65th ANNUAL REPORT
2025-26

U. P. HOTELS LIMITED

CLARKS GROUP OF HOTELS

BOARD OF DIRECTORS

Justice Shri Bisheshwar Prasad Singh (Retd.) (Appointed by Hon'ble NCLT, New Delhi vide Order dated 19.08.2016)	Chairman Non-Executive Independent Director
Shri Apurv Kumar	Joint Managing Director & CFO
Shri Rupak Gupta	Joint Managing Director & CFO
Smt. Supriya Gupta	Non-Executive Director
Shri Shankar Aggarwal	Independent Director
Shri Arjun Kumar	Non-Executive Director

COMPANY SECRETARY

Shri Prakash Chandra Prusty

BANKERS

State Bank of India
AXIS Bank
Indian Bank
HDFC Bank
IDBI Bank
AU Small Finance Bank

STATUTORY AUDITORS

M/s. Satinder Goyal & Co.
Chartered Accountants

SECRETARIAL AUDITORS

Deepak Bansal & Associates
Company Secretaries

HOTELS

Hotel Clarks Shiraz, Agra
Hotel Clarks Amer, Jaipur
Hotel Clarks Avadh, Lucknow
Hotel Clarks Khajuraho, Khajuraho

REGISTERED & CORPORATE OFFICE AND OPERATIONS HEADQUARTER

1101, Surya Kiran,
19, Kasturba Gandhi Marg,
New Delhi-110001.

REGISTRAR & TRANSFER AGENTS

Skyline Financial Services Private Limited
D-153/A, Ist Floor, Okhla Industrial Area,
Phase I, New Delhi-110 020

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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 65th Annual General Meeting of the members of U. P. Hotels Limited will be held on Tuesday the 29th day of September, 2026 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, 2026 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.

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

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

Date: 13.08.2026
Place: New Delhi

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. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025 (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 65th AGM of the Company is being held through VC/OAVM on Tuesday, 29th September, 2026 at 2.30 p.m. (IST). The deemed venue for the 65th 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 65th AGM without any restriction.
7. In line with the MCA Circulars, the Notice of the 65th AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 65th 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 65th 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 65th AGM, forms integral part of the Notice of the 65th 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. The Register of Members and the Share Transfer Books will be closed from Tuesday, 22nd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive).

15. 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 2015-16. There is no dividend due to be transferred to IEPF.

16. 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.

17. 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.

18. 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.

19. 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.

20. 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.

21. 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.

22. The remote e-voting period will commence on Saturday, 26th September, 2026 at 09:30 a.m. and will end on Monday, 28th September, 2026 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 22nd September, 2026, 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.

23. 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 65th AGM and the Annual Report for the financial year 2025-26 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 65th AGM and the Annual Report for the financial year 2025-26 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.

24. 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.

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

Apurv Kumar
Joint Managing Director
DIN: 00043538

Date: 13.08.2026
Place: New Delhi

Annexure I

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

1. 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. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025(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.

2. 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.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before 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.

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 Companies Act, 2013.

5. 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 is availing services of 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.

6. 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.

7. 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 26th day of September, 2026 at 9:30 a.m. and ends on 28th day of September, 2026 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. 22nd September, 2026 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 22nd September, 2026.

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.	1. 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.
	2. 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 3. 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. 4. 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	1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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.

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?

1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Click on the icon "Login" which is available under 'Shareholders' section.
3. 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.
4. 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***

5. Your password details are given below:
   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b. 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.
   c. How to retrieve your 'initial password'?
      i. 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'.
      ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) 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.
   b) 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 22, 2026.

   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 22, 2026, 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 65th 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 65th AGM.
8. The Scrutinizer will after the conclusion of e-Voting at the 65th 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 65th 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 evoting@nsdl.co.in 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.

BOARDS' REPORT

Dear Members,

Your Directors are pleased to present the 65th Annual Report of the Company for the financial year ended March 31, 2026.

Financials

(Rs. in lakh)

	Current Year 2025-26	Previous Year 2024-25
Revenue from Operations	**16176.39**	15290.87
Other Income	**685.22**	626.24
Expenditure	**12541.74**	11945.43
Depreciation	**622.25**	866.72
Profit before tax	**4319.87**	3971.68
Tax expense	**1096.07**	998.37
Profit after tax	**3223.80**	2973.31
Other Comprehensive Income	**(43.23)**	7.18
Total Comprehensive Income	**3180.57**	2980.49
Profits available for Appropriation	**17541.66**	14317.86
Transfer to General Reserve	**-**	-
Earning Per Equity Share (Basic)	**59.70**	55.06
Earning Per Equity Share (Diluted)	**59.70**	55.06

Operations & State of Company's Affairs

Revenue from operations (net) has increased by Rs.885.52 lakh (5.79%) from Rs.15290.87 lakh (previous year) to Rs.16176.39 lakh in current year. The profit before tax was Rs.4319.87 lakh in the current year against profit before tax of Rs.3971.68 in previous year. The profit after tax for the year (before other comprehensive income) was Rs.3223.80 lakh in the current year against profit of Rs.2973.31 lakh h in the previous year. The Total Comprehensive Income was Rs.3180.57 lakh in the current year against income of Rs.2980.49 lakh in the previous year.

The details on operations & state of affairs of the Company have been given in the report under 'Management Discussion & Analysis'.

Dividend

No dividend has been recommended by the Board for the financial year ended 31st March, 2026.

Transfer to General Reserves

During the financial year, the Company has not transferred any amount out of the profits of the Company to the General Reserves.

Directors and Key Managerial Personnel

Mr. Apurv Kumar and Mr. Rupak Gupta are the Joint Managing Directors and Chief Financial Officers of the company during the year under review. Mr. Prakash Chandra Prusty is Company Secretary of the Company. Mr. Apurv Kumar, Mr. Rupak Gupta and Mr. Prakash Chandra Prusty are the Key Managerial Personnel of the Company.

Mrs. Supriya Gupta will retire by rotation at the ensuing Annual General Meeting, being eligible, offers herself for re-appointment at the ensuing Annual General Meeting.

Mr. Bisheshwar Prasad Singh and Mr. Shankar Aggarwal were the Independent Directors of the Company during the financial year 2025-2026. The company has received necessary declarations from the Independent Directors under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of Listing Regulations, 2015 and compliance with the Code for Independent Directors prescribed in Schedule IV to the Act. In terms of Regulations 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. One separate meeting of the Independent Directors pursuant to Section 149(8) and Schedule IV of the Companies Act, 2013 was held during the year.

The Company has put in place an induction and familiarization program for all its Directors including the Independent Directors. The familiarization program for Independent Directors in terms of provisions of Regulation 46(2)(i) of Listing Regulations, is uploaded on the website of the Company at www.hotelclarks.com.

Directors Responsibility Statement

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, state that:

a. in the preparation of the annual accounts for the financial year ended 31st March, 2026, the applicable accounting standards have been followed and there were no material departures;

b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d. they have prepared the annual accounts on a going concern basis; and

e. they have laid down internal financial controls for the company, which are adequate and are operating effectively.

f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Voluntary Delisting of Equity Shares from BSE Limited

Due to non-compliance of Regulation 38 of Listing Regulations, Securities & Exchange Board of India (SEBI) vide its order dated 04.06.2013 and 02.12.2014 inter alia directed freezing of voting rights and corporate benefits with respect to excess of proportionate promoter/promoter group shareholding and other directions against the promoter shareholders and directors. The Company had filed an application with Securities and Exchange Board of India for relaxation of its order to enable the promoters to consider voluntary delisting of shares as an option for compliances. SEBI vide its letter dated 03.12.2024 granted the company, certain relaxations for the specific purpose of seeking voluntary delisting of equity shares of the company. Further, certain directions are also issued for the specific purpose of seeking voluntary delisting of equity shares of the Company. Additionally, the relaxations have been granted and directions are issued subject to certain conditions namely that the Company is in compliance with provisions of all other applicable laws and that the Company shall complete the process of voluntary delisting within a period of one year from the date of the said SEBI letter. The Acquirer had appointed the Merchant Banker as Manager to manage the voluntary delisting process. The Acquirer filed Initial Public Announcement with BSE Limited on 15th July 2025. The Company conducted the Postal ballot process for receiving decision of shareholders on Voluntary Delisting proposal by way of Special Resolution. However, the Special Resolution was not passed by the shareholders. The Acquirers/Company requested SEBI for extension of time to complete the delisting proposal. However SEBI has not approved extension of time. In view of the same, the acquirer/ company had again requested SEBI for Extension of time to complete the delisting process and simultaneously seek In-Principle approval of shareholders of the company by way special resolution through postal ballot process to support the application made to SEBI for extension of time. However, the shareholders did not approve the special resolution.

Internal Financial Controls

As per Section 134(5)(e) of the Companies Act, 2013, Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely reparation of reliable financial information.

The Company has a systematic process and well-defined roles and responsibilities for people at different hierarchical levels. The Internal Financial Control (IFC) system of company comprises due compliances of company's policies and Standard Operating Procedures (SOPs) and internal audit checks. The Audit Committee discusses with the members of the management, considers the systems as laid down, meets with internal auditors & statutory auditors to ascertain their views and also takes note of the Internal Audit Reports at appropriate intervals and issue advises to the management, auditors for better control, timely compliances, etc.

Statutory Audit

The shareholders of the company in their 61st Annual General Meeting held on 26th September 2022, re-appointed statutory auditors of the Company, M/s Satinder Goyal & Co., Chartered Accountants, (Firm Registration No.027334N) for a second term of five consecutive years, from the conclusion of the 61st Annual General Meeting held in the year 2022 till the conclusion of the 66th Annual General Meeting to be held in the year 2027. M/s Satinder Goyal & Co., Chartered Accountants, have confirmed that they are not disqualified from continuing as the auditors of the Company.

The Auditors have submitted their Report on the financial statements of the Company for the year ended 31st March, 2026. The Auditors' qualifications on non-compliances on various provisions of the Companies Act, 2013, Listing Regulations and other laws applicable to the Company are given in Auditors' Report. The clarifications of the Board on the said qualifications are in the **Annexure 1** attached to this Report.

Secretarial Audit

Pursuant to Regulation 24A of the SEBI Listing Regulations and Section 204 of the Companies Act, 2013, the shareholders of the Company in their 64th Annual General Meeting held on 30th September 2025, approved the appointment of Deepak Bansal & Associates, Practising Company Secretaries, a peer reviewed firm (UIN: S2007UP759100, C.P. No. 7433) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-2030 to undertake the Secretarial Audit of the Company. Mr. Deepak Bansal, Proprietor of Deepak Bansal & Associates, Practising Company Secretaries, has confirmed that he is not disqualified from continuing as the Secretarial Auditor of the Company.

The Secretarial Audit Report for the period under review as received from Deepak Bansal & Associates, Practising Company Secretaries, is annexed as Annexure 2. The Secretarial Audit Report contains qualifications on non-compliances under the provisions of the Companies Act, 2013 and Listing Regulations. The Board has submitted its replies on the qualifications in the **Annexure 1** attached to this Report.

Secretarial Standards

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

Particulars of Loans, Guarantees and Investments

During the financial year under review, the company has not granted any loans and advances to related parties. The investments made by the company are given in the Note No. 8 to the Financial Statements.

Financial Performance/Financial Position of Subsidiaries / Associate Companies / Joint Ventures

There is no Subsidiary Companies/Associate Companies/Joint venture associated with the Company.

Change in the Nature of Business:

No changes occurred in the nature of business during the financial year under review.

Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Companies Act and SEBI Listing Regulations. The Board evaluated its own performance and that of its Committees and individual directors based on assessment of a structured questionnaire (covering various aspects of the Board's functioning, board culture, effective participation, contribution to the Board proceedings, etc.) furnished by each director / member-director of various committees in respect of their self-assessment as well as the assessment of the Board/Committees followed by the discussions with the directors/ members of the Committees. The entire Board, excluding the Director being evaluated, evaluated the performance of each Independent Director. The process of review of Non-Independent Directors, Chairman and the Board as a whole and also its Committees were undertaken in a separate meeting of Independent Directors. The Independent Directors' meeting also assessed the quality, quantity and timeliness of information required for the Board to perform its duties properly.

Policy on Directors' Appointment and Policy on Remuneration

Pursuant to Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the Policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, Key Managerial Personnel and other employees is given in **Annexure 3** and also uploaded in the website of the Company at www.hotelclarks.com and its web-link is https://www.hotelclarks.com/code-of-conduct-policies/code-of-conduct-policies.html.

Material changes and Commitments affecting the financial position of the company

There were no material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

Conservation of Energy, Technology Absorption and Foreign Earnings and Outgo

Your company monitors the systems and methods devised in the context of energy conservation on an ongoing basis. The details, as per section 134(3)(m) of the Companies Act, 2013 and Rule 8 of Companies (Accounts) Rules, 2014, have been specified in **Annexure 4.**

Whistle Blower Policy/Vigil Mechanism

In line with the provisions of Section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations, your company has adopted a policy on Vigil Mechanism / Whistle Blower Policy which provides the Directors and employees of the company to report actual or suspected fraud or violation of your Company's Code of Conduct. The policy provides for adequate safeguards against victimization of directors and employees availing this mechanism and also provides them access to the Chairman of Audit Committee of the Company. The Whistle Blower Policy/Vigil Mechanism is available at company's website at www.hotelclarks.com and its web-link is https://www.hotelclarks.com/code-of-conduct-policies/code-of-conduct-policies.html.

Meetings of the Board

Five meetings of the Board were held during the year under review. For further details, please refer to Corporate Governance Report being part of this report.

Audit Committee

The Audit Committee of the Company during the period under review comprised of Justice Mr. B. P. Singh (Retd.) – Chairman, Mr. Arjun Kumar and Mr. Shankar Aggarwal as members. The details role & responsibilities, number of meeting, etc. of the Audit Committee are provided in the Report on Corporate Governance being part of this report.

Nomination & Remuneration Committee, Stakeholders' Relationship Committee

The details on composition, meetings, etc. of Nomination & Remuneration Committee and Stakeholders' Relationship Committee have been given in Corporate Governance Report, being part of this report.

Corporate Social Responsibility

The details on the composition, role & responsibilities of the Corporate Social Responsibility (CSR) Committee are provided in the Report on Corporate Governance being part of this report. The brief outline of the CSR Policy of your Company and the initiatives undertaken by your Company on CSR activities during the year are set out in the Annual Report on CSR activities marked as **Annexure 5** of this report. The details on CSR Funds, activities and expenditure are given in **Annexure 5**. The CSR policy is available on the website of the Company www.hotelclarks.com.

Particulars of Employees and Related Disclosures

The table containing the names and other Particulars of employees of the Company in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is appended as **Annexure 6** of the Board's report.

The Company did not employ any such person whose particulars are required to be given under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as amended from time to time.

Risk Management

Risk is an integral and unavoidable component of business and your company is committed to managing the risk in a proactive and effective manner. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, business risk, technology obsolescence, investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, legal risk.

The company has formulated a Policy on Risk Management for identification, evaluation, monitoring and minimization of identifiable risks and to ensure business growth with financial stability of the Company. The Audit Committee discusses on these matters and issue necessary guidance.

Contracts and Arrangements with Related Parties

The related party transactions have been mentioned at the Notes No. 31 and 41(c) of the Notes on Financial Statements. Some of the Related Party Transactions ("RPT") entered into by the company during the previous years and which are continuing in the current financial year could not be approved by the Audit Committee and Board of Directors, being part of a legal matter pending before the Hon'ble National Company Law Tribunal (NCLT) for adjudication. The Board of directors in its meeting on 20.08.2017 decided to defer the matter of RPTs till the final decision of the NCLT. Hence, the disclosures of particulars of contracts/arrangements entered into by the company with related parties & being part of the pending legal case have not been disclosed in the Form prescribed under the Act. The particulars of related party transaction approved by Audit Committee and Board of Directors during the year under review has been disclosed in the prescribed Form attached herewith as **Annexure 7.**

Annual Return

The annual return in form MGT-7 as per Sec-92(3) and Rule-11(1) of the Companies (Management and Administration) Rules, 2014 of the Company is placed on the website of the company and is available at the web-link https://www.hotelclarks.com/annual-return/annual-return.html.

Management Discussion & Analysis and Corporate Governance

The Reports on the Management Discussion & Analysis and Corporate Governance as required under Listing Regulations form an integral part of this report and are set out in **Annexure 8 and 9** respectively to this Annual Report.

A certificate from the Company Secretary in Practice, certifying compliance of conditions of Corporate Governance as stipulated in the Listing Regulations, is annexed with the report on Corporate Governance.

The Company has received a certificate from a Company Secretary in Practice certifying to the Board that none of the directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any other statutory authority as required.

Prevention of Sexual Harassment

The Company has adopted a policy on prevention of sexual harassment under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. Internal Committee have been constituted in accordance with the provisions of the said Act to redress complaints. During the year, no case of sexual harassment was reported by any female.

Other Disclosures

i. There was no change in Authorised Share Capital of the company during the year under review.
ii. The Company has not accepted any deposits during the Financial Year under review.
iii. The Company has not bought back any of its securities during the year under review.
iv. The Company has not issued any Sweat Equity Shares during the year under review.
v. No Bonus Shares were issued during the year under review.
vi. The Company has not provided any Stock Option Scheme to the employees during the year under review.
vii. The company did not issue equity shares with differential rights as to dividend, voting or otherwise.
viii. The Auditors have not reported any fraud during the year under review;
ix. As the company has no holding or subsidiary company, the information relating to receiving remuneration or commission from holding company or subsidiary company by the Jt. Managing Directors has not arisen.
x. No significant and material orders were passed by the regulators during the period under review.
xi. The Company has paid Annual Listing fee to BSE Limited for the Financial Year 2025-2026.
xii. There are no unclaimed/unpaid dividends for transfer to IEPF.
xiii. The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the benefits as prescribed under the Act, including paid maternity leave and related welfare measures. The Company remains committed to promoting supportive and inclusive work environment for its women employees.
xiv. During the year under review, there is no application made by/ against the Company under the Insolvency and Bankruptcy Code.
xv. There was no one-time settlement with any Banks or Financial Institutions.

Acknowledgement

The Board expresses its sincere appreciation to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your company during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of Board
of U. P. Hotels Limited

Bisheshwar Prasad Singh
(Non-Executive Chairman-
Independent Director)
DIN: 06949954
ADD: A-7,
Neeti Bagh
New Delhi-110049

Apurv Kumar
(Jt. Managing Director &
CFO)
DIN: 00043538
ADD: 28 Shree Vihar
Colony, Near Hotel
Clarks Amer, J L Nehru
Marg, Jaipur- 302018

Rupak Gupta
(Jt. Managing Director &
CFO)
DIN: 00007310
ADD: 35-A, Friends
Colony, (East)
New Delhi- 110065

Date: 13.08.2026
Place: New Delhi

Annexure-1

Reply by the Board of Directors on the Qualification/Observations of Statutory Auditors and Secretarial Auditors

Qualified Opinion in Statutory Auditor's Report

Qualification(i): As regards non-compliance of Minimum Public Shareholding, the Note Nos. 39.1 to 39.2 and 41(a) of the Notes to Financial Statements are self-explanatory.

Qualification(ii): As regards non-compliance of 100% dematerialization of the Promoter's shareholding, the Note No. 41(b) of the Notes to Financial Statements is self-explanatory.

Qualification (iii): As regards non-compliance with respect to related party transactions covered under section 188, the Note No. 41(c) of the Notes to Financial Statements is self-explanatory.

Qualifications in Secretarial Audit's Report

1. As regards qualification no. 1 on non-achieving of 100% de-mat of promoters' group shareholding, the Note No. 41(b) of the Notes to Financial Statements are self-explanatory. It was observed by the Secretarial Auditor that as on 31.03.2026, only 1,26,377 shares constituting 2.34% of promoter shares are pending for dematerialization.
2. As regards qualification no. 2 on non-compliance of Minimum Public Shareholding, the Note Nos. 39.1 to 39.2 and 41(a) of the Notes to Financial Statements are self-explanatory. Secretarial Auditor has placed his observation in the Secretarial Audit Report on this matter.
3. As regards qualification no. 3 on non-compliance of related party transactions, the Note No. 41(c) of the Notes to Financial Statements is self-explanatory.

Annexure-2

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2026
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
U. P. Hotels Limited
1101, Surya Kiran,
19, Kasturba Gandhi Marg,
New Delhi-110001

I, Deepak Bansal, Practising Company Secretary have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **U. P. Hotels Limited, CIN: L55101DL1961PLC017307** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2026** has complied with all the statutory provisions listed hereunder except some specific provisions/compliances as per the details given in the Secretarial Audit Report.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2026** according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
    a) Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
    b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**
    e) The 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) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit Period)**

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit Period)**

I have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Regulations entered into by the Company with BSE Ltd.

