

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**

Dated: 27.09.2020

To,

**BSE Ltd.
Phiroje Jeejeebhoy Towers,
Dalal Street, Mumbai-400001**

Security Code: 509960

Subject: Voting Results – 59th Annual General Meeting – U. P. Hotels Ltd.

Dear Sir/Madam,

Pursuant to the Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (SEBI Listing Regulations), please find enclosed herewith the details regarding the voting results of 59th Annual General Meeting of the Company held on Friday, 25th September, 2020 at 2.30 p.m. through electronic mode (Video Conferencing/Other Audio Visual Means).

Further, please find enclosed the Scrutiniser's Report dated 27th September, 2020.

You are requested to take the aforesaid on records.

Thanking you,

For U. P. Hotels Limited

**Prakash Prusty
Company Secretary**

Encl.: as above

U. P. HOTELS LIMITED

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CLARKS
GROUP OF
HOTELS

GENERAL INFORMATION ABOUT COMPANY

| | | |
|---|---|------------------------|
| Script Code | : | 509960 |
| ISIN | : | INE726E01014 |
| Name of the Company | : | U. P. Hotels Limited |
| Type of Meeting | : | Annual General Meeting |
| Date of meeting/Date of declaration of results (in case of Postal Ballot) | : | 25.09.2020 |
| Start time of the meeting | : | 2.30 PM |
| End time of the meeting | : | 3.15 PM |

SCRUTINIZER DETAILS

| | | |
|---|---|----------------------------|
| Name of the Scrutinizer | : | Deepak Bansal |
| Firm's Name | : | Deepak Bansal & Associates |
| Qualification | : | Company Secretary |
| Membership No. | : | 7433 |
| Date of Board Meeting in which appointed | : | 12.02.2020 |
| Date of issuance of Report to the Company | : | 27.02.2020 |
| Resolutions passed in the meeting | : | Two (2) |



Voting Results

| Date of the AGM / EGM : | | | | | | 25th September, 2020 | | | | |
|---|----------------------------|--------------------|---------------------|---|---|--------------------------|--|------------------------|--------------------------------------|------------------------------------|
| Total number of shareholders on record date | | | | | | 1065 | | | | |
| No. of shareholders present in the meeting either in person or through proxy: | | | | | | | | | | |
| Promoters and Promoter Group | | | | | | Not Applicable | | | | |
| Public | | | | | | Not Applicable | | | | |
| No. of Shareholders attended the meeting through Video Conferencing / Other Audio Visual Means | | | | | | 41 | | | | |
| Promoters and Promoter Group | | | | | | 8 | | | | |
| Public | | | | | | 33 | | | | |
| Agenda-wise disclosure - Resolution No. 1. Adoption of Financial Statements, Boards' Report and Auditor's Report for the Financial Year ended 31st March, 2020 | | | | | | | | | | |
| Resolution required: (Ordinary / Special) | | | | | | Ordinary | | | | |
| Whether promoter / promoter group are interested in the agenda/resolution? | | | | | | No | | | | |
| Category | Mode of Voting | No. of Shares held | No. of votes polled | No. of votes polled (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group) | % of votes polled on outstanding shares (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group) | No. of Votes - in favour | No. of Votes - in favour (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group) | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2a) | (2) (@39.41% for promoters) | (3) = [(2)/(1)] * 100 * 39.41 | (4a) | (4) (@39.41% for promoters) | (5) | (6) = [(4)/(2)] * 100 | (7) = [(5)/(2)] * 100 |
| Promoter and Promoter Group | E-Voting | 4772960 | 2263953 | 892224 | 18.6933 | 2263953 | 892224 | 0 | 100.0000 | 0.0000 |
| | Poll (E-voting during AGM) | | | | | | | | | |
| | Postal Ballot | | | | | | | | | |
| | Total # | 4772960 | 2263953 | 892224 | 18.6933 | 2263953 | 892224 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | | | | | | | | |
| | Poll (E-voting during AGM) | | | | | | | | | |
| | Postal Ballot | NA | | | | | | | | |
| | Total | | | | | | | | | |
| Public Non Institutions | E-Voting | 627040 | 47208 | 47208 | 7.5287 | 47208 | 47208 | 0 | 100.0000 | 0.0000 |
| | Poll (E-voting during AGM) | | 16 | 16 | 0.0026 | 1 | 1 | 15 | 6.2500 | 93.7500 |
| | Postal Ballot | | | | | | | | | |
| | Total | 627040 | 47224 | 47224 | 7.5313 | 47209 | 47209 | 15 | 99.9682 | 0.0318 |
| Total | | 5400000 | 2311177 | 939448 | 26.2246 | 2311162 | 939433 | 15 | 99.9984 | 0.0016 |

