

DEEPAK BANSAL & ASSOCIATES

Company Secretaries

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SECRETARIAL COMPLIANCE REPORT OF U. P. HOTELS LIMITED

FOR THE YEAR ENDED 31.03.2020

We, Deepak Bansal & Associates, Practicing Company Secretaries, Noida have examined:

- (a) all the documents and records made available to us and explanation provided by U. P. Hotels Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the Audit Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Audit Period)**



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the company during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
- (j) Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations 1993;
- (k) Such other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 38 of SEBI (LODR), 2015	The Company has not complied with the requirement relating to the Minimum Public Shareholding (MPS)	The Company had applied to SEBI for modification of SEBI Orders dated 04.06.2013 and 02.12.2014 to enable Company / its promoters from continuing with the voluntary delisting process (thereby exempt from complying the requirement of MPS) and to allow promoters to buy shares of the Company from public in the delisting process. Vide Order of SEBI dated 30.09.2019, SEBI has granted relaxation under Regulation 8(1B)(i) of the SEBI (Delisting of Equity Shares) Regulations, 2009 allowing initiation of voluntary delisting process within one month of the date of order and completing the



			said process within one year thereon subject to certain conditions including promoters acquiring at least 60% of the existing public shareholding of 11.61% i.e. approximately 6.97% of the total shareholding. The Company has already initiated the said process accordingly.
2.	Regulation 31(2) of SEBI(LODR), 2015	The Company has not yet achieved 100 Percent dematerialization of Promoter and Promoter's group Shareholding.	Since 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 and thereby frozen the de-mat accounts of Promoters and Promoter Directors of the Company, promoters are unable to de-mat their shares. SEBI vide order dated 30.09.2019 has not allowed any relaxation as regards revocation by BSE of suspension of trading of shares and from the provisions of LODR including non-compliance with the requirement of de-materialization of promoters shareholding.
3.	Regulation 23 of SEBI (LODR), 2015	Few Related Party transactions (RPT) pertaining to the previous years and which are still continuing during the year have not been approved by the Board of Directors and the Audit Committee.	Few Related party transactions entered by the Company in the previous years are subject to a legal case pending before the NCLT, New Delhi for adjudication. The Board of Directors of the Company have decided that decision on RPTs at the Board & Audit Committee level may be contrary to the decision of NCLT, thus have deferred



			their decision on such RPT.
4.	SEBI General order dated 20.07.2015	Due to certain non-compliances in the financial year 2014-15, trading in the equity shares of the company has been suspended with effect from 25/02/2015.	The Company has complied with all the non-compliance except 100% dematerialization of promoter group and Minimum Public Shareholding. Necessary application has been filed with BSE Limited for revocation of suspension. Further the Company has also filed an application dated 04-02-2019 before SEBI for giving necessary direction to BSE for revocation without the compliance of Minimum Public shareholding. SEBI vide order dated 30.09.2019 has advised the Company to approach BSE in this regard and BSE may consider the Company application on merits. The Company's application at BSE Limited for revocation of suspension of trading of its equity shares is under consideration.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Securities and Exchange Board of India (SEBI)	The Company has not complied with the Minimum Public Shareholding requirement.	Securities & Exchange Board of India (SEBI) vide its Order No. WTM /PS /08 /CFD /JUNE /2013 dated 04.06.2013 has freezed the Promoter Shareholding thereby putting restrictions on the Promoters shareholding.	The Company had applied to SEBI for modification of SEBI Orders dated 04.06.2013 and 02.12.2014 to enable Company / its promoters from continuing with the voluntary delisting process (thereby exempt from complying the requirement of MPS) and allowing promoters to buy shares of the Company from public in the delisting process. Vide Order of SEBI dated 30.09.2019, SEBI has allowed relaxation under Regulation 8(1B)(i) of the SEBI (Delisting of Equity Shares) Regulations, 2009 allowing initiation of voluntary delisting process within one month of the date of the order and completing the said process within one year thereon subject to certain conditions including promoters acquiring at least 60% of the existing public shareholding of 11.61% i.e. approximately 6.97%



				of the total shareholding.
				The Company has already initiated the said process accordingly.
2.	Bombay Stock Exchange (BSE)	Certain Compliances during the financial year 2014-15	Suspension of Trading equity shares	The Company has complied with all the non-compliance except 100% dematerialization of promoter group and Minimum Public Shareholding. The Company has applied to BSE Limited for revocation of suspension of trading of shares. Further the Company had also filed an application dated 04-02-2019 before SEBI for giving necessary direction to BSE for revocation of suspension without the compliance of Minimum Public shareholding. SEBI vide order dated 30.09.2019 has not allowed any relaxation as regards revocation by BSE of suspension of trading of shares and from the provisions of LODR including non-compliance with the requirement of dematerialization of promoters shareholding.



