

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

March 25, 2025

To,
BSE Limited
P J Towers,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001,
Scrip code: 509960

Sub: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulation"), we wish to inform that SEBI has issued an administrative warning letter dated March 25, 2025.

In this regard, please find below disclosure of information pursuant to Regulation 30 of the SEBI Listing Regulations:

Sl. No.	Particulars	Remarks/Updates
1	Name of the authority	Securities and Exchange Board of India (SEBI)
2	Nature and details of the action(s) taken, initiated or order(s) passed;	SEBI has issued an Administrative Warning Letter dated March 25, 2025
3	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;	SEBI Letter dated March 25, 2025, received by the Company on March 25, 2025.
4	Details of the violation(s) / contravention(s) committed or alleged to be committed;	100 percent shareholding of promoters and promoter group in the company not held in dematerialization form - Violation of Regulation 31(2) of SEBI LODR Regulations, 2015 and SEBI Circular bearing No. Cir/ISD/3/2011 dated June 17, 2011. 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 has issued Administrative Warning Letter to the company to ensure 100% dematerialization of shareholdings of promoters

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		and promoter group in the company and to improve the compliance standards.
5	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.	There is no monetary Impact.

Submitting the above for your information and record.

Thanking you,

For U. P. Hotels Limited

Prakash Chandra Prusty
Company Secretary



GENERAL MANAGER
Corporation Finance Department
Division of Supervision, Enforcement & Complaints-5

SEBI/HO/CFD/SEC-5/P/OW/2025/9040/1
March 25, 2025

To,

U. P. Hotels Limited
1101, Surya Kiran Building,
19, K. G. Marg, New Delhi - 110 001
Email: prakash@hotelclarks.in

Kind Attention: Shri Prakash Chandra Prusty, Company Secretary & Compliance Officer

Sir,

Subject: Administrative Warning Letter- Violation of Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (LODR Regulations, 2015) and SEBI Circular bearing No. Cir/ISD/3/2011 dated June 17, 2011

1. This has reference to your response clarification sought by us with respect to non-compliance with requirement of dematerialization of hundred percent shareholding of promoter and promoter group entities of U. P. Hotels Limited ("**the Company**") as mandated under Regulation 31(2) of the LODR Regulations and SEBI Circular bearing No. Cir/ISD/3/2011 dated June 17, 2011.
2. In this regard, upon examination, it was observed that, 2.67% of the total shareholding of promoter and promoter group are held in physical form i.e. not yet dematerialized, for which you had submitted that same could not be dematerialized inter-alia due to the SEBI restriction and freezing actions by BSE with regard to promoter and promoter group entities in place.
3. In this regard, from the information furnished by the depositories, it is gathered that Company had earlier made an application to BSE for obtaining its in-principle approval in accordance with Regulation 8(1)(c) of the Delisting Regulations, 2009 and in view of the same the Company had inter-alia sought relaxation from SEBI for ISIN level de-freeze of the promoters holding for the limited purpose of dematerialization of their shares vide letter dated September 14, 2021.



4. Further, SEBI vide its letter dated December 10, 2021 had *inter-alia* issued directions to the depositories to facilitate dematerialization of shares promoter and promoter group holding in the Company and also directed Company to continue to pursue its efforts towards achieving 100% dematerialization of promoters and promoter group shareholding.
5. It is submitted that, pursuant to the directions vide SEBI letter dated December 10, 2021, Company had successfully taken-up dematerialization of shares of Mr. Aditya Kumar and Mr. Apurv Kumar (which were under freeze) with depositories. However, 2.67% of the total shareholding of promoter and promoter group are held in physical form i.e. not yet dematerialized,
6. As hundred percent shareholding of promoter and promoter group in the Company is not held in dematerialized form, resultantly, Company is in non-compliance with Regulation 31(2) of the LODR Regulations and SEBI Circular bearing No. Cir/ISD/3/2011 dated June 17, 2011.
7. The said violation has been viewed very seriously. You are, therefore, advised to ensure that hundred percent dematerialization of shareholding of the promoter/promoter group be achieved in light of SEBI letter dated December 10, 2021 and be careful in future and improve your compliance standards so as to ensure that you are always in compliance to applicable Securities laws and Regulations, failing which appropriate enforcement action may be initiated.
8. You are also advised to place this communication and corrective actions taken by you to rectify the deficiency, if any, before your Board of Directors in the ensuing meeting and forward their comments to SEBI as to whether they are satisfied with the corrective steps taken by you within 15 days thereafter. Further, you are advised to update the Stock Exchanges vide corporate announcement as regards receipt of this communication.

Yours faithfully,

Nirmal Mehrotra

निर्मल मेहरोत्रा
Nirmal Mehrotra

