

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



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September 25, 2020

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Security Code: 509960

Sub: Minutes of the Proceedings of Postal Ballot of the Company

Dear Sir / Madam,

With reference to the captioned subject, enclosed are the Minutes of the proceedings of the results of the Postal Ballot held on 2nd September, 2020 and result declared on 4th September, 2020.

Kindly take the same on your records.

Thanking you,

For U.P. Hotels Limited

Prakash Prusty
Company Secretary
Email: clarkssuryakiran@yahoo.co.in
Mob. No.: 9811505989

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MINUTES OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT HELD ON WEDNESDAY, 2ND SEPTEMBER, 2020 FOR THE SPECIAL RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 31ST JULY, 2020.

The Company had at the Board Meeting held on 31st July, 2020, approved the proposal to obtain consent of the Members, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), for voluntary delisting of the Equity Shares of the Company from BSE Limited by way of Special Resolution.

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 Postal Ballot Notice dated 31st July, 2020 was sent to Members of the Company in electronic form only and has extended only the remote e-voting facility, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for this Postal Ballot.

The Postal Ballot Notice was sent on August 04, 2020 through e-mail, to all those Members whose names appear in the Register of Members as on the cut-off date i.e. July 31, 2020 and who have registered their e-mail address with Company or Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited (in respect of shares held in physical form) and/or with their Depository Participants (in respect of shares held in dematerialized form) and made available to the Company by the respective Depositories.

The Board of Directors in their meeting held on 31st July, 2020 appointed Mr. Deepak Bansal, Proprietor of Deepak Bansal & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner. The remote e-voting commenced on Tuesday, August 04, 2020, 9:30 A.M (IST) and ended on Wednesday, September 02, 2020 at 5:00 P.M. (IST). The Scrutinizer carried out the scrutiny of the votes polled electronically up to 2nd September, 2020 and the Scrutinizer submitted his report dated 03rd September, 2020 to the Chairman.

The details of voting of the Special Resolution set out in the notice dated 31st July, 2020 on "Voluntary Delisting of the Equity Shares of the Company from BSE Limited' are as under:-

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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

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 the Resolution:

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.

Mr. Prakash Chandra Prusty, Company Secretary, duly authorized by the Chairman of the Board proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report on 4th September, 2020.

Place: New Delhi
Date of Entry: 24.09.2020

Sd/-
(Chairman)