

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: 04.09.2020

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 August 4, 2020 enclosing therewith the Postal Ballot Notice dated July 31, 2020 seeking consent of Members of the Company through Special Resolution for the following:

1. Voluntary de-listing of Equity Shares of the Company from BSE Limited

Post-closing of voting period at 17:00 hours (IST) on September 2, 2020, the Scrutinizer has submitted his Report on the Results of the Postal Ballot (through remote e-voting) on September 3, 2020.

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 September 3, 2020.

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					2nd September, 2020			
Total number of shareholders on record date					1081			
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)					55			
Promoters and Promoter Group					13			
Public					42			
Agenda-wise disclosure - Resolution No. 1. Approval 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	No. of votes polled	% 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 - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100*39.41	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4772960		0.00	0	0	0.00	0
	Poll			0.00	0	0	0.00	0
Promoter Group	Postal Ballot (e-Voting)	4772960	1998452	16.50	1449912	548540	28.59	10.82
	Total #	4772960	1998452	16.50	1449912	548540	28.59	10.82
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (e-Voting)	NA	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Insitutions	E-Voting	627040		0.00		0	0	0
	Poll			0.00		0	0	0
	Postal Ballot (e-Voting)	627040	73887	11.78	33847	40040	45.81	54.19
	Total	627040	73887	11.78	33847	40040	45.81	54.19
Total		5400000	2072339	28.28	1483759	588580	70.26	29.74

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)=%0} : 1881120/4772960*100 = **39.41%**

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 read with SEBI Circular No CIR/CFD/CMD/16/2015 dated 30th November 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 31st July, 2020.

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, 4th August, 2020 at 9.30 a.m. and ended on Wednesday, 2nd September, 2020 at 5.00 p.m. IST.

On account of difficulty in dispatch of the Notice on account of threat of COVID-19 and 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 31st July, 2020 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 voluntary delisting of Company's equity shares from BSE Limited. As per proviso to the Regulation 8(1)(b) of the SEBI Delisting Regulations, the special resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it.

Further to above, I submit my report as under:

- a. The e-voting period remained open from Tuesday, 4th August, 2020 at 9.30 a.m. and ended on Wednesday, 2nd September, 2020 at 5.00 p.m and the e-voting platform was blocked thereafter.
 - b. Votes cast through e-voting received upto Wednesday, 2nd September, 2020 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.**

Approval for Voluntary Delisting of the Equity Shares of the Company from BSE Limited

I. Voted by the Public Shareholders in favour of the Resolution:

	Number of Members who voted through E- Voting in the Postal Ballot Process	Number of votes cast (Shares)	% of total number of votes casted by Public Shareholders
E-Voting	25	33847	45.80
Total	25	33847	45.80



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II. Voted by the Public Shareholders against the Resolution:

	Number of Members who voted through E- Voting and Postal Ballot Process	Number of votes cast (Shares)	% of total number of votes casted by Public Shareholders
E-Voting	17	40040	54.20
Total	17	40040	54.20

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	7	1449912	69.96
Votes against by Promoters	6	548540	26.46
Votes in favour by Public Shareholders	25	33847	1.64
Votes against by Public Shareholders	17	40040	1.94
Total	55	2072339	100

Result: Special Resolution - Not Approved As in the Public Shareholders Category, the votes cast in favour are less than the votes cast against the Resolution, therefore, not satisfying the requirement under Regulation 8(1)(b) of the SEBI Delisting Regulations. Even otherwise, taking into account the combined voting in favour by the Promoters and the Public Shareholders, the Resolution has received only 71.6% voting against the minimum of 75% voting required in favour for passing the said special resolution.

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.



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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: S2007DE093100)



(Deepak Bansal)
Proprietor
FCS: 3736, C.P No.7433
UDIN: F003736B000658467



Dated: 3rd September, 2020
Place: Noida, Uttar Pradesh
