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

CLARKS GROUP OF HOTELS

Date: 15.10.2026

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

Security Code: 509960

Sub: Declaration of Voting Results of Postal Ballot

Dear Madam/Sir,

This is in reference to our letter dated 14.09.2026 enclosing therewith the Postal Ballot Notice dated 07.09.2026 seeking consent of Members of the Company through Special Resolution for the following:

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

Post-closing of voting period at 17:00 hours (IST) on 14.10.2026, the Scrutinizer has submitted his Report on the Results of the Postal Ballot (through remote e-voting) on 15.10.2026. Pursuant to the provisions of the section 110 of the Companies Act, 2013, the date of meeting of the shareholders is 14.10.2026.

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

In this regard, please find enclosed the Voting results as required under Regulation 44(3) of the Listing Regulations and the Scrutinizer's Report thereon dated 15.10.2026.

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

Thanking you,

For U. P. Hotels Limited

Prakash Chandra Prusty
Head – Legal, Compliance & Company Secretary

Encl.: as above

Voting Results

Date of the AGM / EGM : Postal Ballot	14.10.2026
Total number of shareholders on record date	1265
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group	
Public	
No. of Shareholders attended the meeting through remote e-voting (No Video Conferencing)	99
Promoters and Promoter Group	18
Public	81
Agenda-wise disclosure - Resolution No. 1. In-Principle Approval for supporting the Application filed with SEBI for Extension of time for Voluntary Delisting of the Equity Shares of the Company from BSE Limited	
Resolution required: (Ordinary / Special)	Special
Whether promoter / promoter group are interested in the agenda/resoluton?	Yes

Category	**Mode of Voting**	**No. of Shares held** (1)	**No. of votes polled** (2a)	**No. of votes polled (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)** (2)(@39.41% for promoters)	**% of votes polled on outstanding shares (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)** (3)=[(2)/(1)]*100*39.41	**No. of Votes - in favour** (4a)	**No. of Votes - in favour (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)** (4) (@39.41% for promoters)	**No. of Votes - against** (5a)	**No. of Votes - against (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)** (5)	**% of Votes in favour on votes polled** (6)=[(4)/(2)]*100	**% of Votes against on votes polled** (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4772960	0	0	0.00	0	0	0	0	0.00	0.00
	Poll (E-voting durng AGM)		0	0	0	0	0	0	0	0.00	0.00
	Postal Ballot		3790864	1493980	27.67	2694652	1061962	1096212	432017	71.08	28.92
	Total #	4772960	3790864	1493980	27.67	2694652	1061962	1096212	432017	71.08	28.92
Public-Institutions	E-Voting		0	0	0.00	0	0	0	0	0.00	0.00
	Poll (E-voting durng AGM)		0	0	0.00	0	0	0	0	0.00	0.00
	Postal Ballot	NA									
	Total		0	0	0.00	0	0	0	0	0.00	0.00
Public Non Insitutions	E-Voting	627040	0	0	0.00	0	0	0	0	0.00	0.00
	Poll (E-voting durng AGM)		0	0	0.00	0	0	0	0	0.00	0.00
	Postal Ballot		282870	282870	5.24	262681	262681	20189	20189	92.86	7.14
	Total	627040	282870	282870	5.24	262681	262681	20189	20189	92.86	7.14
Total		5400000	4073734	1776850	32.90	2957333	1324643	1116401	452206	74.55	25.45

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

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

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

U.P. HOTELS LTD. NEW DELHI

DEEPAK BANSAL & ASSOCIATES

Company Secretaries

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

SCRUTINIZER REPORT

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

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

I, Deepak Bansal**, (Practicing Company Secretary)**, had been appointed as the Scrutinizer by the Board of Directors of **U. P. Hotels Limited (CIN No: L55101DL1961PLC017307)** having its registered office at 1101, Surya Kiran, 19, K.G.Marg, New Delhi-110001 for the purpose of scrutinizing the Postal Ballot process through electronic means (e-voting) in a fair and transparent manner and ascertaining requisite majority on Postal Ballot process through e-voting carried out in respect of the resolution as set out in the Notice of Postal Ballot and E-Voting of the Company dated 7th September, 2026.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the Shareholders. The remote e-voting period commenced on Tuesday, 15th September, 2026 at 9.30 a.m. and ended on Wednesday, 14th October, 2026 at 5.00 p.m. IST.

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

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The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules framed there under relating to Postal Ballot process through e-voting on the resolution contained in Notice of Postal Ballot of the Company dated 7th September, 2026 sent to all the members of the Company as prescribed in the Act and Rules. My responsibility as a Scrutinizer for Postal Ballot process for e-voting is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolution.

This postal ballot resolution was put up for approval of the shareholders as Special Resolution for In-principle approval for supporting the Application filed with SEBI for Extension of time for Voluntary Delisting of the Equity Shares of the Company from BSE Limited.

Further to above, I submit my report as under:

a. The e-voting period remained open from Tuesday, 15th September, 2026 at 9.30 a.m. and ended on Wednesday, 14th October, 2026 at 5.00 p.m. IST and the e-voting platform was blocked thereafter.

b. Votes cast through e-voting received up to Wednesday, 14th October, 2026 at 5.00 p.m. were considered.

c. Accordingly, the results of the Postal Ballot through remote e-voting is as under:

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

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

I. Voting 'in favour' of Resolution:

	Number of Members who voted through E-Voting in the Postal Ballot Process	Number of valid votes cast (Shares)	% of total number of valid votes cast
E-Voting	77	1324643	74.55
Total	**77**	**1324643**	**74.55**

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II. Voting 'against' the Resolution:

	Number of Members who voted through E-Voting and Postal Ballot Process	Number of valid votes cast (Shares)	% of total number of valid votes cast
E-Voting	22	452206	25.45
Total	**22**	**452206**	**25.45**

III. Invalid Votes:

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

Summary of Total Votes for Resolution No. 1

Particulars	Number of members	Number of votes cast (Shares)	% of total number of votes
Votes in favour by Promoters	12	1061962	59.77
Votes against by Promoters #	06	432017	24.31
Votes in favour by Public Shareholders	65	262681	14.78
Votes against by Public Shareholders	16	20189	1.14
Total	**99**	**1776849**	**100.00**

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

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

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

Total Votes by Promoters: 3790864
Total votes of Promoters taken into consideration as per SEBI Order: 1493979

Result: Special Resolution - Not Approved

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

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

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

Thanking you,

Yours faithfully,

For **Deepak Bansal & Associates**
Company Secretaries
(UIN: S2007UP759100)
PR-7057/2025

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(Deepak Bansal)
Proprietor
FCS: 3736, C.P No.7433
UDIN: F003736H001887741

Dated: 15th October, 2026
Place: Noida, Uttar Pradesh