During the period under review the Company has not complied completely with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

The following are the list of observations and non-compliances noticed by us as per the records, Documents and information furnished to us: -

1. The Company has not yet achieved 100 percent dematerialization of the promoter's group shareholdings.

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 demat accounts of all the Promoters and Promoter Groups in the year 2023, due to MPS Non-compliance.

The Promoters are in the process of dematting their shares, however, due to SEBI prohibitions and BSE order, coupled with death of a promoter, few promoters are unable to demat their shares due to freezing of their demat accounts.

Following the submission of Company's response 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 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.

As per our observation, as on 31.03.2026, only 126377 shares constituting 2.34% of promoter shares are pending for dematerialization. The 890 equity shares of Hotel Clarks Varanasi Limited, a promoter of the company, have been dematerialized. However, since its de-mat account has been frozen by the order of BSE, the shares are currently held in the Company's Suspense Escrow Account.

2. The Company has not complied with the Regulation 38 of SEBI (LODR), 2015 with regard to Minimum Public Shareholding (MPS).

SEBI vide its letter dated 3rd December 2024 had granted certain relaxations for the specific purpose of seeking voluntary delisting of equity shares of the company. Further, certain directions were also issued for the specific purpose of seeking voluntary delisting of equity shares of the Company. Additionally, the relaxations had been granted and directions were issued subject to certain conditions namely that the Company is in compliance with provisions of all other applicable laws and that the Company shall complete the process of voluntary Delisting within a period of one year from the date of the said SEBI letter. The given time period expired on 02.12.2025.

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.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;

iv. 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; and

v. 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.

vi. 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;

vii. 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.

viii. 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

ix. fine of Rs.10,85,600/- (including GST) for the period 01.07.2025 and 30.09.2025 vide its email dated 11.11.2025.

Further, SEBI vide its letter dated 03.12.2024, had granted relaxation with the requirement of compliance of MPS norms. Accordingly, the company had 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 2nd December, 2025. The Company has again requested SEBI for extension of time for completing the voluntary delisting process in terms of SEBI letter dated 03.12.2024.

3. Certain Related Party Transactions pertaining to the previous years which are subject to litigations in the NCLT, New Delhi have not been approved by the Board of Directors and the Audit Committee as per the requirement of Section 188 of the Companies Act, 2013 and the Rules thereon and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also, the said Related Party Transactions are not entered in the Register maintained under Section 189 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR), 2015.

I FURTHER REPORT THAT for the purpose of examining adequacy of compliances with other applicable laws including industry sector/specific, under both Central and State Legislations, reliance has also been based on the compliance certificates / reports issued by the Company Secretary based on the reports received by the Company Secretary from its hotel and service units etc. as part of the Company's Compliance Management and Reporting system. Based on my examination and the aforesaid internal Compliance Certificates/reports, I am of the opinion that the Company has generally complied with the following: -

1. Deposit of Employee Provident Fund, Employee State Insurance and Miscellaneous Provisions Act 1952 and other employee related statutory dues.

   Applicable State and Central laws, including those related to the Environment, Food Safety and Standards and Prevention of Food Adulteration Act, 1954, Standards of Weights & Measure Act, 1976 pertaining to the operations of the Company.

2. Applicable stipulations pertaining to the Payment of Wages Act, Minimum Wages Act, Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975 and other related legislations.

I FURTHER REPORT THAT as on the date of reporting the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in accordance with the provisions of the Companies Act, 2013 including the Rules thereof and Secretarial Standard-1, also a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I FURTHER REPORT THAT there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had no significant events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc. except as mentioned hereinabove.

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

Deepak Bansal
Proprietor
FCS No.: 3736
C P No.: 7433
UDIN: F003736H000436212

Place: Greater Noida
Date: 23/05/2026

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

Annexure-A

To,

The Members
U. P. Hotels Limited

Our Report of Even date is to be read along with this Letter

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of Law, Rules and regulations and happening of events etc.
5. The Compliance of the above provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management was conducted the affairs of the Company.

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

Deepak Bansal
Proprietor
FCS No.: 3736
C P No.: 7433
UDIN: F003736H000436212

Place: Greater Noida
Date: 23/05/2026

Annexure-3

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Committee of U P Hotels Limited (the Company) shall consist of 3 or more non-executive directors out of which not less than half shall be Independent.

1. OBJECTIVE

The Nomination and Remuneration Committee (the Committee) and Nomination and Remuneration Policy (this Policy), is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules made there under and Clause 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Key Objectives of the Committee would inter-alia be:

- to recommend to the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board members.
- to recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- to recommend to the board, all remuneration, in whatever form, payable to senior management

2. DEFINITIONS

(a) Key Managerial Personnel:

Key Managerial Personnel means Managing Director or Chief Executive Officer or Manager, Whole time Director; Chief Financial Officer, Company Secretary, and such other officer as may be prescribed.

(b) Senior Management:

Senior Management means personnel of the Company who are members of its core management team excluding the Board of Directors, and shall also include all members of management one level below the executive directors including all functional heads.

3. ROLE OF COMMITTEE

The role of the Committee *inter-alia* will be the following:

- to formulate a criteria for determining qualifications, positive attributes and independence of a Director
- to recommend to the Board the appointment and removal of Director, KMP and Senior Management
- to carry out evaluation of performance of the Directors
- to recommend to the Board on policy relating to remuneration for Directors, (including whole-time Directors), Key Managerial Personnel and Senior Management.
- to devise a policy on Board diversity
- to develop a succession plan for the Board and to regularly review the plan

4. MEMBERSHIP

- The Committee shall consist of a minimum three (03) non-executive directors, majority of them being independent.
- Minimum two (02) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless otherwise terminated by the Board of Directors.

5. CHAIRPERSON

The Chairperson of the Committee shall be an Independent Director. The Chairperson of the Company may be appointed as a member of the Committee but shall not be the Chairperson of the Committee.

In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

The Chairperson of the Committee shall attend the general meetings of the Company or in his/her absence, any other member of the Committee authorised by him/her in this behalf.

6. FREQUENCY OF MEETINGS

The Meetings of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, officials or such other persons as it considers appropriate to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as the Secretary of the Committee.

9. VOTING

Matters arising for determination at the Committee Meetings shall be decided by a majority of votes of the Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- to ensure that there is an appropriate induction and training programme in place for new Directors and members of the Senior Management and reviewing its effectiveness;
- to ensure that on appointment to the Board, Non-Executive Directors and Independent Directors receive a formal letter of appointment in accordance with the guidelines provided under the Companies Act, 2013;
- to determine the appropriate size, diversity and composition of the Board;
- to set a formal and transparent procedure for selecting new Directors for appointment to the Board;
- to develop a succession plan for the Board and Senior Management and regularly reviewing the plan;
- to evaluate the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- to consider any other matters as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its Members or the Secretary of the Committee
- to consider any other matters as may be requested by the Board;

12. MINUTES OF COMMITTEE MEETING

The proceedings of all meetings must be written in the form of Minutes and these Minutes must be signed by the Chairperson of the Committee at the subsequent Meeting or within one month from the date of the Meeting, whichever is earlier. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meetings.

13. NOTIFICATION

This Policy, including amendments thereof, shall be made available on the Company's website and in the Boards' Report of the Company.

14. AMENDMENT

This Policy can be modified at any time by the Board of Directors of the Company.

CRITERIA LAID DOWN BY THE NOMINATION AND REMUNERATION COMMITTEE FOR DETERMINING THE FOLLOWING: -

I. Qualifications for appointment of Directors (including Independent Directors):

The incumbent Directors shall be persons of eminence, standing and knowledge with significant achievements and experience in business, professions and / or public service. Broadly, the following points need to be considered by the Committee:-

- o Their financial or business literacy, skills, etc.
- o Their technical and industry experience.
- o Other appropriate qualification / experience to meet the objectives of the Company.
- o As per the applicable provisions of Companies Act 2013, rules made thereunder as amended from time to time.

The Nomination and Remuneration Committee shall have discretion to evaluate, consider and fix any other criteria or norms, from time to time, for selection of the most suitable candidate/s.

II. Positive attributes of Directors (including Independent Directors):

The following are some of the positive attributes of Directors (including Independent Directors) to be considered by the Committee -

- o Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- o Actively update their knowledge and skills with the latest developments in the hotel & tourism industry, market conditions and applicable legal provisions.
- o Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- o To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- o Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- o To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.

- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there as amended from time to time.

III. Criteria for appointment of KMP & Senior Management:

The following criteria needs to be considered by the Committee for appointment of any Key Managerial Personnel & Senior Management of the Company –

- To possess the necessary qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals /objectives and corporate mission.
- To adhere strictly to the Company's Code of Conduct for the time being in force and as amended from time to time.
- Any other responsibility that may be given in the course of their association with the Company.

IV. Policy Relating to Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- To ensure that no director / KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
- To ensure that relationship of remuneration to the performance is clear and meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:-
  - Responsibilities and duties ;
  - Time and efforts devoted;
  - Value addition;
  - Profitability of the Company and growth of its business;
  - Analysing each and every position and skills for fixing the remuneration yardstick;
  - Other criteria as may be applicable.
- Consistent application of remuneration parameters across the organisation.
- Pursuant to the provisions of Companies Act, 2013 read with Listing Regulations, following are the criteria for making payment to Non-Executive Director ("NED") of the Company:

  Sitting Fee:

  The NEDs shall receive Sitting fees for attending meetings of the Board or Committee thereof or any other meeting within the limits prescribed under Companies Act, 2013.

  Remuneration:

  Section 197 of the Companies Act, 2013, allows a Company to pay remuneration (excluding sitting fees) to its NEDs either by monthly payment or at a specified percentage of net profits of the Company, or partly by one way or partly by other subject to the prior approval of the shareholders of the Company.

  Remuneration referred to above, may be paid to Non-Executive Directors as may be decided by the Board of Directors of the Company from time to time, depending on the extra time that may be devoted and contributions made by the Non-Executive Directors to the Company.

  Reimbursement of actual expenses incurred:

  NEDs may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding and lodging and incidental and /or actual out of pocket expenses incurred by such member for attending Board/ Committee Meetings.

  The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of NEDs.

  Payment to Independent Directors:

  An Independent Director shall not be entitled to any stock option and shall receive Sitting fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit related remuneration up to a specified percentage of net profits in such proportion or monthly payment, as may be permissible under the Companies Act, 2013 and any other applicable law at the discretion of the Board.

  The above criteria and policy are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company.
- Whenever there is any deviation from the Policy, the justification / reasons thereof should also be indicated / disclosed adequately.

Annexure-4

Energy of Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo Pursuant to section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and forming part of Boards' Report.

A.	CONSERVATION OF ENERGY		2025-26	
	1.	Steps taken or impact on conservation of energy	1) Proper maintenance has been carried out of 2 Nos Heat pumps to cater hot water requirement in Hotel, to save diesel which is used in boiler to heat the water, the byproduct of heat pumps is chilled air (Air conditioning) which we are using to cool out LT room as well as transformers, resulting the life of equipment has been increased and low energy consumption / cost. 2) The hotel has installed 2 Nos Electrical Steam Generator in the Laundry for Calendaring Machine and Steam Press. This has resulted complete shutdown of the Diesel Generator Boiler of 1 TR which would be huge saving in the diesel consumption. 3) In many places where chilled water line insulation was weak, has been redone to save air-conditioning energy. 4) The insulation on Hot water line also done at lot of places to save heat energy. 5) Reflective paint on Tower terrace has been done to reduce the air-conditioning load on top floor rooms. 6) Hotel is using treated STP water in Horticulture which has reduced the electricity consumption by not using the Borewell/ underground water. 7) Hotel has renewed the agreement with M/s National Waste Management Services Pvt. Ltd. an authorised agency from Municipal Corporation of Agra for disposal of dry garbage in a professional manner to improve the sanitization within the city. 8) Hotel is maintaining Greeneria Organic Waste Convertor-OWC-G300 with a capacity of 300 kg for the disposal of wet garbage within the hotel. The Manure procured by the machine from the Biodegradable waste is used in horticulture with the hotel.	
	2.	Steps taken for utilizing alternate sources of energy	Replaced all CFL and Fluorescent lights into LED Lighting.	
	3.	Capital investment on energy conservation equipment	N.A.	
B.	**TECHNOLOGY ABSORPTION**			
	1.	Efforts made for technology absorption	N.A.	
	2.	Benefits derived		
	3.	Expenditure on Research & Development, if any		
	4.	In case of imported technology:		
	(a)	Details of Technology imported, if any		
	(b)	Year of Import		
	(c)	Whether imported technology fully absorbed		
	(d)	Areas where absorption of imported technology has not taken place, if any		
C.	**FOREIGN EXCHANGE EARNING AND OUTGO:**		**FINANCIAL YEARS (Rs. in lakh)**	
			2025-2026	2024-2025
	1.	CIF Value of Imports	-	-
	2.	Expenditure in Foreign Currency	46.95	-
	3.	Earnings in Foreign Exchange	24.64	32.30

Annexure-5

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. Brief outline on CSR Policy of the Company:

U. P. Hotels Limited ("The Company") recognizes that its business activities have wide impact on the societies in which it operates and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. The company endeavors to make CSR a key business process for sustainable development.

The Company has framed its CSR policy taking into account the following measures:

a) Welfare measures for the community at large so as to ensure the poorer section of the Society derived the maximum benefits.

b) Contribution to the society at large by way of social and cultural development, imparting education, training and social awareness especially with regard to the economically backward class for their development and generation of income to avoid any liability of employment.

c) Protection and safeguard of environment and maintaining ecological balance.

Company's CSR scope is inter alia as follows:

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation (including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation) and making available safe drinking water.
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently-abled and livelihood enhancement projects, Har Ghar Tiranga Campaign.
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically background groups.
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water (including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga).
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- Sports and culture, training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports.
- contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- Rural development projects viz. Infrastructure Support, Infrastructure for Village Electricity/Solar Light etc. Recurring expenditure should be borne by the beneficiaries.
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.
- Measures for the benefit of armed forces veterans, war widows and their dependents.
- Disaster management, including relief, rehabilitation and reconstruction activities.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Shankar Aggarwal	Chairman - Independent Director	3	3
2	Mrs. Supriya Gupta	Member Non-Executive Non-Independent Director		1
3	Mr. Arjun Kumar	Member Non-Executive Non-Independent Director		2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

Web-link for the CSR policy: https://www.hotelclarks.com/investor-relations/investor-relations.html

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2022-23	Rs.7,40,088/-	Rs.7,40,088/-
2	2023-24	Rs.1,25,053/-	NIL
3	2024-25	Rs.840/-	NIL
	Total	Rs.8,65,981/-	Rs.7,40,088/-

6. Average net profit of the company as per section 135(5): Rs.37,94,54,667/-

7. (a) Two percent of average net profit of the company as per section 135(5): **Rs.75,89,093/-**

(b) Surplus arising out of the CSR projects or programs or activities of the previous financial years: **NIL**

(c) Amount required to be set off for the financial year, if any: **Nil/-**

(d) Total CSR obligation for the financial year (7a+7b-7c): **Rs.75,89,093/-**

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
76,00,000/-	NIL	Not Applicable	Not Applicable	Nil	Not Applicable

(b) Details of CSR amount spent against ongoing projects for the financial year:

NIL. No Ongoing Projects

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District						Name	CSR Registration number.
1.												
2.												
3.												
	Total	-	-	-		-	-	-	-	-	-	

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Saving injured and stray animals, birds and reptiles	(iv)	Yes	Rajasthan	Jaipur	75,00,000	No	Help in Sufferings	CSR00000841
2	Helps disabled with artificial limbs, calipers, wheelchairs, crutches, hearing aids, etc.	(i)	Yes	Rajasthan	Jaipur	1,00,000	No	Shree Bhagwan Mahaveer Viklang Sahayata Samiti	CSR00001480
	Total					**76,00,000**			

(d) Amount spent in Administrative Overheads: **Nil**

(e) Amount spent on Impact Assessment, if applicable: **Nil**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs.76,00,000/-

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	75,89,093/-
(ii)	Total CSR obligation for the financial year	75,89,093/-
(iii)	Total amount spent for the Financial Year	76,00,000/-
(iv)	Excess amount spent for the financial year [(ii)-(i)]	10,907/-
(v)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	-
(vi)	Amount available for set off in succeeding financial years [(iii)-(iv)]	10,907/-

9. (a) Details of Unspent CSR amount for the preceding three financial years: NIL

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.							
2.							
3.							
	Total	**NIL**	**NIL**				

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **NIL – NO ONGOING PROJECTS**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	**Project ID.**	**Name of the Project.**	**Financial Year in which the project was commenced.**	**Project duration.**	**Total amount allocated for the project (in Rs.).**	**Amount spent on the project in the reporting Financial Year (in Rs).**	**Cumulative amount spent at the end of reporting Financial Year. (in Rs.)**	**Status of the project - Completed / Ongoing.**
1								
2								
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year(asset-wise details).

NOT APPLICABLE

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). **NOT APPLICABLE**

Mr. Apurv Kumar Joint Managing Director	Mr. Rupak Gupta Joint Managing Director	Mr. Shankar Aggarwal Chairman - CSR Committee

Annexure-6

Information pursuant to section 197(12) of Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	**Ratio to median Remuneration**
Mr. Apurv Kumar	102.56
Mr. Rupak Gupta	93.67
Non-Executive Directors	
Justice Mr. Bisheshwar Prasad Singh (Retd.) *	2.13
Mr. Shankar Aggarwal *	1.62
Mr. Arjun Kumar @	5.60
Mrs. Supriya Gupta @	5.34

* Independent director gets sitting fee only.

@ Non Executive director gets sitting fee and remuneration.

ii. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Director, Chief Executive Officer, Chief Financial Officer, Company Secretary	% increase (decrease) in remuneration in the financial year
Mr. Apurv Kumar (JMD & CFO)	13.50
Mr. Rupak Gupta (JMD & CFO)	3.66
Justice Mr. Bisheshwar Prasad Singh (Retd.)	(16.67)
Mr. Shankar Aggarwal	(13.63)
Mrs. Supriya Gupta	1462.50
Mr. Arjun Kumar	941.67
Mr. Prakash Chandra Prusty - Company Secretary	8.82

iii. The percentage increase in the median remuneration of employees in the financial year: 11.89%

iv. The number of permanent employees on the rolls of Company: 717

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There were several new employees joined the company and few employees left the company, the average annual increase made in the salaries of employees other than the managerial personnel in the last financial year was around 9%. With regard to increase in managerial remuneration, necessary explanation was given in the Explanatory Statement to the Notice of Annual General Meeting held on 30th September, 2025.

vi. Affirmation that the remuneration is as per the remuneration policy of the company:

The remuneration is as per the remuneration policy of the company.

