



A.G.G. & Associates

Company Secretaries

(Peer Reviewed Certified CS Firm)

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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 / Jt. Managing Director
M/s. U P HOTELS LIMITED
1101, Surya Kiran Building,
19 Kasturba Gandhi Marg,
New Delhi-110001

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date and poll on items of the notice as transacted at the 56th Annual General Meeting of the members of U P HOTELS LIMITED held on Monday the 25th day, of September 2017 at 2.30 P.M. at Modi Hall, PHD House, Opposite Asian Games Village, New Delhi-110016

1. APPOINTMENT AS SCRUTINIZER

I, AMAR GOPAL GAMBHIR, Practicing Company Secretary (Membership No FCS 3668, CP No:3653), Proprietor of AGG & ASSOCIATES, Company Secretaries having office at 21/16, 2nd floor, West Patel Nagar, New Delhi- 110008 was appointed as the Scrutinizer by:

a. The Board of the Directors of U P HOTELS LIMITED (herein after referred to as the "Company") for the purpose of scrutinizing the Remote e-voting process under the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and

b. By the Chairman of the AGM on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Companies (Management & Administration) Rules, 2014 on the resolutions contained in the Notice to the Board Meeting of the Company held on 8th day of August, 2017 at A-7, Basement, Neeti Bagh, New Delhi 110049 including the resolution added in compliance of sec. 160 of the Companies Act, 2013 at a later date as on 05th day of September, 2017.

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II. The compliance with the requirements of the Companies Act, 2013 Act and Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice to the 56th Annual General Meeting of the Company is responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the votes cast "in favour" or "against" if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL), to provide e-voting facilities for Remote e-voting and Skyline Financial Services Pvt. Ltd., the Registrar and Transfer Agents of the Company at the time of poll at AGM.

III. The company has not complied with the Minimum Public Shareholding requirement as per Securities & Exchange Board of India (SEBI) Order No. WTM/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 E-voting at NSDL and Poll at Annual General Meeting and the same has been shown separately in the e-voting and poll. 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 $[(D/A*100)=\%]$
 $(1881120/4772960*100) = 39.41\%$

2. CUT-OFF DATE

The company has closed its register of members for the year under review from Monday, 18th September, 2017 to Monday, 25th September, 2017 (both days inclusive) and the cut-off date has been fixed as 18th September 2017.

3. REMOTE E-VOTING

Remote e-voting platform remained open from 22th September, 2017 at 9.30 A.M. (IST) to 24th September, 2017 at 5.00 P.M. (IST) and members were given an option to cast their vote electronically conveying their assent or dissent in respect of the Ordinary and/or Special Resolution, on the e-voting platform provided by NSDL.

4. VOTING AT THE AGM

4.1 After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence.

4.2 The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Skyline Financial Services Pvt. Ltd., the Registrar and Transfer Agent of the Company.

4.3 The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.



4.4 The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Ms. Shivani Gupta and Ms. Manita Shrestha who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


 (Shivani Gupta)


 (Manita Shrestha)

5. RESULTS:

I observed that

- 62 Members (in person/proxies) had cast their votes through poll conducted at the Annual General meeting.
- 11 Members had cast their votes through remote e-voting.

As required I submit herewith my consolidated report on the results of Remote e-voting together with that of poll as under:

RESOLUTION NO 1: Adoption of Balance Sheet, Statement of Profit and Loss and cash flow statement and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2017

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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	6	628942	16.58	247866	16.39
	Public – Institutional holders	0	0	0	0	0
	Public- Others	5	54	0.009	54	0.006
Poll at the AGM	Promoter and Promoter Group	28	3135906	82.67	1235860	81.74





	Public – Institutional holders	0	0	0	0	0
	Public- Others	29	28170	0.74	28170	1.86
Total		68	3793072	100	1511950	100

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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
Poll at the AGM	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



(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of invalid votes against total no. of votes cast	Total Number of invalid votes Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of invalid vote 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
Poll at the AGM	Promoter and Promoter Group	2	44070	1.15	17368	1.13
	Public – Institutional holders	0	0	0	0	0.00
	Public- Others	2	3	0.00	3	0.00
Total		4	44073	1.15*	17371	1.13*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**



