

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: 22.05.2026

To,
BSE Limited
P J Towers,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001,
Scrip code: 509960

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") – Administrative Warning and Advisory Letter received from the Securities and Exchange Board of India ("SEBI")

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI LODR Regulations, we hereby inform you that the Company has received an Administrative Warning and Advisory letter from the SEBI on 21.05.2026 via email.

The details required under Regulation 30 read with the SEBI Master Circular No.: HO/49/14/14(7)2025- CFD-POD2/I/3762/2026 dated 30.01.2026 as amended are enclosed herewith as **Annexure-A**. A copy of SEBI's Administrative warning and Advisory dated 21.05.2026 is also enclosed herewith as **Annexure-B**.

With reference to above, the Company shall ensure due compliance of the directions contained in the said SEBI letter and exercise due caution to avoid recurrence of such events.

We request you to kindly take our aforesaid submission on record

Thanking you,

For U. P. Hotels Limited

Prakash Chandra Prusty
Head - Legal, Compliance & Company Secretary

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Annexure - A

Disclosure of information pursuant to Regulation 30 of the Listing Regulations read with the SEBI Master Circular No.: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30.01.2026

Sl. No.	Particulars	Remarks/Updates
1.	Name of the authority	Securities and Exchange Board of India (SEBI)
2.	Nature and details of the action(s) taken, initiated or order(s) passed;	SEBI has issued an Administrative Warning and Advisory Letter dated May 21, 2026
3.	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;	SEBI Letter dated May 21, 2026, received by the Company vide email on May 21, 2026, at 5.57 p.m.
4.	Details of the violation(s) / contravention(s) committed or alleged to be committed;	<p>Non-compliance with Regulations 30(12) and 30(13) of SEBI LODR Regulations in respect of material regulatory correspondences w.r.t. voluntary delisting process and Advisory on compliance with Regulations 31(2) of SEBI LODR Regulations.</p> <p>1. In connection with the proposed voluntary delisting process, the company had filed application with SEBI, requested for specific relaxations/exemptions towards MPS compliance and SEBI had granted certain relaxations and imposed conditions for completing the voluntary delisting process in a time bound manner and further extension requests thereof had been made and regulatory outcomes thereof were material developments requiring adequate and comprehensive disclosure to shareholders and investors.</p> <p>SEBI has issued the Administrative Warning Letter to the company to comply with Regulations 30(12) and 30(13) of SEBI LODR Regulations, 2015 through disseminating, in a consolidated,</p>

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		<p>comprehensive manner, the complete details of all material applications / representations made to SEBI in relation to voluntary delisting process, regulatory communications / letter received, relaxation / exemptions sought / granted, conditions imposed, subsequent requests and regulatory outcomes thereof on the Stock Exchange platform.</p> <p>2. W.r.t. non-compliance of dematerialization of 100% shareholdings of promoters and promoter group of the company as mentioned under Regulation 31(2) of SEBI LODR Regulations, SEBI has advised the company to take necessary steps to ensure 100% dematerialization of shareholdings of promoters and promoter group in the company on a continuous basis.</p>
5.	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible.	There is no impact on the financial, operation or other activities of the Company.



Deputy General Manager
Corporation Finance Department
Division of Supervision Enforcement and Complaints - II
Tel. (Direct): 022 - 2644 9449
E-mail: sathyakumaran@sebi.gov.in

May 21, 2026

To,
The Compliance Officer / Company Secretary
U. P. Hotels Limited
1101, Surya Kiran Building
19, Kasturba Gandhi Marg
New Delhi - 110001

Kind Attention :- Shri Prakash Chandra Prusty

Sub: (i) Administrative Warning for non-compliance with Regulation 30(12) and 30(13) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") in respect of disclosure of material regulatory correspondence and (ii) Advisory regarding compliance with Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

1. Based on certain complaints / representations received concerning the voluntary delisting process initiated by U. P. Hotels Limited ("the Company"), an examination was conducted by SEBI on the concerned issues mentioned therein, *inter-alia*, including the disclosures made by the Company on the stock exchange platform and related compliance with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").
2. It is noted that the Company had, from time to time, made multiple applications / representations to SEBI in relation to relaxations / exemptions sought in connection with the proposed voluntary delisting process, including requests that had a direct bearing on the Company's delisting pathway, MPS compliance framework, and related regulatory obligations. It is further noted that while certain requests were acceded to by SEBI, subsequent requests / extension requests were not acceded to.