Information pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details of employees drawing remuneration of equal or more than Rs.8.5 lakh per month or Rs.1.02 crore per annum during the financial year 2025-26:

Name	Designation	Remuneration (Rs.)	Nature of Duties	Qualification and Experience (in years)	Date of Employment	Age (Years)	Previous Employment, Post held & Period
Mr. Apurv Kumar	Joint Managing Director& CFO	24000000/-	Affairs of the Company with respect to Hotel Clarks Amer, Jaipur, Hotel Clarks Avadh, Lucknow and Hotel Clarks Khajuraho, Khajuraho	Graduate, Hospitality Management, MBA 37 years	Promoter	65	Promoter & Businessman
Mr. Rupak Gupta	Joint Managing Director& CFO	21918400/-	Affairs of the Company with respect to Hotel Clarks Siraz, Agra	B. Sc. Management, Hotel Management 26 years	Promoter	56	Promoter & Businessman

Details of top ten employees in terms of remuneration during the financial year 2025-26 (as on 31.03.2026):

Name, Designation & Age in years	Remuneration (CTC basis as on 31.03.2026) - in Rs.)	Nature of Duties	Qualification and Experience (in years)	Date of Employment	Previous Employment, Post held & Period
Mr. Apurv Kumar - 65 years Jt. Managing Director & CFO	24000000/-	Affairs of the Company with respect to Hotel Clarks Amer, Jaipur, Hotel Clarks Avadh, Lucknow and Hotel Clarks Khajuraho, Khajuraho	Graduate, Hospitality Management, MBA 37 years	Promoter	Promoter & Businessman
Mr. Rupak Gupta - 56 years Jt. Managing Director & CFO	21918400/-	Affairs of the Company with respect to Hotel Clarks Shiraz, Agra	B. Sc. Management, Hotel Management 26 years	Promoter	Promoter & Businessman
Mr. Amulya Kakkar - 62 years General Manager, Hotel Clarks Shiraz, Agra	5368100/-	Affairs of the Company - Hotel Clarks Siraz, Agra	M. Com 41 years	Since 1984	This is his first company, worked in different units from time to time

Name, Designation & Age in years	Remuneration (CTC basis as on 31.03.2026) - in Rs.)	Nature of Duties	Qualification and Experience (in years)	Date of Employment	Previous Employment, Post held & Period
Abhishek Sharma - 43 years General Manager	4530012/-	Affairs of the Company - to Hotel Clarks Avadh, Lucknow	B. Sc. In Hospitality & Hotel Administration, Post Graduate Diploma in Business Management 21 years	24.03.2025	GM – Lebua Lucknow (Dec'22 to Mar'25), Director of Operation – MJ Luxuries (Jan'21 to Nov'22), Director (F&B) – Marriot International (Dec'16 to Nov'20), Asst. Director (F&B) – The Indian Hotel Co. Ltd (Apr'14 to Nov'16), Misc Position – Taj Group – May'06 to March'14)
Mr. Ashok Kumar Agarwal – 76 years CEO-Corporate, Hotel Clarks Avadh, Lucknow	3971508/-	Corporate & Legal Affairs and Public Relations	B. Com. 54 years	Joined 1972	This is his First Company
Mr. Pranaya Kumar Biswal - 52 years Manager – Accounts & Finance Hotel Clarks Shiraz, Corporate Office	2990640/-	Finance & Accounts Head – Hotel Clarks Shiraz, New Delhi	M.Com 27 Years	13.07.2020	Good Energy India Private Limited – Jan'15 to Jul'2020 – Manager (A&F) Transworld Group of Companies - Jan'07 to Dec'14 – Manager (A & F) Remiel Softtech Solution Pvt Ltd – Apr'04 to Dec'06 – Manager (A&F) Excel Fine Chemicals Manufacturing Co. Pvt Ltd – Mar'2002 to Mar'04 – Accountant M/s. S. P. Marwah & Co., Chartered Accountants, Oct'97 to Feb'2001 - Accountant
Mr. T P Nair - 70 years Executive Manager	2981120/-	Administration	B. Com and CS (Inter) 46 years	Since 1979	Engineering Projects India Limited, Steno, 6 months
Mr. Prakash Chandra Prusty – 50 years Company Secretary	2960000/-	Secretarial	B.Sc., CS, LL.B. 25 Years	15.02.2017	Amar Ujala Publications Ltd – 07.01.2016 to 14.02.2017; AMD Industries Ltd From 02.09.2013 to 06.01.2016; Blue Coast Hotels Limited – 01.03.2011 to 31.08.2013; Pearl Global Limited – From 28.02.2007 to 28.02.2011; Practising Company Secretary from 05.08.2002 to 27.02.2007; FIITJEE Limited July'2001 to July 2002
Mr. Sachin Agarwal – 43 years Financial Controller	2804630/-	Finance and Accounts	Chartered Accountant 18 years	07.11.2022	Aman Resorts, Finance Manager, Oriental Structure - Finance Manager, ICICI Bank - Finance Manager, Marriott Aloft Aero City – Finance Controller
Mrs. Geetha Subramonian - 68 years General Manager – Sales & Marketing	2712600/-	Sales & Marketing	B.A. (Arts) 47 years	12.02.1979	This is the First Company

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Annexure-7

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangement or transactions not at arm's length basis:

Nil

However, there were few transactions entered into by the related parties with the company during previous financial years which were part of a legal case pending before the Hon'ble National Company Law Tribunal (NCLT), New Delhi, the Board was of the opinion that any decision of the Board on the related party transactions may be contrary to the decision of the NCLT which may not be executable later. Accordingly, the Board has deferred its decision on approving related party transactions till the final decision of NCLT. Hence, the disclosures of particulars of contracts/arrangements entered into by the company with related parties & being part of the pending legal case were not provided in earlier years.

2A. Details of material contracts or arrangement or transactions at arm's length basis:

Nil

2B. Details of Non-material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name of the Related Party	Nature of relationship	Nature of contracts / arrangements/ transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	M/s Silk Emporium	Partner of M/s Silk Emporium is wife of one of the Joint Managing Director and mother of one of the Director	Shop License Agreement	01.04.2025 to 31.03.2026	Fee of Rs.23217/- per month and taxes extra Period: One Year	28.05.2025	Nil
2.	Mr. Rupak Gupta	Mr. Rupak Gupta is Joint Managing Director of the company	Availed Hotel Services (At Hotel Clarks Shiraz) for her daughter's marriage	Three days from 28th November 2025 to 30th November 2025	Mr. Rupak Gupta Paid Rs.65.54,447/- towards the services	13.11.2025	Nil

Annexure - 8

MANAGEMENT DISCUSSIONS & ANALYSIS

Industry Structure, Development, Opportunities and Outlook

India's hospitality sector stands at a pivotal inflection point. For much of the past two decades, India's organised hotel sector remained heavily concentrated in a small group of metropolitan hubs including Mumbai, Delhi NCR, Bengaluru, Chennai, and Hyderabad. As recently as 2015 to 2016, nearly two thirds of all branded hotel rooms were located within the country's top eight cities. This dynamic is now shifting rapidly. Over the past decade, a combination of policy led infrastructure investment, decentralised economic growth, and technology driven discovery has begun to level the playing field. By 2023 to 2024, Tier 2 and Tier 3 cities accounted for the majority of new branded hotel signings by room count. India's hospitality sector is no longer defined by metro led development. It is evolving into a distributed network of regional growth engines, supported by strong domestic demand and growing investor confidence.

As geopolitical tensions involving the United States, Israel, and Iran continue to disrupt global energy markets and aviation networks, India's tourism and hospitality industry is feeling the ripple effects. From rising airfares to travel uncertainty, the ongoing conflict in West Asia has influenced travel patterns during India's peak summer season. Industry experts believe the impact may extend beyond international tourism. Higher fuel prices, airspace restrictions, and inflationary pressure are likely to affect airlines, hotels, travel companies, and even consumer travel behaviour in the coming months.

India's tourism and hospitality sectors, which are closely tied to aviation and consumer confidence, may therefore witness both operational and demand-side challenges.

While the situation may impact international travel sentiment and operating costs, it also presents a strong opportunity for India's domestic tourism and hospitality sector to grow further.

India's hospitality demand story is no longer dependent on international arrivals or seasonal leisure peaks. The sector is being reshaped by a more powerful and sustainable force: the rise of domestic travel, enabled by digital access and fuelled by a growing appetite for discovery, flexibility, and regional experiences.

Domestic travellers now form the bedrock of India's hospitality sector. Over 60% of Indian travellers consistently prioritise domestic destinations. Rising disposable incomes, deeper road and air connectivity, and the normalisation of flexible work have turned travel from a luxury into a lifestyle.

Unlike international demand—which is often volatile and event-sensitive—domestic travel provides stability, scale, and repeatability. This dynamic makes India a uniquely resilient hospitality market among major economies.

Industry Performance Review

Government initiatives such as the Vision@2047 aim to attract 100 million inbound tourists by 2047, reinforcing India's position as a global tourism hub.

In 2023–24, the travel and tourism sector in India generated approximately 84.63 million jobs (including both direct and indirect employment). During the same period, the sector's total contribution to India's GDP stood at 5.22%, reflecting its significant role in the national economy.

During the last four years more than 30,000 rooms were signed in more than 120 cities. In 2025 alone, more than 19,000 rooms entered the market via new builds, conversions, and strategic affiliations. This volume signals not only growth but also a shift toward more institutional, brand-aligned hospitality ecosystem beyond India's metros.

This is no longer a market defined solely by construction volume. The coming decade will be shaped by execution quality, governance standards, workforce systems, channel strategy, and destination stewardship.

Risks, Concerns and Threats

Nearly 60% of new hotels outside major cities report staffing shortages, particularly in skilled roles such as F&B, front office, and engineering. Although national highways and regional airports have expanded rapidly, last-mile connectivity remains inconsistent, especially in pilgrimage towns, hill stations, and heritage zones.

Approval processes for hotel projects continue to be slow and inconsistent across states. Borrowing costs often remain elevated due to perceived risk and limited financial benchmarking in these markets.

Climate volatility and crowd surges during festivals and pilgrimage seasons are straining infrastructure and guest experience. Over-dependence on OTAs continues to compress margins and weaken brand control.

Hospitality businesses are also preparing for increased operating costs linked to fuel inflation and supply-chain disruptions. Hotels and resorts may face higher expenses for transportation, imported products, logistics, and food procurement if global instability continues. Airlines, meanwhile, are already under pressure from rising jet fuel prices and rerouted international routes. Industry reports have also highlighted concerns around slower inbound bookings, cautious traveller sentiment, and delays in hospitality procurement linked to global supply-chain disruptions.

Segment Wise Performance & Financial Performance

The key business segment of the company is hospitality and particularly Hotel Industry. Your company has four hotels in its portfolio offering 643 rooms at Agra, Jaipur, Lucknow and Khajuraho under the brand name 'Clarks'.

Revenue from operations (net) has increased by Rs.885.52 lakh (5.79%) from Rs.15290.87 lakh (previous year) to Rs.16176.39 lakh in current year. The expenses of the company have gone up by 596.31 lakh (4.99%) to Rs.12541.74 lakh from previous year figure of Rs.11945.43 lakh on account of increased in employee expenses, power & fuel expenses, and various other expenses.

The profit before tax was Rs.4319.87 lakh in the current year against profit before tax of Rs. 3971.68 lakh in previous year. The profit after tax for the year (before other comprehensive income) was Rs.3223.80 lakh in the current year against profit of Rs.2973.31 lakh in the previous year. The Total Comprehensive Income was Rs.3180.57 lakh in the current year against income of Rs.2980.49 lakh in the previous year.

There was a decrease of 6.42% in rooms sold during the current year against the previous year. The occupancy has been dropped by 3.64% in the current year. The Average Room Rate increased by 7.50% in current year against the previous year. The RevPAR was down by 3% in the current year.

Internal Controls

Your Company has in place a system of internal controls, with documented procedures covering all functions in the hotel operating units. Systems of internal controls are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations. The Company has a systematic process and well-defined roles and responsibilities for people at different hierarchical levels.

Development in Human Resources and Industrial Relations

The Company believes that its intrinsic strength is its people. Your Company strongly believes that human capital is the greatest asset and key differentiator. The Company has always paid special attention to recruitment and development of all categories of staff. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company enjoys harmonious relationship with its employees. The total number of people employed by the Company was 717.

Key Financial Ratios

Sl. No	**Particulars**	**As on 31.03.2026**	As on 31.03.2025
I	Debtors Turnover (net credit sales / average accounts receivables)	31.27	24.52
II	Inventory turnover (cost of goods sold/closing inventory)	13.60	15.81
III	Interest Coverage ratio (Earnings before interest & taxes/interest expense)	2098.02	1198.90
IV	Current Ratio (current assets/current liabilities)	3.40	4.53
V	Debt equity Ratio (Total Liabilities/Total Equities)	0.0010	0.0016
VI	Operating Profit Margin (%) (PBT/Revenue from operations)	26.70%	25.97%
VII	Net Profit Margin (%) (PAT/turnover)	19.12%	18.68%
VIII	Return on Net worth (PAT / Average Equity Capital & other equity)	15.12%	16.39%

Cautionary Statement

Statements made in the Management Discussion and Analysis, describing the Company's objectives, projections, estimates, predictions and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

Annexure-9

REPORT ON CORPORATE GOVERNANCE

1. THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance refers to a combination of regulations, procedures and voluntary practices that enables companies to maximize stakeholders' value by attracting financial and human capital and efficient performance. As a responsible corporate citizen, it is the earnest endeavor of the Company to improve its focus on Corporate Governance by increasing accountability and transparency to shareholders, bankers, customers, lenders, governments, etc.

2. BOARD OF DIRECTORS

As on 31st March, 2026, the Board comprised of total five directors of which two executive directors, one non-executive director and two independent directors. Independent Directors do not have any material pecuniary relationship and haven't entered into any transactions with the Company, its promoters & its management, which in the judgment of the Board may affect independence of the judgment of the Directors.

2.1 During the financial year 2025-2026, five board meetings were held. These were held on 28.05.2025, 27.07.2025, 13.08.2025, 13.11.2025 and 13.02.2026.

2.2 Details of attendance of directors at board meetings during the financial year and at the Company's 64th Annual General Meeting together with the number of other directorships and committee memberships (other than U. P. Hotels Limited) held by them are as follows:

Name & Designation	Category	Attendance		No. of other Directorships		No. of other Board Committees in which director is a member or chairperson *	
		Board Meeting	Last AGM	Public	Private	Chairperson	Member
Justice Mr. Bisheshwar Prasad Singh (Retd.) (Chairman)	Independent Non–Executive	5	Yes	0	0	-	-
Mr. Apurv Kumar (Joint Managing Director)	Promoter - Executive	5	Yes	1	6	-	-
Mr. Rupak Gupta (Joint Managing Director)	Promoter – Executive	5	Yes	1	6	-	-
Mrs. Supriya Gupta (Director)	Non –Executive & Non - Independent	4	No	0	5	-	-
Mr. Arjun Kumar (Director)	Promoter – Non-Executive	2	Yes	5	8	-	-
Mr. Shankar Aggarwal (Director)	Independent Non -Executive	5	Yes	6	0	2	5

** Audit Committee & Stakeholders Relationship Committee are taken into consideration*

Note: Membership count includes the count in which the director is Chairman also as per FAQ-Corporate Governance issued by BSE Limited vide Notice dated 10.04.2023.

The attendance of directors at the meeting of Board of Directors during the year is as below:

Name of Directors	No. of shares held as on 31.03.2026	Attendance at Board Meetings				
		28.05.2025	27.07.2025	13.08.2025	13.11.2025	13.02.2026
Justice Mr. B. P. Singh (Retd.)	Nil	Yes	Yes	Yes	Yes	Yes
Mr. Apurv Kumar	35126	Yes	Yes	Yes	Yes	Yes
Mr. Rupak Gupta	818524	Yes	Yes	Yes	Yes	Yes
Ms. Supriya Gupta	Nil	No	Yes	Yes	Yes	Yes
Mr. Arjun Kumar	40	No	Yes	No	No	Yes
Mr. Shankar Aggarwal	Nil	Yes	Yes	Yes	Yes	Yes
Board Strength		6	6	6	6	6
No. of Directors present		4	6	5	5	6

* There is no convertible instruments issued by the company

Names of listed companies in which a director of the Company is a director and category of his directorship during financial year 2025-2026:

Name of Directors	Name of Listed Company	Category of Directorship
Justice Mr. B. P. Singh (Retd.)	-	-
Mr. Apurv Kumar	-	-
Mr. Rupak Gupta	-	-
Ms. Supriya Gupta	-	-
Mr. Arjun Kumar*	-	-
Mr. Shankar Aggarwal	-	-

Shri Rupak Gupta & Smt. Supriya Gupta are related to each other. Shri Apurv Kumar & Shri Arjun Kumar are related to each other. None of the other directors are related to each other.

All the directors have as on 31st March, 2026, filed the requisite declarations stating that the disqualification contemplated under Section 164 of the Companies Act, 2013 do not apply to them. Directors and members of senior management of the Company as on 31st March, 2026 have attended the compliances related to the Code of Conduct for Prevention of Insider Trading in its equity shares.

Pursuant to Regulation 34(3) of SEBI LODR Regulations 2015 and Para C(2)(i) of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company confirm that in their opinion, the independent directors of the Company fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the independent directors are independent of management. The web link where details of familiarization

programs imparted to the Independent Directors is available at: https://www.hotelclarks.com/appointment-of-independent-director/appointment-of-independent-director.html

A chart or a matrix setting out the skills / expertise / competencies of the board of directors specifying the list of core skills / expertise / competencies identified by the board of directors as required in the context of its business and sector for it to function effectively is as below:

Skills

Strategic Thinking	✓ Ability to be goal and future oriented ✓ Ability to understand issues from different perspectives ✓ Ability to think critically, independently, ask questions, and challenge unsubstantiated opinions ✓ Ability to understand and process large amounts of information (print, online, and oral) effectively and efficiently
Communication	✓ Ability to effectively communicate with a culturally and linguistically diverse team of other board members, leadership entities, Company's shareholders and employees/staffs ✓ Ability to articulate ideas, opinions, rationales, and comments in a clear, concise, and logical manner to address the needs of the stakeholders ✓ Ability to speak in front of small and large groups using both self-prepared and externally-prepared materials, and with a professional demeanor
Decision Making	✓ Ability to use logic and reasoning to identify issues as well as the strengths and weaknesses of alternative solutions, conclusions, or approaches to problems ✓ Ability to make informed decisions efficiently and take action when needed ✓ Ability to be objective at all times about what is best for the company as a whole, rather than what is best for a particular unit
Inter Personal Skills	✓ Ability to effectively collaborate with the Company's executive director(s), board colleagues, and staff ✓ Ability to work independently as required ✓ Ability to interact with other board members in a group setting, both contributing to discussions, and valuing the contributions of all members
Analytical Skills	✓ Ability to understand and analyze financial reports ✓ Ability to review and analyze proposed budgets in light of association resources, strategic goals, and priorities ✓ Ability to analyze reports from committees, task forces, and other entities and comment on drafts of publications/policies/schemes and other documents as appropriate
Experience	✓ A variety leadership experiences within the Business activities/related profession ✓ Experience interacting with diverse professionals

Competencies/experience

Section	**Competency**	**Self Assessment of Directors**					
		Name	**Name**	**Name**	**Name**	**Name**	**Name**
Tenure (Months)							
Industry Knowledge / experience	Industry experience						
	Knowledge of Sector						
	Knowledge / understanding of government legislations						
Technical Skills	Finance						
	Accounting						
	Law						
	Marketing experience						
	Information technology						
	Human Resource Management						
	Risk Management						
	Public Relations						
	Strategic development & implementation						
	CEO / Senior Management experience						
Governance Competencies	Financial literacy						
	Strategic thinking – corporate governance						
	Compliance Focus						

Section	Competency	Self Assessment of Directors					
		Name	Name	Name	Name	Name	Name
Behavioral Competencies	Integrity & high ethical standards						
	Common sense & sound judgment						
	Willingness and ability to devote time and energy to the role						
	Understanding of effective decision making process						
	Team Player						
	Mentoring abilities						
	Listening skills						
	Interpersonal relations						

The directors of the company as a whole possess all the above skills/competencies/expertise.

3. AUDIT COMMITTEE

The Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which inter alia include:

- recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the company, wherever it is necessary
- evaluation of internal financial controls and risk management systems; Monitoring the end use of funds raised through public offers and related matters

Composition, Meetings & Attendance at Audit Committee:

S.No.	Name of Member	Designation in Committee	Designation in Company	Date of the Meetings	No. of meetings attended
1.	Justice Mr. B. P. Singh (Retd.)	Chairman	Independent director	28.05.2025 13.08.2025 13.11.2025 13.02.2026	4
2.	Mr. Shankar Aggarwal	Member	Independent director		4
3.	Mr. Arjun Kumar	Member	Non-Executive Director		1

All the members of the Committee are financially literate. The Company Secretary acts as the Secretary to the Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

Brief terms of reference:

- Formulation of the criteria for determining qualifications, Positive attributes and independence of a director;
- To identify persons qualifies to become directors and who may be appointed in senior management and to recommend to the Board for their appointment and removal;
- To recommend to the Board a policy relating to remuneration for directors, key managerial personnel and other employees;
- To recommend to the board, all remuneration, in whatever form, payable to senior management;
- To evaluate every director's performance & the Board;
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Remuneration Committee.

Composition, name of members, Chairperson, Meetings & attendance at this Committee:

S.No.	Name of Member	Designation in Committee	Designation in Company	Date of the Meetings	No. of meetings attended
1.	Mr. Shankar Aggarwal	Chairman	Independent director	28.05.2025 27.07.2025 13.02.2026	3
2.	Justice Mr. B. P. Singh (Retd.)	Member	Independent director		3
3.	Mrs. Supriya Gupta	Member	Non-Executive Director		1

Performance evaluation criteria for independent Directors

The Board has adopted a Performance Evaluation Policy for Directors which provides inter alia the criteria for evaluation of performance of independent directors. The performance evaluation criteria for independent directors are mentioned in the Boards' Report.

