

U. P. Hotels Limited

Registered & Corporate Office and Operation Head Quarter:
1101, Surya Kiran, 19, Kasturba Gandhi Marg, New Delhi – 110001.
Tel.: 011 - 23722596-98
Email: Clarkssuryakiran@yahoo.co.in, Website: www.hotelclarks.com
CIN: L55101DL1961PLC017307, GSTN: 07AADCS1783J3Z2

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 62nd Annual General Meeting of the members of U. P. Hotels Limited will be held on Wednesday the 27th day of September, 2023 at 2.30 p.m. through Video Conferencing (“VC”) or Other Audio Video Means (“OAVM”) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and the Auditors' thereon.
2. To appoint a director in place of Mrs. Supriya Gupta (DIN - 00009188), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, Schedule V to the Companies Act, 2013 and rules made under the Companies Act, 2013, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, consent of the company be and is hereby accorded for revision in the payment of remuneration to Mr. Apurv Kumar, Joint Managing Director & Chief Financial Officer (DIN 00043538) of the Company with effect from 1st April, 2023 to 14th May, 2024 as stated below:

Salary: Rs.10,00,000/- per month

Perquisites & Allowances:

- A. Mr. Apurv Kumar shall also be entitled to the following perquisites and allowances hereunder:
 - i. accommodation (furnished or otherwise) or house rent allowance in lieu thereof;
 - ii. reimbursement of utilities such as gas, water, electricity etc.;
 - iii. Payment / reimbursement of medical / hospitalization expenses for self and family members restricted to one month's salary;
 - iv. fees of clubs;
 - v. insurance policies such as Group personal accident policy, mediclaim policy, overseas travel insurance, Directors & Officers Liability policy or others as may be decided by the management from time to time;
 - vi. Company car with driver and fuel reimbursement with associated expenses;
 - vii. Provision of telephone(s) at residence and mobile phone with associated expenses;
 - viii. Provision of computer, laptop, and i-pad with associated expenses;
 - ix. Leaves as per the rules of the Company or approved by the Board of Directors;
 - x. Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be agreed to by the Board of Directors from time to time.
- B. Mr. Apurv Kumar shall also be entitled to following perquisites which shall not be included in the computation of the aforesaid ceiling on perquisites and allowances:
 - a. contribution to provident fund, superannuation fund or annuity fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
 - b. gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - c. encashment of leave at the end of the tenure.
- C. Mr. Apurv Kumar shall not be entitled to any sitting fee for attending meeting of the Board or of any Committee thereof.
- D. The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

Total Remuneration of Mr. Apurv Kumar in any financial year shall not exceed 5% of the net profits of the Company during that year.

Resolved further that the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made

thereunder or other applicable provisions or any statutory modifications thereof.

Resolved further that the Nomination & Remuneration Committee and Board of Directors of the Company be and are hereby authorised to revise the salary to comply with the payment of remuneration within the overall limit of 5% of the net profits of the company for the respect financial year during the period of appointment.

Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds or things as may be necessary, proper and expedient to give effect to this resolution."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, Schedule V to the Companies Act, 2013 and rules made under the Companies Act, 2013, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, consent of the company be and is hereby accorded for revision in the payment of remuneration to Mr. Rupak Gupta, Joint Managing Director & Chief Financial Officer (DIN 00007310) of the Company with effect from 1st April, 2023 to 14th May, 2024 as stated below:

Salary: Rs.10,00,000/- per month

Perquisites & Allowances:

- A. Mr. Rupak Gupta shall also be entitled to the following perquisites and allowances hereunder:
- i. accommodation (furnished or otherwise) or house rent allowance in lieu thereof;
 - ii. reimbursement of utilities such as gas, water, electricity etc.;
 - iii. Payment / reimbursement of medical / hospitalization expenses for self and family members restricted to one month's salary;
 - iv. fees of clubs;
 - v. insurance policies such as Group personal accident policy, mediclaim policy, overseas travel insurance, Directors & Officers Liability policy or others as may be decided by the management from time to time;
 - vi. Company car with driver and fuel reimbursement with associated expenses;
 - vii. Provision of telephone(s) at residence and mobile phone with associated expenses;
 - viii. Provision of computer, laptop, and i-pad with associated expenses;
 - ix. Leaves as per the rules of the Company or approved by the Board of Directors;
 - x. Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be agreed to by the Board of Directors from time to time.
- B. Mr. Rupak Gupta shall also be entitled to following perquisites which shall not be included in the computation of the aforesaid ceiling on perquisites and allowances:
- a. contribution to provident fund, superannuation fund or annuity fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
 - b. gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - c. encashment of leave at the end of the tenure.
- C. Mr. Rupak Gupta shall not be entitled to any sitting fee for attending meeting of the Board or of any Committee thereof.
- D. The appointment may be terminated by either party by giving three months' notice of such termination or salary in lieu thereof or by mutual consent.

