday, 3<sup>rd</sup> June, 2026 at 9.30 a.m. and ended on Thursday, 2<sup>nd</sup> July, 2026 at 5.00 p.m. IST and the e-voting platform was blocked thereafter.
- b. Votes cast through e-voting received up to Thursday, 2<sup>nd</sup> July, 2026 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.**

In-Principle Approval for supporting the Application filed with SEBI for Extension of time for Voluntary Delisting of the Equity Shares of the Company from BSE Limited

**I. Voting ‘in favour’ of Resolution:**

|              | <b>Number of Members who voted through E-Voting in the Postal Ballot Process</b> | <b>Number of valid votes cast (Shares)</b> | <b>% of total number of valid votes cast</b> |
|--------------|--|--|--|
| E-Voting     | 49   | 772125                                     | 63.85  |
| <b>Total</b> | <b>49</b>  | <b>772125</b>                              | <b>63.85</b>                                 |

**II. Voting ‘against’ the Resolution:**

|          | <b>Number of Members who voted through E-Voting and Postal Ballot Process</b> | <b>Number of valid votes cast (Shares)</b> | <b>% of total number of valid votes cast</b> |
|----------|---|--|--|
| E-Voting | 19  | 437093                                     | 36.15  |

|              |           |               |              |
|--------------|-----------|---------------|--------------|
| <b>Total</b> | <b>19</b> | <b>437092</b> | <b>36.15</b> |
|--------------|-----------|---------------|--------------|

### III. Invalid Votes:

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

### Summary of Total Votes for Resolution No. 1

| <b>Particulars</b>                     | <b>Number of members</b> | <b>Number of votes cast (Shares)</b> | <b>% of total number of votes</b> |
|--|--------------------------|--------------------------------------|-----------------------------------|
| Votes in favour by Promoters           | 06                       | 667059                               | 55.16                             |
| Votes against by Promoters #           | 06                       | 432017                               | 35.73                             |
| Votes in favour by Public Shareholders | 43                       | 105066                               | 8.69                              |
| Votes against by Public Shareholders   | 13                       | 5075                                 | 0.42                              |
| <b>Total</b>                           | <b>68</b>                | <b>482692</b>                        | <b>100.00</b>                     |

# 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  $\{(D/A*100) = \%\}$ :  $1881120/4772960*100 = 39.41\%$

Total Votes by Promoters: 2788826

Total votes of Promoters taken into consideration as per SEBI Order: 1099076

**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

**Deepak**  
**Bansal**

Digitally signed  
by Deepak Bansal  
Date: 2026.07.03  
16:37:10 +05'30'

**(Deepak Bansal)**

Proprietor

FCS: 3736, C.P No.7433

UDIN: F003736H000740164

Dated: 3<sup>rd</sup> July, 2026

Place: Noida, Uttar Pradesh

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