Remuneration of Directors

The details of remuneration paid to Managerial Personnel of the Company in Financial Year 2025-2026 are as below:

S. No.	Name	Designation	Salary	Perquisites & Allowances	Other Benefits (contribution to Provident Fund)	Total	Stock Options Granted	No. of Shares as on 31.03.2026	Service Contract/ Notice Period/severance fees
1.	Mr. Apurv Kumar	Jt. Managing Director	15000000/-	7200000/-	1800000/-	24000000/-	Nil	35126	Shareholders re-appointed Mr. Apurv Kumar for a period of 3 years with effect from15.05.2024. Notice period is as per company's policy. No severance fees.
2.	Mr. Rupak Gupta	Jt. Managing Director	15000000/-	6896800/-	21600/-	21918400/-	Nil	818524	Shareholders re-appointed Mr. Rupak Gupta, for a period of 3 years with effect from 15.05.2024. Notice period is as per company's policy. No Severance fees.

Non-executive Directors and Independent Directors are being paid sitting fee only for attending each meetings of the Board and Committees. Justice Mr. Bisheshwar Prasad Singh (Retd.) – Non-Executive Independent Director is being paid cumulative Rs.1,00,000/- for attending each meeting of Board of directors and or Committees held on same day. Mr. Shankar Aggarwal – Non Executive Independent Director is being paid Rs.40,000/- for attending each meeting of Board of directors and Rs.20,000/- for attending each meeting of Committees. The non-executive directors are being paid Rs.10,000/- for attending each meeting of the Board and its Committees. No stock Options issued by the company. The details of remuneration/sitting fee paid to the Independent Directors and Non Executive directors during the financial year 2025-2026 are detailed below:

S.No.	Name of the Independent Director	Sitting fee paid (Rs.)	Remuneration paid (Rs.)	Stock Options Granted	No. of Shares held on 31.03.2026
1.	Justice Mr. Bisheshwar Prasad Singh (Retd.) - Non Executive Independent Director	5,00,000/-	-	Nil	Nil
2.	Mr. Shankar Aggarwal - Non Executive Independent Director	3,80,000/-	-	Nil	Nil
3.	Mr. Arjun Kumar - Non Executive & Non Independent Director	50,000/-	12,00,000/-	Nil	40
4.	Ms. Supriya Gupta - Non Executive & Non Independent Director	1,10,000/-	12,00,000/-	Nil	Nil

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition, name of members, Chairperson, Meetings & attendance at this Committee:

S.No.	Name of Member	Designation in Committee	Designation in Company	Date of the Meetings	No. of meetings attended
1.	Mr. Shankar Aggarwal	Chairman	Independent director	13.02.2026	1
2.	Mr. Arjun Kumar	Member	Non-Executive Director		1
3.	Mrs. Supriya Gupta	Member	Non-Executive Director		1

The Company Secretary acts as the Secretary to the Committee. Mr. Prakash Chandra Prusty, Company Secretary is the Compliance Officer of the Company.

Shareholders Complaints

Number of shareholders' complaints received so far	:	Nil
Number of complaints solved to the satisfaction of the shareholders	:	Nil
Number of complaints not solved to the satisfaction of the shareholders	:	Nil
No. of pending complaints	:	Nil

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Composition, name of members, Chairperson, Meetings & attendance at Corporate Social Responsibility ("CSR") Committee:

S.No.	Name of Member	Designation in Committee	Designation in Company	Date of Meetings	No. of meetings attended
1.	Mr. Shankar Aggarwal	Chairman	Independent director	28.05.2025 13.02.2026	2
2.	Mrs. Supriya Gupta	Member	Non-Executive director		2
3.	Mr. Arjun Kumar	Member	Non-Executive Director		1

The role and responsibilities of CSR Committee inter alia is as below:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the CSR related activities to be undertaken by the company;
3. To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken the Company from time to time;
4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

7. GENERAL BODY MEETING

7.1 Location and time where the last three Annual General Meetings held:-

Financial year	Date of Annual General Meeting	Place	Time	Details of Special Resolution Passed therein
2022-23	27.09.2023	Through Audit Video Conferencing	2.30 p.m.	1. Revision in remuneration of Mr. Apurv Kumar as Joint Managing Director & CFO for the period with effect from 01.04.2023 to 14.05.2024; 2. Revision in remuneration of Mr. Rupak Gupta as Joint Managing Director & CFO for the period with effect from 01.04.2023 to 14.05.2024.
2023-24	16.09.2024	Through Audit Video Conferencing	2.30 p.m.	1. Re-appointment & Fixation of remuneration of Mr. Apurv Kumar as Joint Managing Director & CFO for the period with effect from 01.04.2024 to 14.05.2027; 2. Re-appointment & Fixation of remuneration of Mr. Rupak Gupta as Joint Managing Director & CFO for the period with effect from 01.04.2024 to 14.05.2027. 3. Payment of remuneration to Non-Executive Non-Independent Director of the Company.
2024-25	30.09.2025	Through Audit Video Conferencing	2.30 p.m.	1. Revision in remuneration of Mr. Apurv Kumar as Joint Managing Director & CFO for the period with effect from 01.04.2025 to 14.05.2027; 2. Revision in remuneration of Mr. Rupak Gupta as Joint Managing Director & CFO for the period with effect from 01.04.2025 to 14.05.2027.

One special resolution through postal ballot under section 110 of the Companies Act, 2013 was passed during the financial year and the postal ballot exercise was exercised by joint Managing Director & Company Secretary of the Company. No resolution requiring a postal ballot was passed in the Annual General Meeting last year. No ordinary or special resolution requiring a postal ballot is being proposed at the ensuing Annual General Meeting. The postal ballot was conducted in terms of the provisions of the Companies Act 2013.

8. MEANS OF COMMUNICATION.

8.1	Half yearly report sent to each shareholder:	No
8.2	Quarterly Results	
	• Which newspapers normally published in	Financial Express (English), Jansatta (Hindi)
	• Any website where displayed	www.hotelclarks.com
	• Whether it also displays official news releases presentation made to institutional investors or to analyst	No
8.3	Whether management discussion & analysis is a part annual report or not	Yes, management discussion & analysis is a part of of the annual report

9. GENERAL SHAREHOLDER INFORMATION

9.1 AGM : Date, time & venue
65th Annual General Meeting
Date : 29th September, 2026
Day : Tuesday
Time : 2.30 p.m.
Venue : Video Conferencing (VC) or Other Audio Video Means (OAVM)

9.2 Financial Year: 1st April to 31st March
Financial Calendar (tentative) for Results

1st Quarter	On or before 14.08.2026
2nd Quarter	On or before 14.11.2026
3rd Quarter	On or before 14.02.2027
4th Quarter	On or before 30.05.2027

9.3	Date of Book Closure	Tuesday, 22.09.2026 to Tuesday, 29.09.2026 (both days inclusive)
9.4	Dividend	No dividend is being proposed at the ensuing Annual General Meeting for the year ended 31.03.2026.
9.5	Listing On Stock Exchange	The shares of the company are listed on BSE Ltd, Mumbai (BSE). The Annual Listing fee has been paid to the BSE Ltd. (BSE), Mumbai for financial year 2026-27.
9.6	Designated e-mail ID for Investors' Grievances	Clarkssuryakiran@yahoo.co.in
9.7	Registrar & Share Transfer Agent	The company has engaged the services of Skyline Financial Services Pvt. Ltd. as its Registrar and Share Transfer Agent for physical transfer of shares as well as for electronic connectivity with NSDL & CDSL.
9.8	Share Transfer System	The Registrar & Transfer Agent ensures the timely compliance on transfer of shares and dispatch of shares certificates upon transferred.

9.9 Shareholding Pattern as on 31st March, 2026:

	Category	No of Shares held	% of Shareholding
1.	Promoter's holding		
	Indian Promoters	47,72,960	88.39
	Foreign Promoters	Nil	Nil
2	Persons acting in concert	Nil	Nil
	Sub Total (1 & 2)	47,72,960	88.39
	Non-Promoters Holding		
3	Institutional Investors		
	a) Mutual Funds & UTI	Nil	Nil
	b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions, Non-Govt. Institutions))	Nil	Nil
	c) Foreign Institutional Investors	Nil	Nil
	Sub Total (3)	Nil	Nil
4	Others		
	a) Private Corporate Bodies	248395	4.60
	b) Indian Public	338328	6.26
	c) NRIs/OCBs	3003	0.06
	d) Any other	37314	0.69
	e) Clearing Member/House	0	0.00
	Sub Total (4)	6,27,040	11.61
	Grand Total (1 to 4)	54,00,000	100.00

9.10 Distribution of Shareholding as on 31st March, 2026:

Shareholding of Nominal Value	No. of Shareholders	% of Share-Holders	Share Amount (in Rs.)	.% of Share-Holding
Upto - 5000	1109	89.87	6,21,090	1.15
5001 – 10000	33	2.67	2,22,880	0.41
10001-20000	27	2.19	3,72,550	0.69
20001-30000	9	0.73	2,22,690	0.41
30001-40000	3	0.24	1,04,570	0.19
40001-50000	0	0.00	0	0.00
50001-100000	11	0.89	7,70,380	1.43
100001 & above	42	3.40	5,16,85,840	95.71
Total	**1234**	**100.00**	**5,40,00,000**	**100.00**

9.11 Dematerialization of Shares & Liquidity.

The company's shares are traded in dematerialized form and have to be delivered in the dematerialized form to all stock exchanges. The number of shares dematerialized as on 31st March, 2026 were 5255157 (97.32%) of the total paid up capital) and the balance of 144843 representing 2.68% were held in physical form investors are requested to open an account with depository participant registered with either National Securities Depository Ltd. (NSDL) or Central Depository Services (India) Ltd. (CDSL) for de-mating their shares.

The company is yet to achieve 100% dematerialization of the promoters' group shareholding as required under circular no. DCS/COMP/CIR-03/2011-12 dated 29.6.2011 of BSE Ltd. As on 31.3.2026, only 86.03% of the promoters' shareholding were dematerialized.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's share is INE726E01014.

9.12 Outstanding GDRs/ADRs Warrants or any convertible instruments, conversion date and likely impact on Equity.

The Company has not issued any GDRs/ADRs/Warrants or any Convertible Instruments. The company does not have activities in commodity, foreign exchange and hedging.

9.13 Hotel locations

Clarks Shiraz, 54, Taj Road, Agra
Clarks Amer, Jawahar Lal Nehru Marg, Jaipur
Clarks Avadh, 8, Mahatma Gandhi Marg, Lucknow
Clarks Khajuraho, Bamitha Road, Khajuraho

9.14 Address for Correspondence

Company:
Company Secretary
U. P. Hotels Limited
1101, Surya Kiran, 19, Kasturba Gandhi Marg,
New Delhi - 110001
Tel No: 011-23722596-98

Registrar:
Skyline Financial Services Pvt.Ltd.
D-153/A, Ist floor, Okhla Industrial Area,
Phase I, New Delhi-110020.
Tel. 011-26812682

Shareholders holding shares in electronic mode should address all correspondence to their respective depository participant.

For any assistance regarding dematerialisation of shares, shares transfer, transmission, change of address and any other query relating to shares, please correspond with Registrars - Skyline Financial Services Pvt. Ltd.

10. OTHER DISCLOSURES

10.1 The transactions with related parties relating to previous years covered under section 188 of the Companies Act could not be placed before the Audit Committee for approval due to differences between the management and court proceedings. Further, there were no material related party transactions during the year under review. The disclosure of transactions with related parties in compliance with the Ind AS is part of this Annual Report and disclosed in Note no. 31 of Notes to Financial Statements. The policy on dealing with related party transactions is available at company's website at www.hotelclarks.com. The web link of the policy is: https://www.hotelclarks.com/code-of-conduct-policies/code-of-conduct-policies.html.

10.2 The company has submitted the quarterly financial results with the stock exchange and published the same for the quarters ended 30.06.2025, 30.09.2025, 31.12.2025, and 31.03.2026 for the financial year 2025-2026.

10.3 The company has not yet achieved 100 per cent dematerialization of the shares of promoters/promoter's group during the year. The Promoters are in the process of de-mat their shares. As on 31.03.2026, only 1,26,377 shares constituting 2.34% of promoter shares are pending for dematerialization. The 890 equity shares of Hotel Clarks Varanasi Limited, a promoter of the company, have been dematerialized. However, since its de-mat account has been frozen by the order of BSE, the shares are currently held in the Company's Suspense Escrow Account.

10.4 The directors and other designated/identified persons have observed and complied with the requirements of Code of Conduct for Prevention of Insider Trading in Equity Shares of the Company in accordance with Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

10.5 The company has formulated a Whistle Blower Policy/Vigil Mechanism which encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment and further affirm that no personnel has been denied access to the audit committee.

10.6 Since the company has no subsidiary during the financial year under review, it has not formulated policy for determining material subsidiaries.

10.7 Details of compliance of mandatory and non mandatory requirements of corporate governance are provided in this report.

10.8 Compliance with discretionary requirements/non mandatory requirements:

a. The Board: The Company has a non-executive independent director as its Chairman. The company has one-woman director on the board.

b. Shareholder Rights: Not sent half-yearly declaration on financial performance to shareholders.

c. Modified opinion(s) in audit report: The Board gives necessary clarification on qualifications, adverse opinion in Auditors'Report.

d. Separate posts of chairperson and chief executive officer: The Company has non-executive independent director as its Chairman. There is no chief executive officer.

e. Reporting of internal auditor: The reports of internal auditor are reviewed in the Audit Committee meeting.

f. Independent Directors: The independent directors shall endeavor to hold at least two meetings in a financial year without the presence of non-independent directors and members of the management.

g. Risk management: The company will endeavor to constitute a risk management committee in terms of regulation 21.

10.9 No money was raised by the Company through public issue, right issue, preferential issues etc. in the financial year under review.

10.10 The Company has received a certificate from a Company Secretary in Practice certifying to the Board that none of the directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any other statutory authority.

10.11 As per the information available to the company, there is no agreement entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the company, among themselves or with the company 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 company or impose any restriction or create any liability upon the company.

10.12 Total fee paid for all services paid by the company to the statutory auditor:

Kindly refer Note no. 29 of the Notes to the Financial Statements of the Company for the financial year ended 31.03.2026.

10.13 Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. Number of complaints filed during the financial year : Nil
b. Number of complaints disposed of during the financial year : Nil
c. Number of complaints pending as on end of the financial year : Nil

10.14 10.14 The Statement of Impact of Audit Qualifications submitted to BSE Limited alongwith Annual Audited Financial Results is annexed with this report as **Annexure 11.**

10.15 Particulars of Senior Management Personnel:

Name	**Designation**
Mr. Ashok Agarwal	CEO (Corporate), Hotel Clarks Avadh
Mr. Sachin Agarwal	Corporate Finance Controller, Hotel Clarks Amer
Mr. Amulya Kakkar	Vice President & General Manager, Hotel Clarks Shiraz
Mr. P D Sharma	Assistant Finance Controller, Hotel Clarks Avadh
Mr. Abhishek Mishra	General Manager, Hotel Clarks Avadh
Mr. T P Nair	Executive Manager, Hotel Clarks Shiraz
Mr. Narendra Kumar Awasthi	Finance Controller, Hotel Clarks Khajuraho
Mr. Prakash Chandra Prusty	Company Secretary

11. Information with regard to shares lying in "Unclaimed Suspense Account" as required under Regulation 39:

	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year	52	5,942
Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the Year	Nil	Nil
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year	52	5,942

The voting rights on these shares shall remain frozen till the rightful owner of these shares claims the shares. All these shares have been transferred to IEPF Authority.

12. COMPLIANCE CERTIFICATE – CORPORATE GOVERNANCE

The Company has obtained a certificate from the Company Secretary in Practice regarding compliance of conditions of Corporate Governance as required by Schedule V of Listing Regulations and is annexed with this report as **Annexure 10.**

13. CODE OF CONDUCT

The Company has framed a Code of Conduct and Ethics for members of the Board and Senior Management personnel of the Company. The said Code of Conduct is available on the website of the Company. The declaration by Joint Managing Director(s) is given below:

"We declare that all members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics for the financial year 2025-2026."

Apurv Kumar
Joint Managing Director

Rupak Gupta
Joint Managing Director

14. CEO & CFO CERTIFICATION

In terms of Regulations 17(8) of the Listing Regulations, the compliance certificate from CEO and CFO is provided in the Annual Report as **Annexure 12.**

Annexure-10

Secretarial Auditor's Certificate on Corporate Governance

To
The Members of
U. P. Hotels Limited

We have examined the compliance of the conditions of Corporate Governance by **U. P. Hotels Limited,** CIN: L55101DL1961PLC017307 ('the Company') for the year ended on March 31, 2026 as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Regulation. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Regulations of the Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable except for the following.

1. *The Company has not complied with Regulation 38 of the Listing Regulation as regards minimum public shareholding.*

   Note: SEBI vide its letter dated 03.12.2024 had granted the Company, relaxation from the applicability of regulation 8(1B) (i) of SEBI (Delisting of equity Shares) Regulations, 2021 (limited to the extent of compliance with minimum public shareholding norms) for the specific purpose of seeking voluntary delisting of its equity shares, subject to certain conditions. Accordingly, the Company is in the process of initiating voluntary delisting of the equity shares from BSE Limited.

   The Company could not complete the voluntary delisting process within the SEBI prescribed time period up to 2nd December, 2025. The company has again requested SEBI for extension of time for completing the voluntary delisting process in terms of SEBI letter dated 03.12.2024.

2. *The Company is yet to achieve 100% dematerialization of the promoter's group shareholding as required by circular of BSE Ltd.*

   Note: Due to MPS non-compliance by the company, BSE in the year 2023 has freezed the de-mat accounts of Promoters and Promoter groups of the Company. As per our observation, as on 31.03.2026, only 126377 shares constituting 2.34% of promoter shares are pending for dematerialization.

3. *The Company's related party transactions ("RPT") during the previous years, covered under the provisions of the Companies Act, 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 NCLT which may not be 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 NCLT. Due to this reason, these RPT's are not entered in the Register maintained under Section 189 of the Companies Act, 2013.*

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Deepak Bansal & Associates
Company Secretaries
(Firm No.S2007UP759100)
P R No. 7057/2025
Deepak Bansal
Proprietor
FCS No. 3736; CP No. 7433
UDIN: F003736H000436181

Date: 23/05/2026
Place: Greater Noida

Annexure-11

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2026

[See Regulation 33 of the SEBI (LODR) Regulations, 2015]

(Rs. in Lakhs)

I	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Audited Figures (as reported after adjusting for qualifications)
	1	Turnover / Total income	16176.39	16176.39
	2	Total Expenditure	12541.74	12541.74
	3	Net Profit/(Loss)	3223.80	3223.80
	4	Earnings Per Share	59.70	59.70
	5	Total Assets	24668.67	24668.67
	6	Total Liabilities	24668.67	24668.67
	7	Net Worth	21324.93	21324.93
	8	Any other financial item(s) (as felt appropriate by the management)	-	-

II	**Audit Qualification (each audit qualification separately)**				
A		Details of Audit Qualification: **Basis of Qualified Opinion** (i) Note 39.1 to 39.2 and 41(a) regarding non-compliance of Minimum Public Shareholding as explained in the said notes. As such, the Company is yet to comply with the Regulation 38 of SEBI LODR Regulation 2015 with regards to Minimum Public Shareholding (MPS). (ii) Note No. 41(b) i.e. the Company is yet to achieve 100% dematerialization of promoter's shareholding. As such, the Company has not complied with Regulation 31(2) of SEBI LODR Regulations 2015. (iii) Note No. 41(c) i.e. Related Party Transactions ("RPT") transacted during the previous years could not be approved by the Audit Committee and Board of Directors being part of a legal matter pending before the Hon'ble National Company Law Tribunal (NCLT) for adjudication as explained in the note. These RPTs are not entered in the Register maintained under Section 189 of the Companies Act, 2013. As such, the Company is yet to comply with sections 188 and 189 of the Act and Regulation 23 of SEBI LODR Regulations 2015. (iv) The ultimate outcome of the matter specified in paras (i) to (iii) cannot presently be determined and its consequential impact on these financial statements cannot be ascertained.			
B		**Type of Audit Qualification:**	Qualified Opinion	Disclaimer of Opinion	Adverse Opinion
			As stated above	NIL	NIL
C		**Frequency of qualification:**	Qualified Opinion	Disclaimer of Opinion	Adverse Opinion
			(i): Repetitive – last 3 years (ii): Repetitive – last 3 years (iii): Repetitive – last 3 years (iv): Repetitive – last 3 years	NIL	NIL
D		For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not quantified			
E		For Audit Qualification(s) where the impact is not quantified by the auditor:			
		(i) Management's estimation on the impact of audit qualification: There are litigations going on before Tribunal & Court. As such, their impact on profitability of the Company, if any, is not ascertainable till the time of their disposal by court/tribunal.			
		(ii) If management is unable to estimate the impact, reasons for the same: Since the litigations are still pending before courts and forums, their outcome can not be ascertained and thus the impact, if any, can not be estimated.			
		(iii) Auditors' Comments on (i) or (ii) above: The ultimate outcome of the matters specified above can not presently be determined and its consequential impact on these annual financial results can not be ascertained.			
III		**Signatories:**			
		CEO/Managing Director			Sd/-
		CFO			Sd/-
		Audit Committee Chairman			Sd/-
		Statutory Auditor			Sd/-
		Place: New Delhi			
		Date: 28.05.2026			

Annexure-12

CEO/CFO Certification

To
The Board of Directors
U. P. Hotels Limited
1101, Surya Kiran Building,
19, Kasturba Gandhi Marg,
New Delhi – 110001

Compliance Certificate by Managing Director and Chief Financial Officer under regulation 17(8) of SEBI LODR Regulations 2015 for Compliance

As stipulated in Regulations 17(8) of Listing Regulations, 2015, we hereby certify that:

a. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2026 and that to the best of our knowledge and belief:
   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii. these statements together present a true and fair view of Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies. We have disclosed to the Auditors that due to the ongoing suits which have been filed at the Hon'ble Civil Court, Lucknow and Hon'ble National Company Law Tribunal, New Delhi, the appropriate discussions on related party transactions (RPTs) executed during the previous years could not take place at Audit Committee and Board level. These RPTs have no impact on internal controls for financial reporting.

d. We have indicated to the Auditors and the Audit Committee:
   i. there were no significant changes in the internal control over financial reporting during the year;
   ii. there were no changes in the accounting policies during the year; and
   iii. there were no instances of fraud during the year.