Total Remuneration of Mr. Rupak Gupta in any financial year shall not exceed 5% of the net profits of the Company during that year.

Resolved further that the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

Resolved further that the Nomination & Remuneration Committee and Board of Directors of the Company be and are hereby authorised to revise the salary to comply with the payment of remuneration within the overall limit of 5% of the net profits of the company for the respect financial year during the period of appointment.

Resolved further that the Board of Directors be and is hereby authorized to do all such acts, deeds or things as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board of Directors
For U. P. HOTELS LIMITED

Date: 11.08.2023
Place: New Delhi

Apurv Kumar
(Joint Managing Director & CFO)
DIN: 00043538

Registered Office:

1101, Surya Kiran Building, 19, K G Marg, New Delhi – 110001.

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 10/2022 dated 28.12.2022, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 21/2021 dated 14.12.2021, General Circular No. 19/2021 dated 08.12.2021, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 20/2020 dated 05.05.2020 read with General Circular No. 14/2020 dated 08.04.2020 and General Circular No. 17/2020 dated 13.04.2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, 27th September, 2023 at 2.30 p.m. (IST). The deemed venue for the 62nd AGM shall be the Registered Office of the Company.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Corporate members intending to appoint their authorized representative(s) to attend the AGM through VC/OAVM or to vote through remote e-Voting, in terms of Section 113 of the Companies Act, 2013, are requested to send to the company a certified copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis as per the MCA Circulars. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 62nd AGM without any restriction.
7. In line with the MCA Circulars, the Notice of the 62nd AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 62nd AGM has been uploaded on the website of the Company at www.hotelclarks.com under 'Investor Relations' section and may also be accessed on the websites of BSE Limited at www.bseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.
8. Electronic copy of all the documents referred to in the accompanying Notice of the 62nd AGM shall be available for inspection in the Investor Section of the website of the Company at www.hotelclarks.com.
9. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 62nd AGM, forms integral part of the Notice of the 62nd AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
11. In terms of SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, the Company is required to obtain copy of PAN Card, Bank details, Email id and Mobile / Telephone No. from all the shareholders holding shares in physical form. Accordingly, shareholders holding shares in physical form are requested to furnish self-attested copy of your PAN Card and original cancelled "Name printed Cheque" failing which copy of Bank Passbook / Statement attested by the Bank alongwith any change in their address to the Company or Company's Registrar & Share Transfer Agent, Skyline Financial Services Pvt. Ltd., quoting their folio number.
12. Members holding shares in physical mode are requested to immediately notify any change in their address alongwith self attested copy of address proof i.e. to the Company or to its RTA and in case members holding shares in demat mode, must inform about their PAN and any change in their address or bank particulars to their respective Depository Participants.
13. SEBI vide its notification dated January 24, 2022 amended Regulation 40 of Listing Regulations, mandating all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
14. SEBI vide notification dated 14th June, 2023 inter alia amended Regulation 30 and Schedule III of Listing Regulations, mandated that agreements entered into by the shareholders of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon

the listed entity, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements. In view of the same, concerned shareholders are requested to comply with said regulations within stipulated time.

15. The Register of Members and the Share Transfer Books will be closed from Wednesday, 20th September, 2023 to Wednesday, 27th September, 2023 (both days inclusive).
16. Pursuant to Section 124(5) and 125 of the Companies act 2013, all unpaid dividend required to be transferred to the Investor Education & Protection Fund ('IEPF') have been transferred upto the Financial Year 2012-13. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). The due dates for transfer of unclaimed/unpaid dividends for the financial year 2013-14, 2014-15 and 2015-16 to IEPF are 4th November, 2023, 22nd May 2024 and 5th June 2024 respectively. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's registered office or Company's Registrar and Share Transfer Agent (Skyline Financial Services Private Limited) for revalidation of dividend warrants and encash them before the due date. The details of such unclaimed dividends are available on the Company's website at www.hotelclarks.com.
17. All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In this regard, the Company informs the members concerned through letter(s) and subsequently through publication of Notice(s) in daily Newspaper(s) advising them to claim their unclaimed/unpaid dividend from the company within stipulated time period. The Company has also uploaded in its website at www.hotelclarks.com, the details of the unclaimed / unpaid dividends for seven consecutive years or more and the corresponding shares liable to be transferred to the IEPF Authority.
18. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.
19. As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the said details to the Company and to the respective DP's in case the shares held by them are in dematerialized form.
20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/70 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 as prescribed by SEBI. It may be noted that any service request can be processed only after the folio is KYC Compliant.
21. The Company is pleased to provide the e-voting facility (including remote e-voting) to members to enable them to exercise their right to vote through electronic means, in pursuance of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India.
22. Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.
23. The Company has appointed Mr. Deepak Bansal of Deepak Bansal & Associates, Company Secretary in Practice having Membership No. FCS 3736 and Certificate of Practice No. 7433, to act as the Scrutinizer, for conducting the scrutiny of the votes cast in fair and transparent manner.
24. The remote e-voting period will commence on Sunday, 24th September, 2023 at 09:30 a.m. and will end on Tuesday, 26th September, 2023 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2023, may cast their vote by remote e-voting. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
25. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies, Notice of the 62nd AGM and the Annual Report for the financial year 2022-23 are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 62nd AGM and the Annual Report for the financial year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, registration of their email address with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, can be done by clicking the link: <https://www.skylinerta.com/EmailReg.php> and following the registration process as guided thereafter. Post successful registration of the email, the Member would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting. Shareholders holding shares in physical form may get their KYC updated/registered by sending request to RTA at compliances@skylinerta.com. They are requested to send scan copy of a signed request letter mentioning folio number, share certificate no., complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member.