RESOLUTION NO 2: Appointment of Mrs. Supriya Gupta as a director liable to retire by rotation

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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	6	628942	13.64	247866	13.51
	Public – Institutional holders	0	0	0	0	0
	Public- Others	5	54	0.012	54	0.09
Poll at the AGM	Promoter and Promoter Group	29	3954430	85.75	1558440	84.95
	Public – Institutional holders	0	0	0	0	0
	Public- Others	29	28170	0.61	28170	1.54
Total		69	4611596	100	1834530	100

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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
Poll at the AGM	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

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of invalid votes against total no. of votes cast	Total Number of invalid votes Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of invalid vote 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
Poll at the AGM	Promoter and Promoter Group	2	44070	0.95	17368	0.94
	Public – Institutional holders	0	0	0	0	0.00
	Public-Others	2	3	0.00	3	0.00
Total		4	44073	0.95*	17371	0.94*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**



RESOLUTION NO 3: Appointment of Auditor. M/s. Satinder Goyal & Co., Chartered Accountants, as Statutory Auditors of the Company.

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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	6	628942	13.64	247866	13.51
	Public – Institutional holders	0	0	0	0	0
	Public- Others	5	54	0.012	54	0.09
Poll at the AGM	Promoter and Promoter Group	29	3954430	85.75	1558440	84.95
	Public – Institutional holders	0	0	0	0	0
	Public- Others	29	28170	0.61	28170	1.54
Total		69	4611596	100	1834530	100

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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
Poll at the AGM	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

(III) Invalid Votes

Particulars	Category	Number of members present and voting(in person or by proxy)/e- voting	Number of votes Cast	% of total number of invalid votes against total no. of votes cast	Total Number of invalid votes Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of invalid vote 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
Poll at the AGM	Promoter and Promoter Group	2	44070	0.95	17368	0.94
	Public – Institutional holders	0	0	0	0	0.00
	Public- Others	2	3	0.00	3	0.00
Total		4	44073	0.95*	17371	0.94*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast(i.e. favour, against and invalid)**



RESOLUTION NO 4: Re-Appointment of Mr. Apurv Kumar as Joint Managing Director and Chief Financial officer for a period of one year w.e.f 15th day of May, 2017 and fixation of remuneration thereof.

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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	6	628942	13.65	247866	13.52
	Public – Institutional holders	0	0	0	0	0
	Public-Others	5	54	0.001	54	0.0029
Poll at the AGM	Promoter and Promoter Group	29	3951730	85.74	1557376	84.94
	Public – Institutional holders	0	0	0	0	0
	Public-Others	29	28170	0.611	28170	1.54
Total		69	4608896	100	1833466	100

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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
Poll at the AGM	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

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of invalid votes against total no. of votes cast	Total Number of invalid votes Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of invalid vote 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
Poll at the AGM	Promoter and Promoter Group	2	44070	0.95	17368	0.94
	Public – Institutional holders	0	0	0	0	0.00
	Public-Others	2	3	0.00006	3	0.0001
Total		4	44073	0.95006	17371	0.9401

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**



RESOLUTION NO 5: Re-Appointment of Mr. Rupak Kumar as Joint Managing Director & Chief Financial Officer for a period of one year with effect from 15th May, 2017 and fixation of remuneration thereof.

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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	5	396146	8.59	156121	8.51
	Public – Institutional holders	0	0	0	0	0
	Public- Others	5	54	0.0012	54	0.0029
Poll at the AGM	Promoter and Promoter Group	29	3951730	85.74	1557377	84.95
	Public – Institutional holders	0	0	0	0	0
	Public- Others	29	28170	0.611	28170	1.54
Total		69	4376100	94.95	1741722	95.00

***Note: Percentage of Votes are calculated on the basis of total no. of valid votes cast(i.e. favour and against)**



(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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	1	232796	5.05	91745	5.00
	Public – Institutional holders	0	0	0	0	0.00
	Public- Others	0	0	0	0	0
Poll at the AGM	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		1	232796	5.05	91745	5.00