For U. P. Hotels Limited

Apurv Kumar
Jt. Managing Director & CFO
DIN: 00043538

Rupak Gupta
Jt. Managing Director & CFO
DIN: 00007310

Place: New Delhi
Date: 28.05.2026

Independent Auditors' Report

To the Members of U. P. Hotels Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **U. P. Hotels Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the **Basis of Qualified Opinion** section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Qualified Opinion

Attention is drawn to the following notes to the financial statements: -

1. **Note No. 39.1, 39.2 and 41(a) regarding non-compliance of Minimum Public Shareholding as explained in the said notes. As such, the Company is yet to comply with Regulation 38 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with regard to Minimum Public Shareholding.**
2. **Note No. 41(b) i.e. the Company is yet to achieve 100% dematerialization of the promoters' shareholding. As such, the Company has not complied with Regulation 31(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.**
3. **Note No. 41(c) i.e. the Related Party Transactions ("RPT") entered into by the company during the previous years and which are continuing in the current financial year could not be approved by the Audit Committee and Board of Directors being part of a legal matter pending before the Hon'ble National Company Law Tribunal (NCLT) for adjudication as explained in the note. These RPTs are not entered in the Register maintained under Section 189 of the Act. As such, the Company is yet to comply with sections 188 and 189 of the Act and Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.**
4. **The ultimate outcome of the matters specified in paras 1-3 above cannot presently be determined and its consequential impact on these financial statements cannot be ascertained.**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of financial statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1	Refer foot note of Note No. 26 regarding non-compliance of minimum public shareholding(MPS) and Note No. 39(1) & 39(2) to the financial statements: - The Company has been non-compliant with the Minimum Public Shareholding ("MPS") requirements prescribed under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a considerable period. Consequent to such non-compliance, BSE Limited has been levying penalties on the Company in accordance with the applicable SEBI circulars. During the current financial year, BSE Limited levied penalties aggregating to Rs. 21.60 lakhs (including GST) for the first and second quarters of FY 2025-26. However, no intimation regarding levy of penalty for the third and fourth quarters has been received from BSE Limited up to the date of approval of the financial statements. The cumulative penalties levied up to March 31, 2026 amount to Rs. 95.70 lakhs (including GST).	We have analyzed the efforts by the company to make default good, SEBI orders dated 4.6.2013 and 2.12.2014, delisting process of year 2022 and thereafter, Master Circular SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11,2023 and updated Master Circular issued by SEBI and various penalty notices(mails) received from BSE in this regard. We verified the application of the Company applying to SEBI for voluntary delisting process. Though SEBI has given approval for voluntary delisting, the MPS compliance depends on the success of the delisting process.

S. No.	Key Audit Matter	Auditor's Response
	SEBI granted certain relaxations, including relaxation from compliance with the MPS requirements for the specific purpose of seeking voluntary delisting of the Company's equity shares. Accordingly, the Company has requested BSE Limited to waive the penalties levied, and the matter remains pending. Considering the uncertainty relating to the outcome of the voluntary delisting process, the pending request for waiver of penalties and the potential implications of continued non-compliance with the MPS requirements, this matter involved significant management judgement and was therefore considered to be a Key Audit Matter.	

IInformation Other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for preparation of the other information. The other information comprises the information included in Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on financial statement does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the company in accordance with applicable Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the company's ability to continue as going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the company or to cease the operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedure responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transaction and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factor in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosures about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government in terms of section 143(11) of the Act, we give in Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, based on our audit, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of accounts.

   d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with relevant rules issued thereunder.

   e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2026 from being appointed as a director in terms of section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

      b) The Company did not have any long term contracts including derivative contracts.

      c) There has been no delay and the amounts required to be transferred to Investor education and protection fund during the year were transferred on time by the company.

      d) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations/disclosures under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement. (Refer Note No. 42 to the financial statements)

      e) The Company has not declared or paid any dividend during the year.

      f) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tempered with.

         Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For Satinder Goyal & Co.
Chartered Accountants
Firm's Regn. No: 027334N

Shubhanshu Jain
(Partner)
Membership No. : 541369
UDIN No: 26541369DFKSPY3071

Date : 28th May, 2026
Place : New Delhi

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the financial statements of U. P. Hotels Limited for the year ended 31st March,2026)

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and records examined by us in the normal course of audit, we state that:

(i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

(B) The company is maintaining proper records showing full particulars of intangible assets;

(b) The property, plant and equipment have been physically verified by the management according to the program of periodical verification in the phased manner, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company;

(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;

(e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;

(ii) (a) As explained to us , physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancy of 10% or more in the aggregate for each class of inventory was noticed;

(b) The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, during the year from banks or financial institutions on the basis of security of current assets;

(iii) According to the information and explanations given to us and based on audit procedures performed, we are of the opinion that during the year the company has not made any investments and not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

(iv) According to the information and explanations given to us and based on audit procedures performed, we are of the opinion that in respect of loans, investments, guarantees and security, the company has complied with the provisions of section 185 and 186 of the Act;

(v) The Company has not accepted any deposits/deemed deposit. As such requirements of clause (v) of paragraph 3 of aforesaid order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act in respect of services carried out by the Company.

(vii) a) According to the information and explanations given to us and based on audit procedures performed, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. No such dues are outstanding as on 31st March 2026 for a period exceeding six months;

b) According to the records and information and explanation given to us, other than those as mentioned below there are no dues in respect of Income tax, Sales tax, VAT, Service-tax, Custom duty, cess outstanding as at March 31, 2026 due to any dispute.

- **An appeal pertaining to the financial year 2017-18 in respect of Hotel Clarks Amer, Jaipur, involving disputed dues under the Goods and Services Tax Act amounting to Rs. 37.21 lakhs, is pending before the Commissioner (Appeals). Further, an appeal pertaining to the financial year 2018-19 involving disputed dues amounting to Rs. 12.13 lakhs is also pending before the Commissioner (Appeals).**

- **An appeal for financial year 2019-20 pertaining to Hotel Clarks Shiraz, Agra involving disputed dues under Goods and Services Tax Act amounting to Rs. 13.87 lakhs is pending with Commissioner Appeals.**

- **An appeal for financial year 2017-18 to 2022-23 pertaining to Hotel Clarks Khajuraho, Khajuraho involving disputed dues under Goods and Services Tax Act amounting to Rs. 381.54 Lakhs is pending with Commissioner Appeals.**

(viii) There were no transactions relating to previously unrecorded income surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;

(ix) a) According to the information and explanations given to us by the management, the company has not made any default in the repayment of loans or interest to lenders.

b) According to the information and explanations given to us by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;

c) According to the records and information and explanation given to us, term loans were applied for the purpose for which the loan was obtained;

d) According to the records and information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes;

e) The company has no subsidiaries, associates or joint ventures hence clause (ix)(e) of paragraph 3 of aforesaid order is not applicable;

f) The company has no subsidiaries, associates or joint ventures hence clause (ix)(f) of paragraph 3 of aforesaid order is not applicable;

(x) a) During the year, the company has not raised any money by way of initial public offer or further public offer (including debt instruments);

b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures;

(xi) a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or on the company, noticed or reported during the year, nor have we been informed of any such case by the Management;

b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

c) According to the records and information and explanation given to us, there is no whistle-blower complaint received during the year by the company;

(xii) The company is not a Nidhi Company and hence this clause is not applicable to the company;

(xiii) According to the information and explanations given to us and based on our examination of the records of the company, all transactions with the related parties entered into during the year are in compliance with sections 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards (Refer para 3 under heading Basis of Qualified Opinion also);

(xiv) a) The company has an internal audit system commensurate with the size and nature of its business.;

b) The reports of the Internal Auditors for the period under audit were considered by us;

(xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non- cash transaction with directors or person connected with them during the year;

(xvi) a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934;

b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year;

c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India;

(xvii) The company has not incurred cash losses in the current financial year and in the immediately preceding financial year;

(xviii) There is no resignation of the statutory auditors during the year;

(xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

(xx) a) According to the information and explanations given to us and based on our examination of the records of the company, there is no unspent amount required to be transferred to a Fund specified in Schedule VII to the Companies Act as per sub-section (5) of section 135 of the said Act;

b) According to the information and explanations given to us and based on our examination of the records of the company, there is no amount remaining unspent under sub-section (5) of section 135 of the Companies Act which is required to be transferred to a special account in compliance with the provision of sub-section (6) of section 135 of the said Act;

xxi) The Company is neither a holding company nor a subsidiary of any other company. As such requirements of clause (xxi) of paragraph 3 of aforesaid order is not applicable.

For Satinder Goyal & Co.
Chartered Accountants
Firm's Regn. No: 027334N

Shubhanshu Jain
(Partner)
Membership No. : 541369
UDIN No: 26541369DFKSPY3071

Date: 28th May, 2026
Place: New Delhi

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the financial statements of U. P. Hotels Limited for the year ended 31st March 2026)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **U. P. Hotels Limited** ("the Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial control. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management, override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For Satinder Goyal & Co.
Chartered Accountants
Firm's Regn. No: 027334N

Shubhanshu Jain
(Partner)
Membership No. 541369
UDIN No: 26541369DFKSPY3071

Date: 28th May, 2026
Place: New Delhi

BALANCE SHEET AS AT 31st MARCH, 2026

(Rs. in Lakhs)

		Note No.	As at 31.03.2026	As at 31.03.2025
A	**ASSETS**			
1.	**NON-CURRENT ASSETS**			
	Property, Plant and Equipment	2	**7,353.93**	7,119.02
	Capital Work-In-Progress	2	**536.99**	58.09
	Intangible Assets	2	**6.23**	5.49
	Financial Assets :			
	Loans to Employees	3	**19.95**	13.16
	Other Financial Assets	4	**6,314.09**	1,288.69
	Other Non-Current Assets	5	**249.62**	18.40
	Deferred Tax Asset(Net)	6	**-**	-
			14,480.81	**8,502.85**
2.	**CURRENT ASSETS**			
	Inventories	7	**271.49**	243.97
	Financial Assets :			
	Investments	8	**4,376.46**	3,481.62
	Trade Receivables	9	**517.36**	623.57
	Cash and Cash Equivalents	10	**1,895.46**	1,726.99
	Bank Balances other than above	11	**1,341.97**	4,963.95
	Loans to Employees	3	**5.37**	5.60
	Other Financial Assets	4	**162.32**	162.22
	Other Current Assets	12	**1,617.43**	1,494.68
			10,187.86	**12,702.60**
	TOTAL		**24,668.67**	**21,205.45**
B	**EQUITY AND LIABILITIES**			
1.	**EQUITY**			
	Equity Share Capital	13	**540.00**	540.00
	Other Equity		**20,784.93**	17,604.35
			21,324.93	**18,144.35**
2.	**NON - CURRENT LIABILITIES**			
	Financial Liabilities :			
	Borrowings	14	**14.51**	22.35
	Provisions	15	**162.62**	83.80
	Deferred Tax Liabilities (Net)	6	**169.52**	148.14
			346.65	**254.29**
3.	**CURRENT LIABILITIES**			
	Financial Liabilities :			
	Borrowings	16	**7.84**	7.24
	Trade Payables	17	**618.19**	636.71
	Other Financial Liabilities	18	**407.14**	407.49
	Other Current Liabilities	19	**643.61**	622.75
	Provisions	15	**1,320.31**	1,132.62
			2,997.09	**2,806.81**
	TOTAL		**24,668.67**	**21,205.45**
	SIGNIFICANT ACCOUNITNG POLICIES	1		
	NOTES ON FINANCIAL STATEMENTS	2-44		

As per our separate report of even date

For Satinder Goyal & Co.
Chartered Accountants
Firm Regn. No. 027334N

(CA Shubhanshu Jain)
Partner
Membership No. 541369

Place: New Delhi
Date: 28th May, 2026

For & on behalf of the Board of Directors of U. P. Hotels Limited

Bisheshwar Prasad Singh
Chairman
DIN 06949954

Apurv Kumar
Joint Managing Director
& Chief Financial Officer
DIN 00043538

Rupak Gupta
Joint Managing Director
& Chief Financial Officer
DIN 00007310

Prakash Chandra Prusty
Company Secretary
M.No.: A14624

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2026

(Rs. in Lakhs)

	Note No.	Year ended 31.03.2026	Year ended 31.03.2025
REVENUE			
Revenue from Operations (Net)	20	**16,176.39**	15,290.87
Other Income	21	**685.22**	626.24
Total Income (I)		**16,861.61**	**15,917.11**
EXPENSES			
Consumption of Provision, Beverages and Others	22	**2,286.83**	2,145.05
Employee Benefit Expenses	23	**3,672.32**	3,339.18
Finance Cost	24	**2.06**	3.31
Depreciation & Amortization Expense	2	**622.25**	866.72
Other Expenses	25	**5,958.28**	5,591.17
Total Expenses (II)		**12,541.74**	**11,945.43**
Profit before Tax (I-II)		**4,319.87**	**3,971.68**
Tax Expense			
Current Tax		**1,065.83**	1,025.18
Deferred Tax		**21.39**	(25.58)
Tax (Earlier Years)		**8.85**	(1.22)
Total Tax Expense		**1,096.07**	**998.37**
Profit for the Year (III)		**3,223.80**	**2,973.31**
Other Comprehensive Income			
Items that will not be reclassified to Profit & Loss :			
Actuarial Gain/(Loss) on Employee Benefits		**(57.77)**	9.60
Tax on above		**(14.54)**	2.42
Other Comprehensive Income for the year (IV)		**(43.23)**	**7.18**
Total Comprehensive Income for the year (III+IV)		**3,180.57**	**2,980.49**
Earning per Equity Share (Face Value of Rs. 10/- each)			
(1) Basic	35	**59.70**	**55.06**
(2) Diluted	35	**59.70**	**55.06**
SIGNIFICANT ACCOUNITNG POLICIES	1		
NOTES ON FINANCIAL STATEMENTS	2-44		

As per our separate report of even date

For Satinder Goyal & Co.
Chartered Accountants
Firm Regn. No. 027334N

(CA Shubhanshu Jain)
Partner
Membership No. 541369

Place: New Delhi
Date: 28th May, 2026

For & on behalf of the Board of Directors of U. P. Hotels Limited

Bisheshwar Prasad Singh
Chairman
DIN 06949954

Apurv Kumar
Joint Managing Director
& Chief Financial Officer
DIN 00043538

Rupak Gupta
Joint Managing Director
& Chief Financial Officer
DIN 00007310

Prakash Chandra Prusty
Company Secretary
M.No.: A14624

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2026

(Rs. in Lakhs)

		Note No.	Year ended 31.03.2026	Year ended 31.03.2025
A.	**CASH FLOWS FROM OPERATING ACTIVITIES**			
	Profit/ Loss before tax		**4,319.87**	3,971.68
	Adjustments for:			
	Depreciation & Amortization		**622.25**	866.72
	(Profit)/Loss on Sale of Property, Plant and Equipments		**4.19**	12.75
	Finance Cost		**2.06**	3.31
	Operating Profit befor changes in Current Assets and Liabilities		**4,948.37**	**4,854.47**
	Changes in Current Assets and Liabilities :-			
	Trade Receivables		**106.21**	128.25
	Bank Balances other than cash and cash equivalents and other current assets		**3,499.14**	(478.67)
	Inventories		**(27.52)**	33.81
	Current Liabilities		**189.67**	116.51
	Income tax (Current & Earlier Years) including OCI		**(1,081.53)**	(1,026.37)
	Other Comprehensive Income		**(57.77)**	9.60
	CASH GENERATED - OPERATING ACTIVITIES		**7,576.58**	**3,637.59**
B.	**CASH FLOWS FROM INVESTING ACTIVITIES**			
	Purchase of Property, Plant and Equipments and CWIP		**(1,347.50)**	(1,647.37)
	Purchase/ Addition of Intangibles		**(2.91)**	(6.59)
	Proceeds from Sale of Property, Plant and Equipments		**9.41**	3.65
	Sale/ (Purchase) of Investments		**(894.84)**	(926.65)
	Loans to Employees		**(6.56)**	2.68
	Invetsment in Other Non-Current Assets		**(5,256.61)**	(178.14)
	CASH GENERATED/ (USED) - INVESTING ACTIVITIES		**(7,499.01)**	**(2,752.42)**
C.	**CASH FLOWS FROM FINANCING ACTIVITIES**			
	Finance Cost		**(2.06)**	(3.31)
	Proceeds (Repayments) of Long Term Borrowings (Net)		**(7.84)**	(7.24)
	Proceeds (Repayments) of Short Term Borrowings (Net)		**0.60**	0.55
	Changes in Other Long Term Liabilities & Provisions (Net)		**100.20**	(23.23)
	CASH GENERATED/ (USED) - FINANCING ACTIVITIES		**90.90**	**(33.23)**
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)		**168.47**	**851.94**
	Cash and Cash Equivalents as at Beginning of the Year		**1,726.99**	**875.05**
	Cash and Cash Equivalents as at End of the Year		**1,895.46**	**1,726.99**
	Bank Balances other than above		**1,341.97**	**4,963.95**
	SIGNIFICANT ACCOUNITNG POLICIES	1		
	NOTES ON FINANCIAL STATEMENTS	2-44		

As per our separate report of even date

For Satinder Goyal & Co.
Chartered Accountants
Firm Regn. No. 027334N

(CA Shubhanshu Jain)
Partner
Membership No. 541369

Place: New Delhi
Date: 28th May, 2026

For & on behalf of the Board of Directors of U. P. Hotels Limited

Bisheshwar Prasad Singh
Chairman
DIN 06949954

Apurv Kumar
Joint Managing Director
& Chief Financial Officer
DIN 00043538

Rupak Gupta
Joint Managing Director
& Chief Financial Officer
DIN 00007310

Prakash Chandra Prusty
Company Secretary
M.No.: A14624

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2026

A. EQUITY SHARE CAPITAL (Rs. in Lakhs)

(1) Current Reporting Period - 31.03.2026

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Reinstated balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
540.00	-	540.00	-	540.00

(2) Previous Reporting Period - 31.03.2025

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Reinstated balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
540.00	-	540.00	-	540.00

B. OTHER EQUITY

(1) Current Reporting Period - 31.03.2026

Particulars	General Reserve	Retained Earnings	Other Items of Other Comprehensive Income	Total Other Equity
Balance as at 1st April 2025	**3,069.49**	**14,317.86**	**217.00**	**17,604.36**
Profit/ (Loss) for the year	-	3,223.80	-	3,223.80
Other Comprehensive Income/ (loss) for the year	-	-	(43.23)	(43.23)
Total Comprehensive Income/ (loss) for the year	**-**	**3,223.80**	**(43.23)**	**3,180.57**
Balance as at 31st March 2026	**3,069.49**	**17,541.66**	**173.77**	**20,784.93**

(2) Previous Reporting Period - 31.03.2025

Particulars	General Reserve	Retained Earnings	Other Items of Other Comprehensive Income	Total Other Equity
Balance as at 1st April 2024	**3,069.49**	**11,344.55**	**209.82**	**14,623.87**
Profit/ (Loss) for the year	-	2,973.31	-	2,973.31
Other Comprehensive Income/ (loss) for the year	-	-	7.18	7.18
Total Comprehensive Income/ (loss) for the year	**-**	**2,973.31**	**7.18**	**2,980.49**
Balance as at 31st March 2025	**3,069.49**	**14,317.86**	**217.00**	**17,604.35**
SIGNIFICANT ACCOUNITNG POLICIES		1		
NOTES ON FINANCIAL STATEMENTS		2-44		

As per our separate report of even date

For Satinder Goyal & Co.
Chartered Accountants
Firm Regn. No. 027334N

(CA Shubhanshu Jain)
Partner
Membership No. 541369

Place: New Delhi
Date: 28th May, 2026

For & on behalf of the Board of Directors of U. P. Hotels Limited

Bisheshwar Prasad Singh
Chairman
DIN 06949954

Apurv Kumar
Joint Managing Director
& Chief Financial Officer
DIN 00043538

Rupak Gupta
Joint Managing Director
& Chief Financial Officer
DIN 00007310

Prakash Chandra Prusty
Company Secretary
M.No.: A14624

1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1. Company Overview

U. P. Hotels Limited ("the Company") is a Public Limited Company incorporated and domiciled in India and has its listing on the BSE Limited. The addresses of its Registered Office and Corporate Office are disclosed in the introduction to the annual report. The Company is in the business of owning and operating hotels. The Company has its hotels at Agra, Jaipur, Lucknow and Khajuraho.