Note: Due to non-compliance of Minimum Public Shareholding requirement, SEBI vide its order No. WTM/PS/08/CFD/JUNE/2013 dated 4.6.2013 has put partial restriction on voting rights of promoters & promoter Group. Accordingly, the shareholding pattern of the company for the year under review is as under:

- Promoter & Promoter Group (4772960 Equity Shares of Rs. 10/- each)-A
- Public-Others (627040 Equity Shares of Rs. 10 each)-B
- total (5400000 Equity shares of Rs. 10/- each)-C
- Promoters Equity as per SEBI Order -1881120 Equity Shares - D

Percentage of Promoters Equity as per SEBI Order $\{(D/A*100)=\%$: $1881120/4772960*100 = 39.41\%$



Voting Results

| Date of the AGM / EGM : | | | | | | 25th September, 2020 | | | | |
|---|----------------------------|--------------------|---------------------|---|---|--------------------------|--|------------------------|--------------------------------------|------------------------------------|
| Total number of shareholders on record date | | | | | | 1065 | | | | |
| No. of shareholders present in the meeting either in person or through proxy: | | | | | | | | | | |
| Promoters and Promoter Group | | | | | | Not Applicable | | | | |
| Public | | | | | | Not Applicable | | | | |
| No. of Shareholders attended the meeting through Video Conferencing / Other Audio Visual Means | | | | | | 41 | | | | |
| Promoters and Promoter Group | | | | | | 8 | | | | |
| Public | | | | | | 33 | | | | |
| Agenda-wise disclosure - Resolution No. 2. Reappointment of Mr. Arvind Kumar as a director liable to retire by rotation | | | | | | | | | | |
| Resolution required: (Ordinary / Special) | | | | | | Ordinary | | | | |
| Whether promoter / promoter group are interested in the agenda/resolution? | | | | | | No | | | | |
| Category | Mode of Voting | No. of Shares held | No. of votes polled | No. of votes polled (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group) | % of votes polled on outstanding shares (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group) | No. of Votes - in favour | No. of Votes - in favour (in terms of SEBI Order dated 4.6.2013 w.r.t. Promoters & Promoter Group) | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2a) | (2)/(@39.41% for promoters) | (3)=[(2)/(1)]*100*39.41 | (4a) | (4) (@39.41% for promoters) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 4772960 | 2263953 | 892224 | 18.6933 | 2263953 | 892224 | | 100.0000 | 0.0000 |
| | Poll (E-voting during AGM) | | | | | | | | | |
| | Postal Ballot | | | | | | | | | |
| | Total # | 4772960 | 2263953 | 892224 | 18.6933 | 2263953 | 892224 | | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | | | | | | | | |
| | Poll (E-voting during AGM) | | | | | | | | | |
| | Postal Ballot | NA | | | | | | | | |
| | Total | | | | | | | | | |
| Public Non Insitutions | E-Voting | 627040 | 47208 | 47208 | 7.5287 | 47208 | 47208 | 0 | 100.0000 | 0.0000 |
| | Poll (E-voting during AGM) | | 16 | 16 | 0.0026 | 1 | 1 | 15 | 6.2500 | 93.7500 |
| | Postal Ballot | | | | | | | | | |
| | Total | 627040 | 47224 | 47224 | 7.5313 | 47209 | 47209 | 15 | 99.9682 | 0.0318 |
| Total | | 5400000 | 2311177 | 939448 | 17.3972 | 2311162 | 939433 | 15 | 99.9984 | 0.0016 |