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
26. The Company will avail Video Conferencing facility at the AGM from Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited. The company has engaged the services of National Securities Depository Limited ('NSDL') for providing remote e-voting facility through electronic voting system to the shareholders of the company. The instructions for electronic voting by shareholders' are given separately as **Annexure I** to this AGM Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

Mr. Apurv Kumar aged about 62 years is a graduate from Mumbai University, has done Hospitality Management from Cornell University USA, MBA Alumni, Harvard Business School and enriched with an experience of more than 34 years in Industrial and Commercial activities. He is actively involved in the Management and operations of the Hotels and is extensively involved into the day to day operations of the Company. He has played a pivotal role in the modernization of the Hotels owned by the company.

Mr. Apurv Kumar is Jt. Managing Director & CFO of the company for a period of three year with effect from 15.05.2021 to 14.05.2024. Covid-19 had a crippling impact on the entire travel & tourism industry, however, under the guidance of Mr. Apurv Kumar, the company has managed to trim cost, better crisis preparedness, policy changes for better efficiencies of the hotel units and generation of revenue in adherence to government guidelines on Covid-19 pandemic management. Under his guidance, the company has achieved record revenue of more than Rs.130 crore and profit before tax has gone up remarkably. Keeping in view, Mr. Apurv Kumar's vast experience, expertise, dedicated and meritorious services and significant contribution to the growth of the Company, the Board is of the view to revise the remuneration of Mr. Apurv Kumar with effect from 01.04.2023 to 14.05.2024, as proposed in the resolution no. 3 of this notice.

The terms of revision in remuneration has been duly considered and recommended by the Nomination & Remuneration Committee in their Meeting held on 11.08.2023. Brief resume of Mr. Apurv Kumar, nature of his expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Listing Regulations, are provided in this notice and Boards' Report.

None of the directors and key managerial personnel and their relatives, except Mr. Apurv Kumar, is concerned or interested, whether directly or indirectly, financially or otherwise.

The Board recommends the Special Resolution set out at item no. 3 of this Notice for approval by the members of the Company.

ITEM NO. 4:

Mr. Rupak Gupta aged about 53 years, has done B.Sc. Management from University of New Haven, CT, USA. Apart from this, he has done Hotel Management Course from Cornell University USA and enriched with an experience of more than 23 years in Industrial and Commercial activities. He is actively involved in the Management and operations of the Hotels and is extensively involved into the day to day operations of the Company. He has played a key role in taking new initiatives and brining new ideas which has helped towards the growth of the Company.

Mr. Rupak Gupta is Jt. Managing Director & CFO of the company for a period of three years with effect from 15.05.2021 to 14.05.2024. The company managed to sustain the impact of Covid-19 pandemic and achieved higher revenue & profit under his guidance as stated in item no. 3 above. Keeping in view, Mr. Rupak Gupta's vast knowledge, experience, performance and long association and significant contribution to the growth of the Company, the Board is of the view to revise the remuneration of Mr. Rupak Gupta with effect from 01.04.2023 to 14.05.2024, as proposed in the resolution no. 4 of this notice.

The terms of revision of remuneration has been duly considered and recommended by the Nomination & Remuneration Committee in their Meeting held on 11.08.2023. Brief resume of Mr. Rupak Gupta, nature of his expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Listing Regulations, are provided in this notice and Boards' Report.

None of the directors and key managerial personnel and their relatives, except Mrs. Supriya Gupta being mother, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise.

The Board recommends the Special Resolution set out at item no. 4 of this Notice for approval by the members of the Company.