1.1 Basis for preparation of financial statements

These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended, the relevant provisions of the Companies Act, 2013 ("the Act'') and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on May 28, 2026.

Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

Operating Cycle

Based on the nature of products/activities of the company and normal time between acquisition of assets and their realisation in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

1.2 Use of Estimates and Judgements

The presentation of financial statements in conformity with Ind AS requires the management of the company to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported balances of assets and liabilities, disclosures of contingent assets and liabilities as at the date of financial statements and the reported amount of revenues and expenses during the year. Examples of such estimates include provisions for doubtful debts, employee benefits, provisions for income taxes, useful life of depreciable assets and provisions for impairments & others.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to financial statements.

1.3. Property, Plant and Equipment (PPE)

The Company has elected to continue with the carrying value of all its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.

a) Free hold land is carried at cost. All other items of Property, plant and equipment are stated at cost, less accumulated depreciation. The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected significant costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

b) Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets.

c) Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

d) The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1.4. Intangible Assets

Intangible assets include cost of acquired software and designs, and cost incurred for development of the Company's website and certain contract acquisition costs. Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for its intended use.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected to arise from continued use of the asset. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the Statement of Profit and Loss when the asset is derecognized.

1.5 Depreciation/Amortisation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

a) Depreciation on fixed assets is provided on straight-line method at the rates prescribed by the schedule II of the Companies Act, 2013 and in the manner as prescribed by it.

b) Intangible assets are amortized over their respective individual estimated useful life on straight line basis, commencing from the date the asset is available to the company for its use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, etc. The amortization method and useful lives are reviewed periodically at end of each financial year.

1.6. Inventories

Inventories at the year-end are as per the physical verification conducted by the management. Inventories are stated at lower of cost and net realisable value after considering obsolescence. Cost is ascertained on **weighted average basis at Jaipur & Khajuraho units and on First in First out basis at Agra & Lucknow units.** Net realizable value is the estimated selling price in the ordinary course of the business less estimated cost necessary to make the sale. Unserviceable / damaged / discarded inventories and shortages observed at the time of physical verification are charged to Statement of Profit & Loss.

1.7. Foreign Currency Transactions / Translations

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value denominated in a foreign currency are retranslated at the rates prevailing at the date when the fair value was determined.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the Statement of Profit and Loss.

1.8 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

1.9 Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of minimum lease payments at the inception of lease, whichever is lower. Leases under which the risks and rewards incidental to ownership are not transferred to lessee, is classified as operating lease. Lease payments under operating leases are recognized as an expense on a straight line basis in the statement of profit and loss over the lease term.

2.0 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

i) **Initial Recognition and measurement**

On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss ("FVTPL"). Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

ii) **Subsequent measurement**

a) **Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) **Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) **Financial assets at fair value through profit or loss (FVTPL)**

A financial asset is measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income.

d) **Investments in subsidiaries, joint ventures and associates**

The Company has adopted to measure investments in subsidiaries, joint ventures and associates at cost in accordance with Ind AS 27 and carrying amount as per previous GAAP at the date of transition has been considered as deemed cost in accordance with Ind AS 101.

e) **Financial liabilities**

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii) **De-recognition of financial instruments**

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired.

iv) **Fair value measurement of financial instruments**

The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Based on the three level fair value hierarchy, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer.

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

2.1 Impairment of Assets

i) **Financial Assets**

In accordance with Ind AS 109, the company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

ii) **Non-Financial Assets**

The carrying amounts of the Company's tangible and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

2.2 Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the amount can be reliably measured.

a) Revenue is measured at the fair value of the consideration received or receivable. Revenue comprises sale of rooms, food and beverages and allied services relating to hotel operations.

Revenue is recognized upon rendering of the service, provided pervasive of an arrangement exists, tariff/ rates are fixed or are determinable and collectability is reasonably certain. Revenue from sale of goods or rendering of services is net of Indirect taxes, returns and discounts.

b) Dividend income is accounted for when the right to receive the income is established.

2.3 Interest

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

Income from interest is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

2.4 Income Taxes

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is also recognized in equity or other comprehensive income respectively.

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred tax assets and liabilities are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2.5 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.6 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

2.7 Earning per share

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to the equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating the diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as at beginning of the period, unless they have been issued at a later date.

2.8 Employee benefits

Defined contribution plans –

Company's contribution paid / payable during the year to Provident Fund & Employees State Insurance are recognized in the Statement of Profit & Loss. Provident Fund & Employees State Insurance contributions are made to a government administered Provident Fund & Employees State Insurance Corporation towards which the company has no further obligation beyond its monthly contribution. The contributions are recognized as employee benefit expenses when they are due.

Defined benefit plans –

Gratuity

For Agra, Jaipur and Lucknow units, the Company makes annual contributions to gratuity funds administered by the trustees for amounts notified by the funds. However, for Khajuraho unit, gratuity is unfunded. The Gratuity plan provides for lump sum payment to vested employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of **the projected unit credit method,** carried out as at the Balance Sheet date. The obligation determined as aforesaid less the fair value of the plan assets is reported as a liability or assets as of the reporting date. Actuarial gains and losses are recognised immediately in the Other Comprehensive Income and reflected in retained earnings and will not be reclassified to the Statement of Profit and Loss.

Leave Encashment

The liability of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date **using projected unit credit method.**

3.0 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

2. Property, Plant and Equipment

Tangible Assets

(Rs. in Lakhs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April 2025	Additions	Sale/ Adjustment	As at 31st March 2026	As at 1st April 2025	For the Year	Sale/ Adjustment	As at 31st March 2026	As at 31st March 2026	As at 31st March 2025
Land Freehold	24.86	-	-	24.86	-			-	24.86	24.86
Building	8,320.49	313.63	0.68	8,633.44	3,476.94	185.59	0.44	3,662.09	4,971.35	4,843.55
Electrical Installations	1,266.29	88.53	0.86	1,353.97	929.23	55.07	0.82	983.48	370.49	337.06
Plant & Machinery	4,543.63	330.32	37.43	4,836.53	3,427.41	226.39	28.73	3,625.07	1,211.46	1,116.22
Office Equipment	16.08	0.51	-	16.59	11.06	0.14	-	11.20	5.39	5.02
Furniture & Fixtures	1,678.80	84.67	10.07	1,753.40	1,317.10	78.21	7.95	1,387.36	366.05	361.70
Vehicles	1,000.30	50.94	50.77	1,000.46	569.70	74.69	48.28	596.13	404.33	430.60
Total Tangible Assets	**16,850.45**	**868.60**	**99.81**	**17,619.26**	**9,731.43**	**620.09**	**86.22**	**10,265.33**	**7,353.93**	**7,119.02**
Previous Year	15,658.15	1,638.86	446.54	16,850.45	9,297.63	863.92	430.11	9,731.43	7,119.02	-

Capital Work-in-Progress

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April 2025	Additions	Sale/ Adjustment	As at 31st March 2026	As at 1st April 2025	For the Year	Sale/ Adjustment	As at 31st March 2026	As at 31st March 2026	As at 31st March 2025
Capital Work-in-Progress	58.09	1,203.91	725.00	536.99					536.99	58.09
Total	**58.09**	**1,203.91**	**725.00**	**536.99**	**-**	**-**	**-**	**-**	**536.99**	**58.09**
Previous Year	49.57	1,368.10	1,359.59	58.09	-	-	-	-	58.09	-

Intangible Assets

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April 2025	Additions	Sale/ Adjustment	As at 31st March 2026	As at 1st April 2025	For the Year	Sale/ Adjustment	As at 31st March 2026	As at 31st March 2026	As at 31st March 2025
Trade Marks	1.41	-	-	1.41	1.40	-		1.40	0.01	0.01
Computer Software	44.08	2.91	-	46.99	38.60	2.17	-	40.77	6.22	5.48
Total Intangible Assets	**45.49**	**2.91**	**-**	**48.39**	**40.00**	**2.17**	**-**	**42.17**	**6.23**	**5.49**
Previous Year	39.30	8.59	0.40	45.49	37.60	2.80	0.40	40.00	5.49	-

Note: During the year, the Company reassessed the useful life of assets in respect to one of its units as per lease deed resulting in lower depreciation expense of that unit.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

(Rs. in Lakhs)

	Non-Current		Current	
	31.03.2026	31.03.2025	**31.03.2026**	31.03.2025
3. LOANS TO EMPLOYEES				
Unsecured				
(Considered Good)				
Loans to Employees	**19.95**	13.16	**5.37**	5.60
	19.95	13.16	**5.37**	5.60

	Non-Current		Current	
	31.03.2026	31.03.2025	**31.03.2026**	31.03.2025
4. OTHER FINANCIAL ASSETS				
Security Deposits	**161.34**	142.56	**-**	-
Bank Deposits with more than 12 months maturity	**6,103.33**	1,146.13	**-**	-
Interest Accrued but not due	**49.42**	-	**147.54**	150.72
Other Receivable	**-**	-	**14.78**	11.50
	6,314.09	1,288.69	**162.32**	162.22

	As at 31.03.2026	As at 31.03.2025
5. OTHER NON-CURRENT ASSETS		
Capital Advances	**248.83**	17.67
Leasehold Land Prepayments	**0.79**	0.73
	249.62	**18.40**

6. DEFERRED TAX ASSET/(LIABILITY)

	2026		2025	
	Difference	**(Asset)/Liability**	**Difference**	**(Asset)/Liability**
A. Taxable Timing Differences				
- Difference in WDV of Fixed Assets				
Net Assets as per Companies Act (Excluding Land)	**7,335.29**	**1,846.14**	7,099.64	1,786.83
Net Assets as per Income Tax Act (Excluding Land)	**6,418.36**	**1,615.37**	6,360.05	1,600.70
	916.93	**230.77**	739.59	186.13
B. Deductable Temporary Differences				
- Provision for Gratuity/ Leave Encashemnt/ Doubtful Debts etc.	**(243.38)**	**(61.25)**	(150.94)	(37.99)
	(243.38)	**(61.25)**	**(150.94)**	**(37.99)**
Deferred Tax (Asset)/ Liability (A+B)	**673.55**	**169.52**	**588.65**	**148.14**

	As at 31.03.2026	As at 31.03.2025
7. INVENTORIES		
(Taken, valued and certified by the management)		
Provisions & Beverages	**168.14**	135.61
Crockery, Cutlery, Chinaware, Linen etc.	**47.40**	51.20
Other Stores	**55.95**	57.16
Goods in Transit	**-**	-
	271.49	243.97
Breakup of Inventory		
i) Provision & Beverages		
Provision, Foods & Beverages	**43.59**	41.29
Wines & Liquor	**124.37**	94.15
Cigar & Smokes	**0.18**	0.17
Total Provision & Beverages	**168.14**	135.61

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

8. INVESTMENTS *(Rs. in Lakhs)*

Particulars	As at 31st March			
	2026		2025	
	No. of Units	Cost	No. of Units	Cost
INVESTMENTS -CURRENT (MUTUAL FUNDS)				
Quoted (Non-Trade)				
Aditya Birla Sun Life Dynamic Bond Fund - Monthly IDCW - Regular Plan NAV 2026 - Rs. 57.37 Lakhs NAV 2025 - Rs. 60.11 Lakhs	**12,305.19**	**57.06**	12,305.19	57.06
Canara Robeco Blue Chip Equity Fund - Regular Growth NAV 2026 - Nil NAV 2025 - Rs. 22.64 Lakhs	**-**	**-**	38,400.54	20.00
Canara Robeco Consumer Trends Fund - Regular Growth NAV 2026 - Rs. 54.40 Lakhs NAV 2025 - Rs. 59.16 Lakhs	**58,811.41**	**50.00**	58,811.41	50.00
Canara Robeco Infrastructure Fund - Regular Growth NAV 2026 - Rs. 95.08 Lakhs NAV 2025 - Rs. 90.51 Lakhs	**62,636.06**	**74.53**	62,636.06	74.53
Canara Robeco Large and Mid Cap Fund - Regular Growth NAV 2026 - Rs. 72.23 Lakhs NAV 2025 - Nil	**32,923.69**	**83.50**	-	-
Canara Robeco Large Cap Fund - Regular Growth NAV 2026 - Rs. 42.76 Lakhs NAV 2025 - Nil	**76,901.62**	**45.00**	-	-
Canara Robeco Multi Asset Allocation Fund - Regular Growth NAV 2026 - Rs. 30.51 Lakhs NAV 2025 - Nil	**2,99,985.00**	**30.00**	-	-
Canara Robeco Short Duration Fund - Regular Growth NAV 2026 - Nil NAV 2025 - Rs. 81.66 Lakhs	**-**	**-**	3,28,149.68	80.00
DSP Multi Asset Allocation Fund - Regular Plan - Growth NAV 2026 - Rs. 52.60 Lakhs NAV 2025 - Nil	**3,48,270.97**	**55.00**	-	-
DSP Large and Mid Cap Fund - Regular Growth (Formerly DSP Equity Opportunities Fund - Regular Growth) NAV 2026 - Rs. 34.99 Lakhs NAV 2025 - Rs. 36.36 Lakhs	**6,265.80**	**33.77**	6,265.80	33.77
DSP Value Fund - Regular Plan - Growth NAV 2026 - Rs. 19.72 Lakhs NAV 2025 - Nil	**91,755.37**	**20.00**	-	-
Franklin India Balanced Advantage Fund - Growth NAV 2026 - Rs. 239.38 Lakhs NAV 2025 - Rs. 243.97 Lakhs	**17,79,779.93**	**212.24**	17,79,779.93	212.24
Franklin India Flexi Cap Fund - Growth NAV 2026 - Rs. 56.03 Lakhs NAV 2025 - Rs. 58.88 Lakhs	**3,872.58**	**50.00**	3,872.58	50.00
Franklin India Money Market Fund - Growth NAV 2026 - Rs. 50.29 Lakhs NAV 2025 - Nil	**95,875.98**	**50.00**	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

(Rs. in Lakhs)

Particulars	As at 31st March			
	2026		2025	
	No. of Units	Cost	No. of Units	Cost
HDFC Balanced Advantage Fund - Growth NAV 2026 - Rs. 241.10 Lakhs NAV 2025 - Rs. 244.51 Lakhs	**49,866.89**	**170.00**	49,866.89	170.00
HDFC Flexi Cap Fund - Growth NAV 2026 - Rs. 224.35 Lakhs NAV 2025 - Rs. 159.97 Lakhs	**12,343.18**	**170.00**	8,664.54	100.00
HDFC Focused 30 Fund - Growth NAV 2026 - Rs. 62.91 Lakhs NAV 2025 - Rs. 64.54 Lakhs	**30,167.48**	**40.00**	30,167.48	40.00
HDFC Infrastructure Fund - Growth NAV 2026 - Rs. 92.14 Lakhs NAV 2025 - Rs. 95.14 Lakhs	**2,19,880.28**	**75.02**	2,19,880.28	75.02
HDFC Mid-cap Opportunities Fund - Growth NAV 2026 - Rs. 32.87 Lakhs NAV 2025 - Rs. 31.63 Lakhs	**18,231.96**	**25.00**	18,231.96	25.00
HDFC Large Cap Fund - Growth NAV 2026 - Rs. 25.42 Lakhs NAV 2025 - Rs. 26.88 Lakhs	**2,493.69**	**26.15**	2,493.69	26.15
HDFC Multi Cap Fund - Regular Growth NAV 2026 - Rs. 21.06 Lakhs NAV 2025 - Rs. 21.86 Lakhs	**1,27,382.17**	**20.00**	1,27,382.17	20.00
HDFC Non-Cyclical Consumer Fund - Regular Growth NAV 2026 - Rs. 98.70 Lakhs NAV 2025 - Rs. 107.68 Lakhs	**8,27,382.43**	**82.74**	8,27,382.43	82.74
HDFC Top 100 Fund - Growth NAV 2025 - Rs. 25.31 Lakhs NAV 2025 - Rs. 26.77 Lakhs	**2,483.01**	**25.00**	2,483.01	25.00
HSBC Liquid Fund - Regular Growth (Formerly HSBC Cash Fund - Growth) NAV 2026 - Nil NAV 2025 - Rs. 51.49 Lakhs	**-**	**-**	2,010.41	50.11
HSBC Large & Mid Cap Fund - Regular Growth (Formerly HSBC Large & Mid Cap Equity Fund Growth) NAV 2026 - Rs. 96.48 Lakhs NAV 2025 - Rs. 45.84 Lakhs	**3,93,878.63**	**102.60**	1,93,085.57	50.50
HSBC Mid Cap Fund - Regular Growth (Formerly L&T Mid Cap Fund Growth) NAV 2026 - Rs. 23.67 Lakhs NAV 2025 - Rs. 22.01 Lakhs	**6,500.82**	**25.00**	6,500.82	25.00
HSBC Multi Asset Allocation Fund - Regular Plan - Growth NAV 2026 - Rs. 27.22 Lakhs NAV 2025 - Nil	**2,18,044.05**	**30.00**	-	-
ICICI Prudential Infrastructure Fund Reg Growth NAV 2026 - Rs. 186.64 Lakhs NAV 2025 - Rs. 139.07 Lakhs	**1,06,119.12**	**140.00**	77,955.84	85.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

(Rs. in Lakhs)

Particulars	As at 31st March			
	2026		2025	
	No. of Units	Cost	No. of Units	Cost
ICICI Prudential Large & Mid Cap Fund - Growth NAV 2026 - Rs. 146.69 Lakhs NAV 2025 - Rs. 147.76 Lakhs	**15,961.08**	**97.72**	15,961.08	97.72
ICICI Prudential Multi Asset Fund - Growth NAV 2026 - Rs. 227.32 Lakhs NAV 2025 - NIL	**30,043.64**	**242.55**	-	-
ICICI Prudential Large Cap Fund (erstwhile Bluechip Fund)- Growth NAV 2026 - Rs. 21.63 Lakhs NAV 2025 - NIL	**21,657.07**	**25.00**	-	-
ICICI Prudential Money Market Fund - Growth NAV 2026 - Rs. 45.09 Lakhs NAV 2025 - Rs. 261.72 Lakhs	**396.81**	**45.00**	70,306.45	255.00
ICICI Prudential Multi Cap Fund - Growth NAV 2026 - Rs. 164.69 Lakhs NAV 2025 - Rs. 169.14 Lakhs	**23,042.15**	**155.57**	23,042.15	155.57
JM Flexicap Fund - Regular - Growth NAV 2026 - Rs. 27.61 Lakhs NAV 2025 - Rs. 30.16 Lakhs	**33,135.15**	**25.00**	33,135.15	25.00
Kotak Money Market - Regular Growth NAV 2026 - NIL NAV 2025 - Rs. 162.64 Lakhs	**-**	**-**	3,691.34	160.00
Kotak India EQ Contra Fund - Growth (Regular Plan) NAV 2026 - Rs. 26.74 Lakhs NAV 2025 - Rs. 26.92 Lakhs	**19,622.72**	**25.00**	19,622.72	25.00
Kotak Infrastructure & Economic Reforms Fund Standard Growth (Regular Plan) NAV 2026 - Rs. 296.67 Lakhs NAV 2025 - Rs. 294.61 Lakhs	**5,10,383.24**	**235.32**	5,10,383.24	235.32
Kotak Consumption Fund - Regular Plan - Growth NAV 2026 - Rs. 148.68 Lakhs NAV 2025 - NIL	**12,25,038.18**	**167.02**	-	-
Kotak Multi Asset Allocation Fund - Regular Plan - Growth NAV 2026 - Rs. 76.75 Lakhs NAV 2025 - Nil	**5,25,768.75**	**85.00**	-	-
Motilal Oswal Midcap Fund - Regular Plan - Growth NAV 2026 - Rs. 53.63 Lakhs NAV 2025 - Nil	**66,458.15**	**63.00**	-	-
Motilal Oswal Large and Midcap Fund - Regular Plan - Growth NAV 2026 - Rs. 26.64 Lakhs NAV 2025 - Nil	**90,208.03**	**30.00**	-	-
Nippon India BSE Sensex Next 30 Index Fund - Growth NAV 2026 - Rs. 56.99 Lakhs NAV 2025 - NIL	**5,93,318.08**	**59.33**	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