A. Non-compliance with Regulation 30(12) and 30(13) of LODR Regulations

3. Regulation 30(12) of LODR Regulations, *inter-alia*, requires a listed entity to make adequate disclosure of events / information which may have material effect on it, even if such events are not specifically covered elsewhere. Further, Regulation 30(13) of LODR Regulations mandates that where an event or information is required to be disclosed pursuant to communication received from a regulatory, statutory, enforcement or judicial authority, the listed entity shall disclose such communication along with the relevant event / information, unless specifically prohibited.

4. In the instant matter, the applications made by the Company to SEBI, the specific relaxations / exemptions sought, relaxations granted, conditions imposed, subsequent extension requests, and regulatory outcomes thereof were materially connected with the Company's proposed voluntary delisting process and pathway towards MPS compliance, and therefore constituted material developments requiring adequate and comprehensive disclosure to shareholders and investors.
5. Upon examination of disclosures available on record, it is observed that while the Company had disclosed certain broad developments relating to the voluntary delisting process, the disclosures made do not appear to comprehensively capture the full scope of material applications made to SEBI, specific relaxations / exemptions sought, conditions imposed, subsequent requests and regulatory outcomes.
6. It is reiterated that partial, selective or incomplete disclosure of material regulatory developments may not satisfy the requirement of "adequate disclosure" as envisaged under Regulation 30(12) and Regulation 30(13) of LODR Regulations.
7. The Company is hereby advised to disseminate, in a consolidated, comprehensive and transparent manner, complete details of all material applications / representations made to SEBI in relation to the voluntary delisting process, regulatory communications / letters received, relaxations / exemptions sought / granted, conditions imposed, subsequent requests, and regulatory outcomes thereof, along with relevant annexures, on the Stock Exchange platform, as applicable.

B. Compliance with Regulation 31(2) of SEBI (LODR) Regulations, 2015

8. It is further observed from disclosures available on record that certain promoter / promoter group shareholding of the Company continued to remain in physical form and 100% dematerialization, as required under Regulation 31(2) of LODR Regulations has not yet been achieved. The said provision, *inter-alia*, mandates that the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and maintained on a continuous basis.
9. While the Company has submitted that certain regulatory restrictions and freezing of demat accounts affected complete dematerialization and that steps have been undertaken towards compliance, it is reiterated that such factors do not, *per se*, dispense with the statutory obligation unless specifically exempted.
10. It is noted that SEBI had earlier also advised the Company in this regard. Despite the same, full compliance with Regulation 31(2) has not yet been achieved. While the Company's follow-up efforts are noted, the continuing deficiency requires expeditious corrective action. The Company is, therefore, advised to take all the necessary steps in order to comply with the mandatory requirement of maintaining 100% dematerialization of promoter / promoter group shareholding on a continuous basis.



C. General Conditions:

11. The Company shall place this communication before its Board of Directors and take appropriate corrective measures on a priority basis. The Company is further advised to submit an action taken report / compliance status to the Stock Exchange(s) within a 15 days from the date of placing this communication before the Board of Directors.
12. The above mentioned violations, as observed in this matter, have been viewed very seriously. You are hereby warned for the aforesaid violations and advised to exercise due caution in future, failing which appropriate enforcement action would be initiated in accordance with the provisions of SEBI Act, 1992 and the Rules and Regulations framed thereunder.

Yours faithfully,

Digitally signed by
Sathya Kumaran K S
Date: 21-05-2026
12:40:16

Sathya Kumaran K S