

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 * PAN: AADCS1783J
Email : clarkssuryakiran@yahoo.co.in * Web: www.hotelclarks.com
CIN: L55101DL1961PLC017307 * GSTIN: 07AADCS1783J3Z2



CLARKS
GROUP OF
HOTELS

Date: 02.05.2022

To,

BSE Limited,
The Secretary,
Listing Department,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.
Scrip ID / Code: 509960

Subject: **Intimation under Regulation 10 (5) for Intention for an Inter-se transfer between Promoter/Promoter Group in accordance with Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir/Ma'am,

In compliance with Regulation 10(5) of SEBI (SAST) Regulations, 2011, we would like to inform you that we have received intimation from the Acquirer, being one of the Promoter of U.P. Hotels Limited (hereinafter referred to as "the Company") intended to receive 1,42,200 (One Lakh Forty Two Thousand Two Hundred) Equity Shares of the Company by way of gift for NIL consideration from Mrs Beena Binay Kumar, being immediate relative and part of the Promoter Group of the Company.

This being an "inter se" transfer of shares amongst Promoter/Promoter Group by way of gift and without any consideration, the same falls within the exemptions under Regulation 10(l)(a) provided under SEBI (SAST) Regulations, 2011.

The Aggregate holding of Promoter and Promoter Group before and after the above inter se transaction remains the same (details individually enclosed).

In this connection necessary disclosure under Regulation 10(5) for the above said acquisition in prescribed format, as submitted by the Transferor is enclosed herewith for your kind information and records.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours Faithfully,

For U. P. Hotels Limited

Prakash Prusty
Company Secretary

Encl.: as above

Rani Upsam
M: 9314420075

28, Shree Vihar Colony,
Near Hotel Clarks Amer
Jawaharlal Nehru Marg,
Jaipur-302018, Rajasthan
Email: md@clarksgroupofhotels.com

To,

BSE Limited
The Secretary,
Listing Department,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001


Dear Sir / Ma'am,

Subject: Intimation under Regulation 10 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please find attached Intimation under Regulation 10 (5) in respect of proposed acquisition of shares of U. P. Hotels Limited under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by way of gift.

This is for your information and Records.

Thanking You,


Rani Upsam
Acquirer

Date: 02.05.2022
Place: Jaipur

CC:
Company Secretary & Compliance officer

U. P. Hotels Limited
1101, Surya Kirann,
19, K. G. Marg,
New Delhi -1110001

Rani Upsam
M: 9314420075

28, Shree Vihar Colony,
Near Hotel Clarks Amer
Jawaharlal Nehru Marg,
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Email: md@clarksgroupofhotels.com

Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	U. P. Hotels Limited ("UPHL")
2.	Name of the acquirer(s)	Rani Upsam
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, Promoter
4.	Details of proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Mrs. Veena Binay Kumar
	b. Proposed date of acquisition	Anytime after 4 working days from the date of this intimation, i.e. on or after, Wednesday, May 10, 2022.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Mrs. Veena Binay Kumar proposes to transfer 1,42,200 Equity Shares by way of gift to Mrs. Rani Upsam.
	d. Total shares to be acquired as % of share capital of TC	2.63%
	e. Price at which shares are proposed to be acquired	Gift
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of shares between immediate relatives by way of gift.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(i) of SEBI (SAST) Regulation 2011
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	NA, as shares are gifted by transferor to transferee
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	NA
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	NA
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	I hereby declare that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)

Rani Upsam

Rani Upsam
M: 9314420075

28, Shree Vihar Colony,
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10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	I hereby declare that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares / voting rights	% w.r.t total diluted share capital of TC	No. of shares / voting rights	% w.r.t total diluted share capital of TC
a	Acquirer(s) and PACs (other than sellers)(*) (Refer Annexure 1)	46,30,760	85.76%	47,72,960	88.39%
b	Seller (s) (Refer Annexure 2)	1,42,200	2.63%	NIL	NIL

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

I hereby also declare that all the provisions of Chapter V of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 shall be complied with.