				SEBI vide its above order has advised the Company to approach BSE in this regard and BSE may consider the Company application on merits.
				The Company is already pursuing its application for revocation of suspension of trading of its shares with BSE Ltd.
3	Bombay Stock Exchange (BSE)	Certain Compliances during the financial year 2014-15	Non-Compliance during the financial year 2014-15	Issue of Show Cause Notice dated 23-05-2018 for removal of name of the company through Compulsory Delisting. The Company has complied with all the non-compliances except MPS requirement and 100% demat of promoters shares and applied for revocation of suspension of its shares. BSE after considering the submissions dated 31-05-2018 withdrew the name of the company from compulsory delisting. Further, considering the delay in decision by BSE on the application, the Company filed an application before SEBI dated 04-02-2019 for giving necessary direction to BSE for revocation without the compliance of Minimum Public shareholding.



				Vide Order of SEBI dated 30.09.2019, SEBI has allowed relaxation under Regulation 8(1B)(i) of the SEBI (Delisting of Equity Shares) Regulations, 2009 allowing initiation of voluntary delisting process within one month of the date of order and completing the said process within one year thereon subject to certain conditions, The Company has already initiated the said process accordingly.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31-03-2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 38 of SEBI (LODR), 2015	The Company has not complied with the requirement relating to the Minimum Public Shareholding (MPS)	The Company had applied to SEBI for modification of SEBI Orders dated 04.06.2013 and 02.12.2014 to enable Company / its promoters from continuing with the voluntary delisting process (thereby exempt from complying with the requirement of	Vide Order of SEBI dated 30.09.2019, SEBI has allowed relaxation under Regulation 8(1B)(i) of the SEBI (Delisting of Equity Shares) Regulations, 2009 allowing initiation of voluntary delisting process within one month of the date of order and completing the said process within one year thereon subject to



			MPS) and allowing promoters to buy shares of the Company from public in the delisting process.	certain conditions including promoters acquiring at least 60% of the existing public shareholding of 11.61% i.e approximately 6.97% of the total shareholding. The Company has already initiated the said process accordingly.
2.	Regulation 31(2) of SEBI (LODR), 2015	The company has not achieved 100 percent dematerialization of Promoter's group shareholdings.	Due to SEBI restriction on dealing with the shares by the promoters of the company, promoters are unable to de-mat their shares.	Comments already in the previous column.
3.	Regulation 23 of SEBI (LODR), 2015	The Related Party transactions (RPT) pertaining to the previous years and which are still continuing during the year being part of the litigation in NCLT, New Delhi have not been approved by the Board of Directors and the Audit Committee.	Related party transactions entered by the Company in the previous years and continuing during the current year are subject to a legal case pending before the NCLT, New Delhi for adjudication. The Board of Directors of the Company have decided that decision on RPTs at Board & Audit Committee level may be contrary to the decision of NCLT, thus deferred their decision on RPT.	In a Meeting of the Board of Directors held during the F. Y 2019-20, the Board of Directors of the Company have decided that decision on few RPTs at Board & Audit Committee level may be contrary to the decision of NCLT and thus deferred their decision on such RPT's. The matter is pending due to litigation.



			However, the Audit Committee and the Board have approved four related party transactions not related to litigations during financial year 2019-20.	
4.	Regulation 17(9) of SEBI (LODR), 2015	Risk Management Plan / Policy could not be fully enforced	The Company is implementing its Risk Management Plan / Policy through overall internal controls, Regular Internal Audits / Compliance Management.	The Company's internal controls, Internal Audit / Compliance Management are adequate to mitigate risk.
5.	Regulation 29, 30, 33, and 47 of SEBI (LODR), 2015	Non-Compliance with Regulation 29, 30, 33 and 47 for F.Y. 2017-18	The Company has complied with the said regulations in the financial year 2018-19.	As on date, as per the details made available to us, the necessary compliance have since been made by the Company.

For, Deepak Bansal & Associates
Company Secretaries



Deepak Bansal

Proprietor

FCS No. 3736

CP No. 7433

UDIN: F0037368000473832



Place: Noida
Date: 19/07/2020