(Rs. in Lakhs)

Particulars	As at 31st March			
	2026		2025	
	No. of Units	Cost	No. of Units	Cost
Nippon India Money Market Fund - Growth NAV 2026 - Rs. 50.29 Lakhs NAV 2025 - NIL	**1,159.23**	**50.00**	-	-
Nippon India Consumption Fund - Growth NAV 2026 - Rs. 138.39 Lakhs NAV 2025 - Rs. 152.20 Lakhs	**83,563.36**	**136.28**	83,563.36	136.28
Nippon India Large Cap Fund - Growth NAV 2026 - Rs. 31.41 Lakhs NAV 2025 - Rs. 32.16 Lakhs	**38,533.22**	**30.00**	38,533.22	30.00
Nippon India Ultra Short Duration Fund - Growth Plan Growth Option NAV 2026 - NIL NAV 2025 - Rs. 58.22 Lakhs	**-**	**-**	3,956.46	57.55
Nippon Indi Multi Cap Fund - Growth NAV 2026 - Rs.201.24 Lakhs NAV 2025 - Rs.204.12 Lakhs	**75,817.22**	**160.30**	75,817.22	160.30
Nippon India Multi Asset Allocation Fund - Growth NAV 2026 - Rs.238.70 Lakhs NAV 2025 - Rs.169.78 Lakhs	**10,49,558.25**	**170.00**	8,50,255.86	120.00
Parag Parikh Flexi Cap Fund - Regular Plan NAV 2026 - Rs.75.31 Lakhs NAV 2025 - Rs.53.31 Lakhs	**96,228.47**	**70.00**	67,574.61	45.00
PGIM India Multi Asset Allocation Fund - Growth NAV 2026 - Rs. 24.27 Lakhs NAV 2025 - NIL	**2,49,987.50**	**25.00**	-	-
Quant Dynamic Asset Allocation Fund (DA-DG) NAV 2026 - Rs.57.63 Lakhs NAV 2025 - Rs.61.10 Lakhs	**3,96,593.03**	**60.00**	3,96,593.03	60.00
SBI Consumption Opportunities Fund - Regular Growth NAV 2026 - Rs.53.01 Lakhs NAV 2025 - Rs.59.57 Lakhs	**20,329.57**	**55.00**	20,329.57	55.00
SBI Contra Fund - Regular Growth NAV 2026 - Rs.127.07 Lakhs NAV 2025 - Rs.131.28 Lakhs	**36,622.89**	**115.00**	36,622.89	115.00
SBI Multi Asset Allocation Fund - Regular Growth NAV 2026 - Rs. 23.40 Lakhs NAV 2025 - NIL	**37,463.49**	**25.00**	-	-
Sundaram Multi Asset Allocation Fund - Regular Growth NAV 2026 - Rs.169.68 Lakhs NAV 2025 - Rs.111.31 Lakhs	**13,82,098.20**	**152.35**	9,73,448.50	97.35
Sundaram Services Fund - Regular Growth NAV 2026 - Rs.23.91 Lakhs NAV 2025 - Rs.24.54 Lakhs	**78,999.97**	**20.00**	78,999.97	20.00
Sundaram Midcap Fund - Regular Growth NAV 2026 - Rs. 21.91 Lakhs NAV 2025 - NIL	**1,727.89**	**25.00**	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

(Rs. in Lakhs)

Particulars	As at 31st March			
	2026		2025	
	No. of Units	Cost	No. of Units	Cost
Tata Multi Asset Allocation Fund - Regular Growth NAV 2026 - Rs. 50.50 Lakhs NAV 2025 - NIL	**2,16,820.45**	**55.00**	-	-
TATA Large & Mid Cap Fund Reg Growth NAV 2026 - Rs.58.45 Lakhs NAV 2025 - Rs.66.48 Lakhs	**13,510.07**	**50.00**	13,510.07	50.00
"UTI Flexi Cap Fund (Formerly known as UTI Equity Fund) - Regular Plan Growth" NAV 2026 - Rs.22.62 Lakhs NAV 2025 - Rs.25.35 Lakhs	**8,425.61**	**20.00**	8,425.61	20.00
UTI Large & Mid Cap Fund - Regular Growth NAV 2026 - Rs.105.91 Lakhs NAV 2025 - Rs.105.53 Lakhs	**64,399.68**	**99.39**	64,399.68	99.39
UTI Money Market Fund - Regular Plan - Growth NAV 2026 - Rs.53.86 Lakhs NAV 2025 - Rs.50.51 Lakhs	**1,669.99**	**50.00**	1,669.99	50.00
UTI Low Duration Fund (Formerly known as UTI Treasury Advantage Fund) - Regular Plan Growth NAV 2026 - Rs.64.72 Lakhs NAV 2025 - Rs.60.70 Lakhs	**1,746.41**	**60.00**	1,746.41	60.00
Total		**4,376.46**		**3,481.61**
Less : Provision for dimunition in value of investments		-		-
Total		**4,376.46**		**3,481.61**
Aggregate Quoted Value of Investments		**4874.64**		4,149.79

(Rs. in Lakhs)

		As at 31.03.2026	As at 31.03.2025
9.	**TRADE RECEIVABLES**		
	Unsecured, Unconfirmed -		
	Considered Good	**517.36**	623.57
	Considered Doubtful	**60.60**	63.21
	Less : Provision for bad & doubtful debts	**(60.60)**	(63.21)
		517.36	**623.57**

Trade Receivables Ageing Schedule: FY 2025-26

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Considered Good	454.28	37.38	10.33	15.37	-	**517.36**
(ii) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables - Credit impaired	-	-	9.39	15.84	35.37	**60.60**
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	**-**
(v) Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	**-**

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

Trade Receivables Ageing Schedule: FY 2024-25

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Considered Good	456.17	108.26	44.86	14.28	-	**623.57**
(ii) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables - Credit impaired	-	-	11.23	7.16	44.82	**63.21**
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	**-**
(v) Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables - Credit impaired	-	-	-	-	-	**-**

		As at 31.03.2026	As at 31.03.2025
10.	**CASH AND CASH EQUIVALENTS**		
	Balances with Banks		
	Current Accounts	**1,095.26**	1,124.11
	Deposits	**783.10**	575.01
	Cash in hand	**17.10**	27.87
		1,895.46	**1,726.99**
11.	**BANK BALANCES OTHER THAN ABOVE**		
	Earmarked balances with Banks	**1.68**	1.68
	Deposits	**1,340.29**	4,962.27
		1,341.97	**4,963.95**
12.	**OTHER CURRENT ASSETS**		
	Unsecured, Unconfirmed, considered good		
	Balance with government authorities	**1,364.55**	1,261.85
	Prepaid Expenses	**167.36**	175.62
	Advance to suppliers	**83.03**	55.33
	Advance to staff	**2.12**	1.36
	Leasehold land prepayment	**0.02**	0.15
	Others	**0.35**	0.37
		1,617.43	**1,494.68**

13. (i) Equity Share Capital

	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	Amount	No. of Shares	Amount
Authorised				
Equity Shares of Rs. 10/- each	**7000000**	**700.00**	7000000	700.00
Preference Shares of Rs. 100/- each	**100000**	**100.00**	100000	100.00
Issued, Subscribed and paid up				
Equity Shares of Rs. 10/- each	**5400000**	**540.00**	5400000	540.00

Reconciliation of the numbers and amount of Equity shares :-

For the year ended	As at March 31, 2026		As at March 31, 2025	
	Nos.	Amount	Nos.	Amount
Outstanding at beginning of the year	**5400000**	**540.00**	5400000	540.00
Add : Shares issued during the year	**-**	**-**	-	-
Less : Shares bought back during the year	**-**	**-**	-	-
Outstanding at the end of the year	**5400000**	**540.00**	**5400000**	**540.00**

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

(ii) Shareholders holding more than 5% shares -

Equity Shares:

Name of Shareholder	As at March 31, 2026		As at March 31, 2025	
	No. of Shares	% of Holding	No. of Shares	% of Holding
The Indian Textile Co. Private Limited	**1313676**	**24.33**	1313676	24.33
Shri Rupak Gupta	**818524**	**15.16**	818524	15.16
Banaras House Private Limited	**540000**	**10.00**	540000	10.00

(iii) The Company's Authorised Capital comprises of two class of shares. The Equity shares have a par value of Rs. 10 each and Preference Shares have a par value of Rs. 100 each.

(iv) The Company has at present issued one class of shares i.e, Equity Shares. Each shareholder is eligible to one vote per share held and is entitled to dividend on approval by shareholders. The Company declares and pays dividend in Indian Rupees. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

(v) During the last 5 years immediately preeceding the balance sheet date, no equity shares has been issed pursuant to any contract without payment being received in cash. Further the company has neither allotted any shares by way of bonus shares, not it has bought back any shares during the aforesaid period of 5 years.

(vi) No shares have been forfeited by the company during the year.

(vii) Shareholding of promoters is as under :-

Shares held by promoters at the end of the year				%age Change during the year
S.No.	Promoter Name	No. of Shares	%age of total shares	
1	Late Shri Sushil Kumar	77,924	1.44	Nil
2	Sushil Kumar & Sons (Kumar Sushil)	98,280	1.82	Nil
3	Smt. Meera Kumar	98,248	1.82	Nil
4	Shri Upendra Kumar	2,32,796	4.31	Nil
5	Smt. Anuradha Gupta	25,092	0.46	Nil
6	Shri Chaitanya Kumar	16,200	0.30	Nil
7	Late Shri Birendra Kumar	40,470	0.75	Nil
8	Birendra Kumar & Sons	66,600	1.23	Nil
9	Smt. Rani Upsam	1,86,480	3.45	Nil
10	Shri Apurv Kumar	35,126	0.65	Nil
11	Smt. Rajeshwari Kumar	90,632	1.68	Nil
12	Shri Arjun Kumar	40	0.00	Nil
13	Shri Anoop Kumar	86,372	1.60	Nil
14	Shri Aryavir Kumar	800	0.01	Nil
15	Smt. Renuka Kumar	800	0.01	Nil
16	Late Shri Arvind Kumar	29,341	0.54	Nil
17	Smt. Vibha Agrawal	83,016	1.54	Nil
18	Shri Vivek Kumar	90,354	1.67	Nil
19	Smt. Shipra Kumar	36,000	0.67	Nil
20	Shri Manish Kumar	1,26,420	2.34	Nil
21	Late Shri Binay Kumar	42,860	0.79	Nil
22	Binay Kumar & Family	16,625	0.31	Nil
23	Binay Kumar & Sons	11,652	0.22	Nil
24	Shri Alok Kumar	69,300	1.28	Nil
25	Smt. Uma Kumar	28,800	0.53	Nil
26	Shri Aditya Kumar	53,692	0.99	Nil
27	Shri Rupak Gupta	8,18,524	15.16	Nil
28	P D Gupta & Sons	3,600	0.07	Nil

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

(Rs. in Lakhs)

Shares held by promoters at the end of the year				%age Change during the year
S.No.	**Promoter Name**	**No. of Shares**	**%age of total shares**	
29	Late Shri Rakesh M Gupta	90,520	1.68	Nil
30	Smt. Sudhira Gupta	46,280	0.86	Nil
31	Shri Ravi M Gupta	1,00,080	1.85	Nil
32	Smt. Nandini Gupta	36,720	0.68	Nil
33	The Indian Textiles Co. Pvt. Ltd.	13,13,676	24.33	Nil
34	Hotel Clarks Varanasi Ltd.	1,79,540	3.33	Nil
35	Banaras House Pvt. Ltd.	5,40,000	10.00	Nil
36	Bonita India Ltd.	100	0.00	Nil
Total		**47,72,960**	**88.39**	

14. BORROWINGS

(Rs. in Lakhs)

	Non-Current Portion		Current Portion	
	31.03.2026	**31.03.2025**	**31.03.2026**	**31.03.2025**
Long Term				
Secured				
Loan from Financial Institution	**14.51**	**22.35**	7.84	7.24
	14.51	**22.35**	7.84	7.24

I. Current portion of long term borrowings is appearing under the head Short term borrowings (Refer Note No. 16)

II. Above loans represent vehicle loans, repayble on monthly basis, secured by way of hypothecation of specific assets purchased.

Particulars	**Current Portion**	**Non - Current Portion**		**Total Loans**
Year of Payment	**2026-27**	**2027-28**	**2028-29**	
Annual Repayment Amount (Rs./Lakhs)	7.84	8.48	6.03	22.35
Annual Rate of Interest (%)	7.90	7.90	7.90	7.90

15. PROVISIONS

	Non-Current Portion		Current Portion	
	31.03.2026	**31.03.2025**	**31.03.2026**	**31.03.2025**
Provision for Employees' Benefits				
Leave Encashment	**26.45**	31.45	**2.83**	3.20
Gratuity	**136.17**	52.35	**17.32**	0.73
Provision for Taxation	**-**	-	**1,051.29**	1,027.59
Provision for Expenses	**-**	-	**248.87**	101.10
	162.62	**83.80**	**1,320.31**	1,132.62

(Rs. in Lakhs)

	As at 31.03.2026	As at 31.03.2025
16. BORROWINGS		
Secured		
Short term		
Current Portion of long term borrowings	**7.84**	**7.24**
	7.84	**7.24**
17. TRADE PAYABLES		
Total outstanding dues of micro, small and medium enterprises	**45.69**	37.77
Total outstanding dues of creditors other than micro, small and medium enterprises	**572.50**	598.94
	618.19	636.71

No interest during the year has been paid or payable under the terms of the MSMED Act, 2006..

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

Trade Payables Ageing Schedule - FY 2025-26

Particulars	**Outstanding for following periods from due date of payment**				**Total**
	Less than 1 Year	**1-2 Years**	**2-3 Years**	**More than 3 Years**	
(i) MSME	45.69	-	-	-	45.69
(ii) Others	533.58	38.30	0.62	-	572.50
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

Trade Payables Ageing Schedule - FY 2024-25

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	37.77	-	-	-	37.77
(ii) Others	578.44	2.68	6.11	11.71	598.94
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

(Rs. in Lakhs)

		As at 31.03.2026	As at 31.03.2025
18.	**OTHER FINANCIAL LIABILITIES -CURRENT**		
	Security Deposit	**30.91**	27.07
	Employee Dues	**306.54**	302.60
	Others	**69.69**	77.82
		407.14	**407.49**
19.	**OTHER CURRENT LIABILITIES**		
	Advance received from customers	**514.45**	481.26
	Statutory Remittances	**126.78**	139.06
	Others	**2.38**	2.43
		643.61	**622.75**

		Year ended 31.03.2026	Year ended 31.03.2025
20.	**REVENUE FROM OPERATIONS (NET)**		
	Room Sales	**6,840.00**	6,993.25
	Provision, Beverages, Smokes and Others	**8,673.93**	7,508.65
	Other Operating Revenue	**662.46**	788.97
		16,176.39	**15,290.87**
21.	**OTHER INCOME**		
	Interest received from Banks	**562.52**	418.11
	Interest others	**5.58**	4.17
	Income from Investments	**0.06**	-
	Gain on sale of Investments	**31.90**	51.63
	Liabilities & Provisions Written Back	**27.47**	61.67
	Others	**57.69**	90.66
		685.22	626.24
22.	**CONSUMPTION OF PROVISIONS, BEVERAGES AND OTHERS**		
	Opening Stock	**135.61**	168.91
	Add : Purchases	**2,319.36**	2,111.75
	Less : Closing Stock	**168.14**	135.61
		2,286.83	**2,145.05**
23.	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries and Wages	**3,237.25**	3,013.50
	Contribution to provident and other funds	**269.19**	215.21
	Staff Welfare	**165.88**	110.47
		3,672.32	**3,339.18**

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

		Year ended 31.03.2026	Year ended 31.03.2025
24.	**FINANCE COST**		
	Interest Expense	**2.06**	3.31
		2.06	3.31
25.	**OTHER EXPENSES**		
	Renewals & Replacements	**211.99**	196.06
	Upkeep & Service Cost	**432.62**	414.29
	Power & Fuel	**1,221.31**	1,223.41
	Rent/ lease charges	**26.54**	37.55
	Repair & Maintenance	**1,224.14**	1,035.52
	Insurance Charges	**45.15**	41.53
	Rates, Taxes & Fees	**211.49**	203.38
	Advertisement & Publicity	**246.79**	165.28
	Commission to travel agents	**342.05**	284.60
	Travelling, Conveyance & Vehicle Running Expenses	**367.36**	365.44
	Printing & Stationery	**49.55**	42.64
	Music, Band & Orcheastra	**57.14**	40.79
	Banquet/ F&B Expenses	**443.10**	455.78
	Hire Charges	**159.41**	129.16
	Provision for doubtful debts	**43.53**	11.01
	Bad debts written off	**10.14**	34.63
	Legal & Professional Charges	**176.10**	253.59
	Loss on sale/disposal of Property, Plant & Equipments	**4.19**	12.75
	Directors' Sitting Fees	**10.40**	12.40
	Expenditure on Corporate Social Responsibility activities	**76.00**	55.35
	Listing & Filing Fees	**3.93**	5.56
	Donation	**1.15**	0.64
	Miscellaneous Expenses	**594.20**	569.81
		5,958.28	**5,591.17**

26. Contingent liabilities and commitments (to the extent not provided)

a. Contingent liabilities

(Rs. in Lakhs)

		31.03.2026	31.03.2025
(a)	Claims against the Company not acknowledged as debt	**676.15**	513.58
(b)	Other moneys for which the company is contingently liable	**-**	-

- Appeals against orders raising demands of Rs.459.17 Lakhs are pending with Appellate Authorities under GST Act. Liabilities, if any, against these demands will be accounted for on finalization of appeals.

- Some employees have filed claims in various courts/ legal forums against suspension/termination etc. and have sought relief. The ultimate liability, if any, with respect to these claims, is currently not ascertainable and in the opinion of the management, would not have material effect on the financial statements. One consumer forum matter involving demand of Rs.3.20 lakh related to Khajuraho unit is going on.

- The company had a property in Agra i.e. property no. 53A at Taj Road, adjacent to the present hotel property. The lease term of property no. 53A (land area 1.79 acres) expired on 15.05.2021. The company never came in physical possession of this property even after its purchase and it is physically occupied by the Army for which the company was -getting minor rent of Rs. 131/- per month. Even that minor rent was stopped after the lease period of 90 years expired. After that, the company got notice from Union of India-Defense Estate Officers ('DEO') claiming damages of Rs. 118.09 lakhs from the company. As the company was neither getting any financial benefit from this property nor lease was being extended and the property was unproductive, during the financial year ending March 31, 2025, the company protested the claim of damages and offered to surrender the lease and property to DEO. The approval from the Office of the DEO for abolition of damages and surrender of lease and property is pending. Such demand notices were issued by DEO to several other persons/entities against which such persons/entities filed Writ Petitions in the High Court of Judicature at Allahabad. The High Court has quashed the demand notices issued by DEO vide its order dated 15.05.2025.

- Due to Minimum Public Shareholding (MPS') non-compliance, BSE Limited is levying fine on the company on quarterly rests since second quarter of financial year 2023-24. During the period under review, BSE has levied fine of Rs. 10.74 lakhs and Rs.10.86 lakhs for the first and second quarter respectively. However, no intimation on levy of penalty for the third and fourth quarters have been received from BSE Limited (cumulative fine levied till 31.03.2026- Rs. 95.70 lakhs including GST. The company has requested BSE Limited for waiving off above fine which is pending (Also refer Note No. 39(2) below).

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

b. Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for (as certified by the Management) Rs. NIL (2025 – Rs. Nil).

27 Debit and credit balances of parties in the financial statements are unconfirmed.

28 In the opinion of the Board, the assets of the Company, except stated otherwise, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated. All known liabilities are accounted for and all contingent liabilities are stated.