Note: Due to non-compliance of Minimum Public Shareholding requirement, SEBI vide its order No. WTM/PS/08/CFD/JUNE/2013 dated 4.6.2013 has put partial restriction on voting rights of promoters & promoter Group. Accordingly, the shareholding pattern of the company for the year under review is as under:

1. Promoter & Promoter Group (4772960 Equity Shares of Rs. 10/- each)-A
2. Public-Others (627040 Equity Shares of Rs. 10 each)-B
3. total (5400000 Equity shares of Rs. 10/- each)-C
4. Promoters Equity as per SEBI Order - **1881120** Equity Shares - D



Percentage of Promoters Equity as per SEBI Order $\{(D/A*100)=\%0\}$: $1881120/4772960*100 = 39.41\%$

DEEPAK BANSAL & ASSOCIATES

Company Secretaries

Flat No.1601, 16th Floor, Tower M, Arihant Arden, Plot No.GH-07A,
Sector 01, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh-201318
Ph.: 98991 67774; Email: csdeepakbansal@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as Amended]

To,
The Chairman
U. P Hotels Limited
1101, Surya Kiran,
19, K. G. Marg,
New Delhi-110001

Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at 59th Annual General Meeting of the members of U. P. Hotels Limited

| | |
|-----------------------------|--|
| Name of the Company | U. P. Hotels Limited |
| CIN | L55101DL1961PLC017307 |
| Meeting | Annual General Meeting |
| Day, Date & Time | Friday, 25 th September, 2020 at 2.30 p.m. |
| Deemed Venue | Registered office situated at 1101, Surya Kiran, 19, K. G. Marg, New Delhi -110001 |
| Mode | Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") |

Dear Sir,

1. I, Deepak Bansal, Practicing Company Secretary (Proprietor of Deepak Bansal & Associates, Company Secretaries having office at Flat No.1601, 16th Floor, Tower M, Arihant Arden, Plot No.GH-07A, Sector 01, Greater Noida, Gautam Buddha Nagar, Uttar Pradesh-201318 was appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 59th Annual General Meeting ("AGM") of U. P. Hotels Limited (hereinafter referred to as "the Company") scheduled on Friday the 25th September, 2020 at 02:30 p.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to the General Circular number 14/2020, 17/2020 and 20/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) without the physical presence of the shareholders at common venue. Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system provided by National Securities Depository Limited ("NSDL").



2. The company has not complied with the Minimum Public Shareholding requirement as per Securities & Exchange Board of India (SEBI) Order No. WTNI/PS/08/CFD/JUNE/2013 dated 04.06.2013. As per this SEBI Order, the Promoters shareholding has been taken as three times the shareholding of the general public for remote e-voting at NSDL and e-voting at Annual General Meeting and the same has been shown separately in the remote e-voting and e-voting at AGM. The Shareholding Pattern of the Company for the year under review is as under:

- Promoter & Promoter Group (4772960 Equity Shares of Rs.10 Each): - A
 - Public-Others (627040 Equity Shares of Rs.10 Each): - B
 - Total (5400000 Equity Shares of Rs.10 Each): - C
 - Promoters Equity as per SEBI Order (1881120): - D
- Percentage of Promoters Equity as per SEBI Order $[(D/A*100)=\%]$
 $(1881120/4772960*100) = 39.41\%$

3. The Company has informed that on the basis of Register of Members, it has completed dispatch of Notice of AGM and Annual Report on 27th August 2020 by e-mail (who had registered their email ids). This is in compliance with the General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs & SEBI Circular No. SEBI/ HO/ CFD/ CMD 1/ CIR/ Pf 2020/ 79 dated May 12, 2020.

4. Voting rights were reckoned as on Friday, 18th September 2020, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.

5. The Company appointed NSDL as the agency for providing the platform for remote e-voting platform and e-voting at the AGM.

