



A.G.G. & Associates

Company Secretaries

(Peer Reviewed Certified CS Firm)

21/16, 2nd Floor, West Patel Nagar, New Delhi-110008.

Ph. : 011-42484330, 25885134 Mobile : 9811386480 Off. : 9953267785, 9560289765.

E-mail : aggandassociates@gmail.com, aggandassociates@hotmail.com Web : www.aggandassociates.com

To

Date: 11.04.2018

The Board of Directors
U.P. Hotels Limited
1101, Surya Kiran Building,
19, Kasturba Gandhi Marg,
New Delhi – 110001

Compliance Certificate in terms of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have examined the relevant Registers, Papers and Documents that were considered necessary of U.P. Hotels Limited, a Company registered under the Companies Act, 1956 having its registered office at 1101, Surya Kiran Building, 19, Kasturba Gandhi Marg, New Delhi-110001, produced before us at the office of their Registrar & Share Transfer Agents 'Skyline Financial Services Pvt. Ltd.', having Registered and Corporate office at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020 for the purpose of issuing the certificate under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 required to be filed with Stock Exchanges.

Based on our examination and explanations furnished to us, which to the best of our knowledge and belief were necessary for the purpose of our certification, we hereby certify that during the half year ended 31st March 2018, the Company has received request for one transfer in physical mode and request for issue of one duplicate share certificate. All the request(s) were considered and given effect in the Register of members and the certificates were issued within the prescribed time. However the Company has not received any requests for dematerialization, re-materialization, sub-division, consolidation, renewal, exchange and no endorsement of calls/allotment monies were lodged by shareholders of company during period from 1st October 2017 to 31st March 2018.

Thank You,
Yours faithfully

**For A.G.G & Associates
Company Secretaries**

.....
Amar Gopal Gambhir
Practicing Company Secretary
Membership No. 3668
Certificate No. 3653

Place: New Delhi