Details of Directors seeking appointment and re-appointment:

Name of Director	Mrs. Supriya Gupta	Mr. Apurv Kumar	Mr. Rupak Gupta
Date of Birth	19.03.1947	19.01.1961	28.03.1970
Nationality	Indian	Indian	Indian
Date of Appointment in the Company	17.02.2004	06.08.1998	06.08.1998
Qualification	Graduate from Delhi University and Post Graduate in Economic and Social Anthropology from Cambridge University.	Graduate from Mumbai University, Hospitality Management From Cornell University USA, MBA, Alumni Harvard Business School	B.Sc. Management from University of New Haven, CT, USA and Hotel Management from Cornell University, USA

Expertise in specific functional areas	She has wide of experience in the Sales & marketing functions of hotel industry.	He has been an innovator in the hospitality industry for close to three decades. He is actively involved in the Management and operations of the Hotels and is extensively involved into the day to day operations of the Company.	He has wide experience in operation of hotels, exports. He is actively involved in the Management and operations of the Hotels and is extensively involved into the day to day operations of the Company.
No. of equity shares held in the Company	Nil	35,126	818,524
Other Directorship	1. Banaras House Pvt. Ltd. 2. Banaras House Engineering Pvt. Ltd. 3. Banaras Global Ltd. 4. U P Hotels India Ltd. 5. Indian Textiles Co. (Holdings) Pvt. Ltd.	1. Clement Orient Pvt. Ltd. 2. The Indian Textiles Co. Pvt. Ltd. 3. Uttar Pradesh Export Industries Ltd. 4. Brihama Hospitality Pvt. Ltd. 5. Indus Textile Pvt. Ltd. 6. Indus Techpark Pvt. Ltd. 7. Findyourfit Pvt Limited	1. Banaras Global Pvt. Ltd. 2. Banaras House Engineering Pvt. Ltd. 3. Banaras House Pvt. Ltd. 4. U P Hotels India Pvt. Ltd. 5. Indian Textile Company (Holdings) Pvt. Ltd. 6. The Indian Textiles Co. Pvt. Ltd. 7. Uttar Pradesh Export Industries Ltd.
Other Committee Membership	Nil	Nil	Nil

By Order of the Board of Directors
For **U. P. HOTELS LIMITED**

Date: 11.08.2023
Place: New Delhi

Apurv Kumar
Joint Managing Director
DIN: 00043538

Annexure I

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 10/2022 dated 28.12.2022, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 21/2021 dated 14.12.2021, General Circular No. 19/2021 dated 08.12.2021, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 20/2020 dated 05.05.2020 read with General Circular No. 14/2020 dated 08.04.2020 and General Circular No. 17/2020 dated 13.04.2020 (collectively referred to as 'MCA Circulars') and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through OAVM and participate there at and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.hotelclarks.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

The remote e-voting period begins on 24th day of September, 2023 at 9:30 a.m. and ends on 26th day of September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in de-mat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Click on the icon "Login" which is available under 'Shareholders' section.
- Enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

- Your User ID details are given below:

Manner of holding shares i.e. De-mat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in de-mat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in de-mat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

- Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- If you are holding shares in your demat account with NSDL or CDSL, click on icon "Forgot User Details/Password?" available on www.evoting.nsdl.com.
- If you are holding shares in physical mode, click on icon "Physical User Reset Password?" available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now click on "Login" button.
9. Then Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. Click on e-Voting. Then, click on 'Active Voting Cycles'
2. Select "EVEN" of U. P. Hotels Limited.
3. Now you are ready for remote e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to deepakbansal.fcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in. Members may also write to the Company Secretary at the Company's email address clarkssuryakiran@yahoo.co.in
4. You can also update your mobile number e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of September 20, 2023.

A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before as well as during the AGM.

6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 20, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
7. The Chairman shall, at the meeting, after response to the questions raised by the Members, allow the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 62nd AGM and announce the start of the casting of vote through the e-Voting system. The Company will avail Video Conferencing facility at the AGM from Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited. After the Members eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 62nd AGM.
8. The Scrutinizer will after the conclusion of e-Voting at the 62nd AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 62nd AGM, who shall then countersign and declare the result of the voting forthwith.
9. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company www.hotelclarks.com and on the website of NSDL immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to the Stock Exchanges.
10. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of Annual General Meeting.
11. Non-resident Indian members as requested to inform about the following to the Company or its Share Transfer Agent or the concerned depository participant, as the case may be, immediately of:-

- i. The change in the residential status on return to India for permanent settlement.
- ii. The particulars of the NRE Account with a Bank in India along with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's Registrar and Share Transfer Agent ('RTA'), Skyline Financial Services Private Limited at compliances@skylinerta.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliances@skylinerta.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to _ for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at clarkssuryakiran@yahoo.co.in. The same will be replied by the company suitably.