6. Remote e-voting platform was open from 9.00 a.m. (IST) on Tuesday, 22nd September, 2020 till 5.00 p.m. (IST) on Thursday, 24th September, 2020, and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform.

7. In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.

8. Accordingly, NSDL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

9. On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.



10. Results:

I observe that:

- 2 Members had cast their votes through e-voting at the AGM;
- 54 Members had cast their votes through remote e-voting.
- 41 members attended the Annual General Meeting through Video Conferencing Mode.

As required, I submit herewith my Consolidated Report on the results of remote e-voting and e-voting at AGM as under:

| | Promoters* | | | | | Public* | | | | | All Shareholders* | | | | |
|-----------------------------------|-----------------|---------|---------------------|---------|-----------|-----------------|---------|-----------------|---------|--------------|-------------------|---------|-----------------|---------|----------------|
| | remote e-voting | | e-voting during AGM | | Total | remote e-voting | | e-voting at AGM | | Total | remote e-voting | | e-voting at AGM | | Total |
| | in favor | against | in favor | against | | in favor | against | in favor | against | | in favor | against | in favor | against | |
| Total no. of members voted | 13 | 0 | 0 | 0 | 13 | 41 | 0 | 1 | 1 | 43 | 54 | 0 | 1 | 1 | 56 |
| Total no. of votes cast | 2263953 | 0 | 0 | 0 | 2263953 | 47208 | 0 | 1 | 15 | 47224 | 2311161 | 0 | 1 | 15 | 2311177 |

* The voting pattern of the members for the resolutions no. 1 and 2 as mentioned in the Notice of AGM dated 19th July 2020 are same.

Resolution- 01: Adoption of Audited Financial Statements, Boards' Report and Auditor's Report for the Financial Year ended March 31, 2020 (Ordinary Resolution).

i. Votes in favour of the Resolution:

| Particulars | Category | Number of members present and voting | Number of votes cast | % of total number of valid votes cast | Total number of votes cast including Promoter Group as per SEBI Order dated 04.06.2013 | Total % of total number of valid vote cast including Promoter Group as per SEBI Order dt. 04.06.2013 |
|-----------------|------------------------------|--------------------------------------|----------------------|---------------------------------------|--|--|
| Remote E-Voting | Promoter and Promoter Group | 13 | 2263953 | 97.956 | 892224 | 94.974 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0 |
| | Public Others | 41 | 47208 | 2.042 | 47208 | 5.025 |
| E-Voting at AGM | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0.00 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0.00 |

| | | | | | | |
|-------------------------|---------------|-----------|----------------|---------------|---------------|---------------|
| | Public Others | 1 | 1 | 0 | 1 | 0.00 |
| Total | | 55 | 2311162 | 99.998 | 939432 | 99.999 |
| Total Votes Cast | | | 2311177 | | 939447 | |

ii. Votes against the Resolution

| Particulars | Category | Number of members present and voting | Number of votes cast | % of total number of valid votes cast | Total number of votes cast including Promoter Group as per SEBI Order dated 04.06.2013 | Total % of total number of valid vote cast including Promoter Group as per SEBI Order dt. 04.06.2013 |
|-------------------------|------------------------------|--------------------------------------|----------------------|---------------------------------------|--|--|
| E-Voting | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0 |
| | Public Others | 0 | 0 | 0 | 0 | 0 |
| E-Voting | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0 |
| | Public Others | 1 | 15 | 0 | 15 | 0 |
| Total | | 1 | 15 | 0 | 15 | 0.001 |
| Total Votes Cast | | | 2311177 | | 939447 | |

iii. Invalid Votes

| Particulars | Category | Number of members present and voting | Number of votes cast | % of total number of valid votes cast | Total number of votes cast including Promoter Group as per SEBI Order dated 04.06.2013 | Total % of total number of valid vote cast including Promoter Group as per SEBI Order dt. 04.06.2013 |
|-------------|------------------------------|--------------------------------------|----------------------|---------------------------------------|--|--|
| E-Voting | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0.00 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0.00 |
| | Public | 0 | 0 | 0 | 0 | 0.00 |

| | | | | | | |
|--------------|------------------------------|----------|----------|----------|----------|-------------|
| | Others | | | | | |
| E-Voting | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0.00 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0.00 |
| | Public Others | 0 | 0 | 0 | 0 | 0.00 |
| Total | | 0 | 0 | 0 | 0 | 0.00 |

NOTE: All percentage (%) are calculated with reference to valid promoter group votes i.e. only 39.41% of total votes of promoter group.