29 Payment to Auditors (excluding GST)

A. Statutory Auditors (Rs. in Lakhs)

	31.03.2026	31.03.2025
Audit fee	**10.91**	10.39
Tax audit fee	**1.45**	1.39
For certification and other services	**2.19**	4.85
Total	**14.55**	16.63

B. Internal Auditors (excluding out-of-pocket expenses) (Rs. in Lakhs)

	31.03.2026	31.03.2025
Internal Audit fee	**12.90**	12.90
For other services	**-**	1.48
Total	**12.90**	14.38

30 The company's only business is operating/running hotels.

31 Related Party Disclosures

Disclosures as required by Indian Accounting Standard "Related Party Disclosures" (Ind AS 24) are as under:

Related parties:

I	Subsidiary Companies	Nil
ii	Key Management Personnel	Shri Apurv Kumar (Joint Managing Director & Chief Financial Officer) Shri Rupak Gupta (Joint Managing Director & Chief Financial Officer) Shri Prakash Chandra Prusty, Company Secretary
iii	Relatives of Key Management personnel	- Smt. Supriya Gupta (Director) - Shri Arjun Kumar (Director) - Smt. Aditi G Mittal - Ms. Tarini Gupta - Shri Dev Darshan Gupta - Shri Akshay Gupta - Smt. Veena Binay Kumar - Smt. Rani Upsham - Smt. Rajeshwari Kumar - Shri Anant Kumar - Shri Anoop Kumar - Shri Aryavir Kumar - Smt. Renuka Kumar - Smt. Vibha Agrawal - Shri Vivek Kumar - Smt. Shipra Kumar - Shri Udit Kumar

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

		- Shri Manish Kumar - Smt. Meera S Kumar - Shri Upendra Kumar Gupta - Smt. Anuradha Kumar - Smt. Sudhira Gupta - Shri Ravi M Gupta - Smt. Nandini Gupta - Shri Arnav Kumar - Smt. Uma Kumar - Shri Alok Kumar - Shri Aditya Kumar - Shri Chaitanya Kumar - Ms. Upasna Kumar - Ms. Ankur Kumar
iv.	Entities over which Key Management Personnel have significant influence	- U. P. Hotels Clarks Limited - U. P. Hotels India Limited - Kalyani Holdings & Finance Limited - The Indian Textiles Co. Private Limited - Indian Textiles Company (Holdings) Private Limited - Hotel Clarks Varanasi Limited - Great Value Hotels Private Limited - Banaras House Private Limited - Bonita India Limited - Banaras International Limited - Banaras Global Private Limited - Banaras House Engineering Private Limited - U P Export Industries Limited - Indus Textiles Private Limited - Indus Techpark Private Limited - Brijrama Hospitality Private Limited - The Indian Textiles Co. (Kolkata) Private Limited - Nightangle Jewellers Private Limited - Naina Vanijya Private Limited - Indus Intex Private Limited - Clement Orient Private Limited - Daivik Wellness Centre Private Limited - Clarks Brij Hotels India Limited - Brij Pal Das Rama Devi Foundation - Nagreeka Brij Hotels Bhav Nagar Private Limited - Findyourfit Pvt Ltd - Tortoise Livelihood Private Limited - Silk Emporium - ANK Travels (P) Ltd. - Oriental Textiles - Rastriya Vikas Limited - Oriental Emporium - The Jaipur Shop - Pride Hospitality Limited - L P Gupta Family Trust - P D Gupta & Sons - Birendra Kumar & Sons - Binay Kumar & Family - Binay Kumar & Sons - Kumar Sushil (HUF)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

(v) Related Party Transactions

*** Bold figures in this note pertain to current year where as figures not in bold are pertaining to previous year.**

(Rs. In lakhs)

Related Parties	Remuneration	Licencee Fee	Rent Paid/ (Received)	Sitting fees	Donation	Hotel Services	Franchise Fee	Balance Outstanding Payable / (Receoverable)
Subsidiaries : NIL								
Key Management Personnel								
Shri Apurv Kumar	**240.00**	**-**	**2.40**	**-**	**-**	**-**	**-**	**-**
	211.44	-	2.40	-	-	-	-	-
Shri Rupak Gupta	**219.00**	**-**	**-**	**-**	**-**	**65.54**	**-**	**-**
	211.44	-	-	-	-	21.98	-	-
Shri Prakash Chandra Prusty	**29.60**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	27.17	-	-	-	-	-	-	-
Other Directors								
Smt. Supriya Gupta	**12.00**	**-**	**-**	**1.10**	**-**	**-**	**-**	**-**
	10.50	-	-	1.20	-	-	-	-
Shri Arjun Kumar	**12.00**	**-**	**-**	**0.50**	**-**	**-**	**-**	**-**
	10.55	-	-	0.80	-	-	-	-
Shri B P Singh	**-**	**-**	**-**	**5.00**	**-**	**-**	**-**	**-**
	-	-	-	6.00	-	-	-	-
Shri Shankar Aggarwal	**-**	**-**	**-**	**3.80**	**-**	**-**	**-**	**-**
	-	-	-	4.40	-	-	-	-
Relatives of Key Management Personnel								
Smt. Aditi G Mittal	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**4.08**
	-	-	-	-	-	-	-	5.43
Shri Akshay Gupta	**5.52**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	5.63	-	-	-	-	-	-	-
Smt. Rajeshwari Kumar	5.76	-	-	-	-	-	-	-
	5.92	-	-	-	-	-	-	-
Ms. Upasna Kumar	**12.00**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	12.09	-	-	-	-	-	-	-
Ms. Ankur Kumar	**12.00**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	12.09	-	-	-	-	-	-	-
Shri Anant Kumar	5.59	-	-	-	-	-	-	-
	5.67	-	-	-	-	-	-	-
Smt. Tarini Gupta	**7.00**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	-	-	-	-	-	-	-	-
Shri Anoop Kumar	**11.18**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	10.95	-	-	-	-	-	-	-
Smt. Renuka Kumar	**4.24**	-	-	-	-	-	-	-
	4.28	-	-	-	-	-	-	-
Shri Ravi M Gupta	**5.50**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	5.51	-	-	-	-	-	-	-
Entities over which Key Management Personnel have significant influence								
The Jaipur Shop	**-**	**1.20**	**-**	**-**	**-**	**-**	**-**	**-**
	-	1.20	-	-	-	-	-	-
Silk Emporium	**-**	**2.78**	**-**	**-**	**-**	**-**	**-**	**-**
	-	6.27	-	-	-	-	-	-
Tortoise Livelihood Private Limited	**-**	**-**	**-**	**-**	**-**	**-**	**90.89**	**-**
	-	-	-	-	-	-	66.73	-

32. Employees Benefits

32.1 Defined Contribution Plans.

A sum of Rs. 151.67 Lakhs (2025 - Rs. 136.84 lakhs) on account of Provident Fund, and a sum of Rs. 35.99 Lakhs (2025 - Rs. 34.30 lakhs) on account of Employees State Insurance contribution is charged to revenue during the year.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

32.2 Disclosures as per actuarial valuation are given as under-

(Rs. In lakhs)

Description	Gratuity				Leave Encashment	
	Funded		Non Funded		Non Funded	
	2026	2025	2026	2025	2026	2025
Change in present value of obligation						
Present Value of Obligation as at beginning of the year	381.25	416.25	34.26	31.53	34.65	33.97
Interest Cost	28.29	30.18	2.30	2.24	2.32	2.41
Current Service Cost	51.13	20.49	3.63	3.50	8.69	9.25
Benefits Paid	(27.53)	(76.47)	-	(2.60)	(7.47)	(7.00)
Past Service Cost	21.04	-	-	-	2.54	-
Actuarial (gain)/loss on obligation	57.66	(9.19)	0.11	(0.41)	(11.45)	(3.98)
Present value of obligation as at end of the year	**511.84**	**381.25**	**40.30**	**34.26**	**29.29**	**34.65**
Change in the fair value of plan assets						
Fair value of plan assets at the beginning of year	362.43	369.30	-	-	-	-
Expected return on plan assets	28.75	26.78	-	-	-	-
Contributions	35.00	42.82	-	-	-	-
Benefits paid	(27.53)	(76.47)	-	-	-	-
Actuarial gain/(loss) on plan assets	-	-	-	-	-	-
Fair value of plan assets at the end of the year	**398.65**	**362.43**	**-**	**-**	**-**	**-**
Net Liability	**113.19**	**18.82**	**40.30**	**34.26**	**29.29**	**34.65**
Expenses recognised in statement of Profit & Loss						
Current Service Cost	51.13	20.49	3.63	3.50	8.69	9.25
Interest cost	28.29	30.18	2.30	2.24	2.32	2.41
Past Service Cost	21.04	-	-	-	2.54	-
Expected return on plan assets	(28.75)	(26.78)	-	-	-	-
Amount recognised in statement of Profit & Loss	71.71	23.89	5.93	5.74	2.10	7.68
Amount recognised in OCI (Income)/Loss	57.66	(9.19)	0.11	(0.41)	-	-

Notes :-

1. In respect of funded gratuity plans, the year-end fund statement / valuation from LIC was not available as at the date of approval of these financial statements due to system migration activities at LIC. Accordingly, the gratuity liability and related plan assets have been accounted for based on the actuarial valuation carried out by an independent actuary and management's assessment of the fund balance.
2. The Government of India notified four Labour Codes, namely the Code on Wages, 2019, Industrial Relations Code, 2020, Code on Social Security, 2020 and Occupational Safety, Health and Working Conditions Code, 2020, effective from 21 November 2025. During the year, based on the actuarial valuation carried out considering the available provisions of the aforesaid Codes and related developments, the Company has recognized the impact, wherever ascertainable, in employee benefit expenses. However, the detailed rules, procedures and state-specific implementation mechanisms are yet to be fully notified / implemented. The Company shall continue to evaluate the impact of the aforesaid Codes and recognize consequential effects, if any, in the period in which the relevant rules and implementation provisions become effective.

32.3 The Following table sets out the assumptions used in acturial valuation of gratuity and leave encashment

Description	Gratuity				Leave Encashment	
	Funded		Non Funded		Non Funded	
	31.03.2026	31.03.2025	31.03.2026	31.03.2025	31.03.2026	31.03.2025
Financial Assumptions used to determine the Profit & Loss Charge						
a) Discounted Rate (Per Annum)	7.42%	7.25%	7.42%	6.70%	7.42%	6.70%
b) Salary Escalation Rate (Per Annum)	4.00 %. - 14.25 %	7.00 % - 10.00 %	7.00%	7.00%	7.00%	7.00%
Demographic Assumptions used to Determine the Defined Benefit						
a) Retirement Age	58 Years	58 Years	58 Years	58 Years	58 Years	58 Years
b) Employer Turnover/Attrition Rate	1% - 5%	1% - 5%	1% - 5%	1% - 5%	1% - 5%	1% - 5%

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2026

33. Impairment

It is the view of the management that there are no impairment conditions that exist as on 31st March, 2026. Hence, no provision is required in the accounts for the year under review.

34. Details of prior period expenditure debited under various heads:

(Rs. in Lakhs)

	31.03.2026	31.03.2025
Travelling	**0.12**	-
Electricity	**-**	0.03
Laundry Expenses	**-**	0.19
Subscription	**-**	0.08
Consultancy Charges	**0.11**	0.18
Rates & taxes	**-**	1.17
Hire Charges	**0.20**	-
Total	**0.43**	**1.65**

35. Earnings per share

(Rs. in Lakhs)

Particulars	**31.03.2026**	31.03.2025
Profit/ (Loss) after income tax (Rs. in lakh)	**3223.80**	2973.31
Weighted average number of equity shares outstanding	**5400000**	5400000
Earnings per share in rupees (face value of Rs. 10/- per share)- Basic & diluted	**59.70**	55.06

36 Foreign Currency Earnings and Expenditure

(Rs. in Lakhs)

Particulars		**31.03.2026**	31.03.2025
A.	Earnings in foreign currency		
	On Hotel Earnings (realization basis)	**24.64**	32.30
B.	Value of imports calculated on CIF basis in respect of:		
	Provision, beverages & others	**-**	-
	Capital Goods	**-**	-
C.	Expenditure in foreign currency		
	Travelling, Staff Training, etc.	**46.95**	-
	Commission	**-**	-
	Conferences	**-**	-

37 Consumption of provisions, beverages, wines & liquor etc.:

(Rs. in Lakhs)

Particulars	**31.03.2026**		31.03.2025	
		%		%
Imported	**-**	**-**	-	-
Indigenous	**2286.83**	**100.00**	2145.05	100.00
	2286.83	**100.00**	2145.05	100.00

38 During the year ended 31st March, 2026, the Company was required to spend an amount of Rs.75.89 lakh on CSR activities. Details of CSR expenditure incurred during the year ending 31.03.2026 are as below:

(Rs. in Lakhs)

Animal Welfare	75.00
Promotion of Health Care	1.00
Total	**76.00**

39.1 The Company had taken corporate steps for compliance with Minimum Public Shareholding ("MPS") requirement, by passing a board resolution dated 27.05.2013 and shareholders' resolution dated 23.07.2013 for issuance of Bonus Shares to the public shareholders. After the Extra-Ordinary General meeting held on 23.07.2013, the bonus shares could not be issued to the public shareholders as 62.5% of promoter shareholders did not relinquish their right to Bonus shares and thus could not maintain/comply with the MPS requirement. The said board resolution and the shareholders' resolution are also subject to status quo order dated 20.03.2013 in a civil suit filed before a Civil Court at Lucknow bearing Regular Suit No. 1574 of 2012, titled Birendra Kumar & Ors. Vs. Sushil Kumar & Ors. ("Civil Suit"). The said Civil Suit is filed by three members of the promoter group family against other family members wherein the Company is also a party to the same. The suit is presently pending adjudication.

39.2 Due to MPS non-compliance, Securities & Exchange Board of India (SEBI) vide its orders dated 04.06.2013 and 02.12.2014 has inter alia directed freezing of voting rights and corporate benefits with respect to excess of proportionate promoter/promoter group shareholding and issued other directions against the promoter shareholders and directors. To comply with the MPS norm, the company initiated voluntary delisting process in year 2022. However, delisting was unsuccessful. The Company had again applied to SEBI for allowing the company to go for voluntary delisting process. SEBI vide its letter dated 03.12.2024 allowed the company for voluntary delisting. The company initiated the process of voluntary delisting. However, the special resolution was not passed by the shareholders. The company had to complete the delisting process within 1 year from the date of the issuance of SEBI Letter i.e. 03.12.2024. The said time period expired on 02.12.2025. The company has filed application with SEBI, seeking extension of time to complete the voluntary delisting process. In addition, due to MPS non-compliance, BSE Limited is levying fine on the company which accumulated to Rs. 95.70 lakhs till 31.03.2026. The company's request to BSE Limited to waive off above fine is pending with BSE. The above non-compliance has the effect of promoters, promoter group and directors of the company becoming ineligible to hold any new position as director in any other listed entity till the date of compliance by the company. An intimation to this effect shall be provided to the company by BSE and the company shall subsequently intimate the same to its of promoters, promoter group and directors. (Also refer footnote to Note no. 26(a) on Contingent Liabilities)

40 Both the Joint Managing Directors had raised concerns regarding working of hotels, certain/various aspects of management. One of the Joint Managing Directors filed a petition on 15.05.2015 before the Company Law Board (now the National Company Law Tribunal), New Delhi titled as Rupak Gupta & Anr. Vs. UPHL & Ors. against the Company and others under Sections 397/398, 402, 403 and 237 of the Companies Act, 1956 and Section 219 & Section 220 of the Companies Act, 2013 for oppression and mismanagement. The other Joint Managing Director has filed a reply to the petition on 09.05.2016 on behalf of the respondents - himself and has contested the Petition and denied all the allegations. The Petition is currently pending adjudication. A Management Representation has been given to the Auditors in this matter.

41 The company is yet to comply with the followings:

a) The Company is yet to comply with Regulation 38 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with regard to Minimum Public Shareholding (MPS).

b) The Company is yet to achieve 100 percent dematerialization of the promoters' shareholding as required under Regulation 31(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Due to non-compliance of Minimum Public Shareholding under Regulation 38 of SEBI LODR Regulations 2015, SEBI vide its Order dated 04.06.2013 and 02.12.2014 has prohibited dealing in the shares of the company by the promoters & promoter group of the company. BSE Limited pursuant to SEBI Circular dated 17.10.2017, had issued directions to respective Depository Participants to freeze the De-mat accounts of promoters of U. P. Hotels Limited and accordingly, the De-mat accounts of all the promoters & Promoter Groups of the company have been frozen in the month of September 2023.

c) Some of the Related Party Transactions ("RPT") entered into by the company during the previous years and which are continuing in the current financial year could not be approved by the Audit Committee and Board of Directors, being part of a legal matter pending before the Hon'ble National Company Law Tribunal (NCLT) for adjudication. The Board of directors in its meeting on 20.08.2017 decided to defer the matter of RPTs till the final decision of the NCLT. These RPTs are not entered in the Register maintained under Section 189 of the Companies Act, 2013. As such, the Company is yet to comply with sections 188 and 189 of the Act and Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

42 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

43. Amounts are given in lakhs except stated otherwise. Previous year's figures have been regrouped / reclassified wherever necessary to conform to this year's classification.

		As at 31.03.2026	As at 31.03.2025	% age Change
44	**Ratios**			
(A)	**Current Ratio**	**3.40**	4.53	**-25%**
	- Numerator - Current Assets	**10,187.86**	12,702.60	
	- Denominator Current Liabilities	**2,997.09**	2,806.81	

The decrease in the current ratio was primarily driven by a decline in current assets during the year.

		As at 31.03.2026	As at 31.03.2025	% age Change
(B)	**Debt - Equity Ratio**	**0.0010**	0.0016	
	- Numerator - Debt	22.35	29.59	**-36%**
	- Denominator			
	Equity	540.00	540.00	
	General Reserve	3,069.49	3,069.49	
	Retained Earnings	17,541.66	14,317.86	
	Other Comprehensive Income	173.77	217.00	
	Total Equity	**21,324.93**	**18,144.35**	

The decrease in Debt-Equity Ratio is primarily attributable to repayment of borrowings during the year.

(C)	**Debt Service Coverage Ratio**	**500.35**	**459.24**	**9%**
	- Numerator - EBITDA	4,944.17	4,841.71	
	- Denominator			
	Interest/ finance cost	2.06	3.31	
	Principal Loans	7.84	7.24	
	Total Loan Liability	**9.88**	**10.54**	
(D)	**Return on Equity Ratio**	**15.12%**	16.39%	**-8%**
	- Numerator - Profit after tax	3,223.80	2,973.31	
	- Denominator			
	Equity	540.00	540.00	
	General Reserve	3,069.49	3,069.49	
	Retained Earnings	17,541.66	14,317.86	
	Other Comprehensive Income	173.77	217.00	
	Total Equity	**21,324.93**	**18,144.35**	
(E)	**Inventory Turnover Ratio**	**8.87**	**8.22**	**8%**
	- Numerator - Consumption of provisions, beverages and others	2,286.83	2,145.05	
	- Denominator - Average Inventory	257.73	260.87	
(F)	**Trade receivable turnover ratio (days)**	**13**	16	**-22%**
	- Numerator - Turnover	16,176.39	15,290.87	
	- Denominator - Average trade receivables	570.47	687.70	
(G)	**Trade payable turnover ratio (days)**	**100**	**101**	**-1%**
	- Numerator - Consumption of provisions, beverages and others	2,286.83	2,145.05	
	- Denominator - Average trade payables	627.45	593.27	
(H)	**Net Capital Turnover Ratio**	**0.79**	**0.88**	**-10%**
	- Numerator - Revenue	16,861.61	15,917.11	
	- Denominator			
	Equity	540.00	540.00	
	General Reserve	3,069.49	3,069.49	
	Retained Earnings	17,541.66	14,317.86	
	Other Comprehensive Income	173.77	217.00	
	Total Equity	**21,324.93**	**18,144.35**	

		As at 31.03.2026	As at 31.03.2025	% age Change
(I)	**Net Profit Ratio**	**19.12%**	**18.68%**	**2%**
	- Numerator - Profit after tax	3,223.80	2,973.31	
	- Denominator - Revenue	16,861.61	15,917.11	
(J)	**Return on capital Employed**	**19.94%**	**21.60%**	**-8%**
	- Numerator - Earning before interest and tax	4,321.92	3,975.00	
	- Denominator			
	Shareholder's wealth	21,324.93	18,144.35	
	Non - Current Borrowings	14.51	22.35	
	Non - Current Liabilities	332.14	231.94	
	Total capital employed	**21,671.58**	**18,398.64**	
(K)	**Return on Investment**	**13.07%**	**14.02%**	**-7%**
	- Numerator - Profit after tax	3,223.80	2,973.31	
	- Denominator - Total Assets	24,668.66	21,205.45	

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