I hereby also declare that all the conditions as specified under Regulation 10(1) (a) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 has been duly complied with.



Rani Upsam
Acquirer

Date: 02.05.2022
Place: Jaipur

Rani Upsam
M: 9314420075

28, Shree Vihar Colony,
Near Hotel Clarks Amer
Jawaharlal Nehru Marg,
Jaipur-302018, Rajasthan
Email: md@clarksgroupofhotels.com

To,


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

Dear Sir,

I, Undersigned hereby undertake and confirm as under with respect to proposed inter se transfer of shares in terms of Regulation 10(l)(a)(i) of SEBI (SAST) Regulations, 2011 and subsequent amendments thereto that:

1. The transferor and transferee have complied with the applicable provisions of Chapter II of SEBI (SAST) Regulations, 1997 and Chapter V of SEBI (SAST) Regulations, 2011.
2. All the applicable conditions as mentioned in Regulation 10(l)(a) of SEBI (SAST) Regulations, 2011 with respect to exemption have been duly complied with.

Thanking You,


Rani Upsam
Acquirer

Date: 02.05.2022
Place: Jaipur

U. P. HOTELS LIMITED

Acquirer(s) and PACs (other than sellers)

S.No.	Name	No. of Shares currently held	%age of Total Capital (₹ 540 lacs)
1	Shri Sushil Kumar	77,924	1.44
2	Sushil Kumar & Sons (Kumar Sushil)	98,280	1.82
3	Smt. Meera Kumar	98,248	1.82
4	Shri Upendra Kumar	232,796	4.31
5	Smt. Anuradha Gupta	25,092	0.46
6	Shri Chaitanya Kumar	16,200	0.30
7	Shri Birendra Kumar	40,470	0.75
8	Birendra Kumar & Sons	66,600	1.23
9	Smt. Rani Upsam	44,280	0.82
10	Shri Apurv Kumar	35,126	0.65
11	Smt. Rajeshwari Kumar	42,892	0.79
12	Mr. Arjun Kumar	47,780	0.88
13	Shri Anoop Kumar	86,372	1.60
14	Shri Aryavir Kumar	800	0.01
15	Smt. Renuka Kumar	800	0.01
16	Shri Arvind Kumar	29,341	0.54
17	Smt. Vibha Agrawal	83,016	1.54
18	Shri Vivek Kumar	64,566	1.20
19	Smt. Shipra Kumar	36,000	0.67
20	Shri Udit Kumar	12,894	0.24
21	Shri Arnav Kumar	12,894	0.24
22	Shri Manish Kumar	126,420	2.34
23	Shri Binay Kumar	42,860	0.79
24	Binay Kumar & Family	16,625	0.31
25	Binay Kumar & Sons	11,652	0.22
26	Shri Alok Kumar	69,300	1.28
27	Smt. Uma Kumar	28,800	0.53
28	Shri Aditya Kumar	53,692	0.99
29	Shri Rupak Gupta	779,126	14.43
30	P D Gupta & Sons	3,600	0.07
31	Shri Rupak Gupta	39,398	0.73
32	Shri Rakesh M Gupta	90,520	1.68
33	Smt. Sudhira Gupta	46,280	0.86
34	Shri Ravi M Gupta	100,080	1.85
35	Smt. Nandini Gupta	36,720	0.68
36	The Indian Textiles Co. Pvt. Ltd.	1,313,676	24.33
37	Hotel Clarks Varanasi Ltd.	890	0.02
38	Hotel Clarks Varanasi Ltd.	178,650	3.31
39	Banaras House Pvt. Ltd.	540,000	10.00
40	Bonita India Ltd.	100	0.00
	Total	4,630,760	85.76

Rani Upsam

Rani Upsam

Acquirer

Date: 02.05.2022

Place: Jaipur

U. P. HOTELS LIMITED**Details of Sellers**

S.No.	Name	No. of Shares currently held	%age of Total Capital (₹ 540 lacs)
1	Smt. Veena Binay Kumar	142,200	2.63
	Total	142,200	2.63


Rani Upsam**Acquirer**

Date: 02.05.2022

Place: Jaipur