

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: 17.05.2024

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 April 15, 2024 enclosing therewith the Postal Ballot Notice dated April 10, 2024 seeking consent of Members of the Company through Ordinary Resolution for the following:

1. Appointment of Mr. Arjun Kumar as Non-Executive Non-Independent Director of the Company

Post-closing of voting period at 17:00 hours (IST) on May 15, 2024, the Scrutinizer has submitted his Report on the Results of the Postal Ballot (through remote e-voting) on May 17, 2024.

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 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 May 17, 2024.

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
Company Secretary

Encl.: as above

Voting Results

Date of the AGM / EGM : Postal Ballot						15th May, 2024					
Total number of shareholders on record date						1325					
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)						45					
Promoters and Promoter Group						8					
Public						37					
Agenda-wise disclosure - Resolution No. 1. Appointment of Mr. Arjun Kumar (DIN-00160246) as a director, liable to retire by rotation											
Resolution required: (Ordinary / Special)						Ordinary					
Whether promoter / promoter group are interested in the agenda/resolution?						Yes					
Category	Mode of Voting	No. of Shares held	No. of votes polled	No. of votes polled (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)	% of votes polled on outstanding shares (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)	No. of Votes - in favour	No. of Votes - in favour (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)	No. of Votes - against	No. of Votes - against (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group)	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2a)	(2)/([39.41% for promoters])	(3)=[(2)/((1))*100*39.41	(4a)	(4) (@39.41% for promoters)	(5a)	(5a)	(6)=[(4)/((2))*100	(7)=[(5)/((2))*100
Promoter and Promoter Group	E-Voting	4772960	0	0	0.0000	0	0	0	0	0.0000	0.0000
	Poll (E-voting during AGM)		0	0	0	0	0	0	0	0	0
	Postal Ballot		3019512	1189990	24.9319	3019512	1189990	0	0	99.1478	0
	Total #	4772960	3019512	1189990	24.9319	3019512	1189990	0	0	99.1478	0.0000
Public-Institutions	E-Voting		0	0	0	0	0	0	0	0	0
	Poll (E-voting during AGM)		0	0	0	0	0	0	0	0	0
	Postal Ballot	NA									
	Total		0	0	0	0	0	0	0	0	0
Public Non Insitutions	E-Voting	627040	0	0	0.0000	0	0	0	0	0.0000	0.0000
	Poll (E-voting during AGM)		0	0	0.0000	0	0	0	0	0.0000	0.0000
	Postal Ballot		10228	10228	1.6312	10215	10215	13	13	0.8511	0.0011
	Total	627040	10228	10228	1.6312	10215	10215	13	13	0.8511	0.0011
Total		5400000	3029740	1200218	26.5631	3029727	1200205	13	13	99.9989	0.0011

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

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

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





SCRUTINIZER'S REPORT

To,
The Chairman,
U P HOTELS LIMITED (CIN: L55101DL1961PLC017307)
1101, SURYA KIRAN BUILDING, 19,
KASTURBA GANDHI MARG, NEW DELHI-110001

Subject: Scrutinizer's Report on Postal Ballot process through electronic voting process conducted pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rules framed there under.

Dear Sir,

I, GANESH DUTT SHARMA, Company Secretary in Whole-time Practice, was appointed as a Scrutinizer by the Board of Directors of U P HOTELS LIMITED at its meeting held on 10th April, 2024, 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 dated 10th April, 2024.

The compliance with requirements of the Companies Act, 2013 and Rules made there under relating to Postal Ballot process through e-voting on the resolution contained in Notice of Postal Ballot dated 10th April, 2024, is the responsibility of the Management of the Company. 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 Ordinary Resolution for appointing Mr. Arjun Kumar as a Non-Executive Director of the Company.



Further to above, I submit my report as under:

1. The Company has appointed National Securities Depository Limited ("NSDL") to provide the facility of remote e-voting to all the members who are eligible to vote.
2. The remote e-voting facility was provided to the members from Tuesday, 16th April, 2024 (09:30 a.m.) till Wednesday, 15th May, 2024 (05:00 p.m.).
3. The shareholders holding shares as on "cut off" date i.e. 12th April, 2024 were entitled to vote on the proposed resolutions.
4. The votes cast during e-voting period were unblocked on Thursday, 16th May, 2024 after the conclusion of e-voting period for postal ballot in the presence of two witnesses who are not in the employment of the Company.
5. The results of the Postal Ballot through remote e-voting is as under:

SPECIAL BUSINESS:

Ordinary Resolution: To appoint Mr. Arjun Kumar (DIN: 00160246) as Non-Executive Non-Independent Director of the Company.

(i) Votes 'infavour' of the resolution

Particulars	No. of Members voted	No. of votes cast	% of total no. of valid votes cast
E-Voting	35	30,29,727	99.99
TOTAL	35	30,29,727	99.99

(ii) Votes 'against' the resolution

Particulars	No. of Members voted	No. of votes cast	% of total no. of valid votes cast
E-Voting	10	13	0.01
TOTAL	10	13	0.01

(iii) Invalid Votes:

Total no. of members voted	Total no. of votes cast by them
0	0



Result: Ordinary Resolution - Approved

I confirm that the complete Postal Ballot voting process has been conducted in a fair and transparent manner. From the voting pattern mentioned above, it is observed that for the Ordinary Resolution mentioned in the Postal Ballot Notice, majority of votes cast, in favour of the said Ordinary resolution.

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.

For, Ganesh Sharma & Associates
Company Secretary

Gutt



Ganesh Dutt Sharma
Proprietor

Membership No.: A43348

C. P. No: 16085

Peer Review Certificate No. 2047/2022

UDIN: A043348F000387285

Place: New Delhi

Date: 17/05/2024

We, the undersigned, have witnessed that the results of the postal ballot through e-voting were unblocked and downloaded from the e-voting website of NSDL in our presence on Thursday, 16th May, 2024.

Kunjan

Kunjan Jindal

Atul Kumar

Atul Kumar Pundir