Resolution- 02: Appointment of Mr. Arvind Kumar as a director liable to retire by rotation (Ordinary Resolution).

i. Votes in favour of the Resolution:

| Particulars | Category | Number of members present and voting | Number of votes cast | % of total number of valid votes cast | Total number of votes cast including Promoter Group as per SEBI Order dated 04.06.2013 | Total % of total number of valid vote cast including Promoter Group as per SEBI Order dt. 04.06.2013 |
|-------------------------|------------------------------|--------------------------------------|----------------------|---------------------------------------|--|--|
| Remote E-Voting | Promoter and Promoter Group | 13 | 2263953 | 97.956 | 892224 | 94.974 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0 |
| | Public Others | 41 | 47208 | 2.042 | 47208 | 5.025 |
| E-Voting at AGM | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0.00 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0.00 |
| | Public Others | 1 | 1 | 0 | 1 | 0.00 |
| Total | | 55 | 2311162 | 99.998 | 939432 | 99.999 |
| Total Votes Cast | | | 2311177 | | 939447 | |

ii. Votes against the Resolution

| Particulars | Category | Number of members present and voting | Number of votes cast | % of total number of valid votes cast | Total number of votes cast including Promoter Group as per SEBI | Total % of total number of valid vote cast including Promoter |
|-------------|----------|--------------------------------------|----------------------|---------------------------------------|---|---|
|-------------|----------|--------------------------------------|----------------------|---------------------------------------|---|---|

| | | | | | Order dated 04.06.2013 | Group as per SEBI Order dt. 04.06.2013 |
|-------------------------|------------------------------|----------|----------------|----------|---------------------------|--|
| E-Voting | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0 |
| | Public Others | 0 | 0 | 0 | 0 | 0 |
| E-Voting | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0 |
| | Public Others | 1 | 15 | 0 | 15 | 0 |
| Total | | 1 | 15 | 0 | 15 | 0.001 |
| Total Votes Cast | | | 2311177 | | 939447 | |

iii. Invalid Votes

| Particulars | Category | Number of members present and voting | Number of votes cast | % of total number of valid votes cast | Total number of votes cast including Promoter Group as per SEBI Order dated 04.06.2013 | Total % of total number of valid vote cast including Promoter Group as per SEBI Order dt. 04.06.2013 |
|--------------|------------------------------|--------------------------------------|----------------------|---------------------------------------|--|--|
| E-Voting | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0.00 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0.00 |
| | Public Others | 0 | 0 | 0 | 0 | 0.00 |
| E-Voting | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0.00 |
| | Public Institutional holders | 0 | 0 | 0 | 0 | 0.00 |
| | Public Others | 0 | 0 | 0 | 0 | 0.00 |
| Total | | 0 | 0 | 0 | 0 | 0.00 |

NOTE: All percentage (%) are calculated with reference to valid promoter group votes i.e. only 39.41 % of total votes of promoter group.

Based on the aforesaid results, we report that 02 Ordinary Resolutions as set out in Item Nos. 1 to 2 of the Notice of the AGM dated 19th July, 2020 have been passed with the requisite majority.

Yours faithfully,

For **Deepak Bansal & Associates**
Company Secretaries
(UIN: S2007DE093100)



(Deepak Bansal)
Proprietor
FCS: 3736, C.P No.7433
UDIN: F003736B000785198



Dated: 27th September, 2020
Place: Noida, Uttar Pradesh