***Note: Percentage of Votes are calculated on the basis of total no. of valid votes cast (i.e. favour and against)**



(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of invalid votes against total no. of votes cast	Total Number of invalid votes Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of invalid vote 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
Poll at the AGM	Promoter and Promoter Group	2	44070	0.95	17368	0.938
	Public – Institutional holders	0	0	0	0	0.00
	Public- Others	2	3	0.00006	3	0.00016
Total		4	44073	0.95006	17371	0.93816

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**



RESOLUTION NO 6: Regularization of Mr. Shafi Alam as a Director of the Company

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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	6	628942	13.65	247866	13.52
	Public – Institutional holders	0	0	0	0	0
	Public- Others	5	54	0.001	54	0.0029
Poll at the AGM	Promoter and Promoter Group	29	3951730	85.74	1557376	84.94
	Public – Institutional holders	0	0	0	0	0
	Public- Others	29	28170	0.611	28170	1.54
Total		69	4608896	100	1833466	100

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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
Poll at the AGM	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

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of invalid votes against total no. of votes cast	Total Number of invalid votes Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of invalid vote 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
Poll at the AGM	Promoter and Promoter Group	2	44070	0.95	17368	0.94
	Public – Institutional holders	0	0	0	0	0.00
	Public-Others	2	3	0.00006	3	0.0001
Total		4	44073	0.95006	17371	0.9401

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**



RESOLUTION NO 7: Appointment of Mr. Shafi Aslam as an Independent Director of the Company to hold office upto 2 (two) consecutive years commencing from 12.05.2017

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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	6	628942	13.65	247866	13.52
	Public – Institutional holders	0	0	0	0	0
	Public- Others	5	54	0.001	54	0.0029
Poll at the AGM	Promoter and Promoter Group	29	3951730	85.74	1557376	84.94
	Public – Institutional holders	0	0	0	0	0
	Public- Others	29	28170	0.611	28170	1.54
Total		69	4608896	100	1833466	100

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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
Poll at the AGM	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

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of invalid votes against total no. of votes cast	Total Number of invalid votes Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of invalid vote 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
Poll at the AGM	Promoter and Promoter Group	2	44070	0.95	17368	0.94
	Public – Institutional holders	0	0	0	0	0.00
	Public-Others	2	3	0.00006	3	0.0001
Total		4	44073	0.95006	17371	0.9401

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**



RESOLUTION NO 8: Alteration of Articles of Association of the Company

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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	6	628942	13.65	247866	13.52
	Public – Institutional holders	0	0	0	0	0
	Public- Others	5	54	0.001	54	0.0029
Poll at the AGM	Promoter and Promoter Group	29	3951730	85.74	1557376	84.94
	Public – Institutional holders	0	0	0	0	0
	Public- Others	29	28170	0.611	28170	1.54
Total		69	4608896	100	1833466	100

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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



Poll at the AGM	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

(III) Invalid Votes

Particulars	Category	Number of members present and voting (in person or by proxy)/e-voting	Number of votes Cast	% of total number of invalid votes against total no. of votes cast	Total Number of invalid votes Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of invalid vote 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
Poll at the AGM	Promoter and Promoter Group	2	44070	0.95	17368	0.94
	Public – Institutional holders	0	0	0	0	0.00
	Public-Others	2	3	0.00006	3	0.0001
Total		4	44073	0.95006	17371	0.9401

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**



RESOLUTION NO 9: TO APPOINT MR. UPENDRA GUPTA AS A DIRECTOR

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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	6	628942	13.65	247866	13.52
	Public – Institutional holders	0	0	0	0	0
	Public- Others	5	54	0.0012	54	0.0029
Poll at the AGM	Promoter and Promoter Group	0	0	0	0	0
	Public – Institutional holders	0	0	0	0	0
	Public- Others	5	29	0.0006	29	0.0016
Total		16	629025	13.6518	247949	13.52

***Note: Percentage of Votes are calculated on the basis of total no. of valid votes cast(i.e. favour and against)**

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 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
Poll at the AGM	Promoter and Promoter Group	29	3951730	85.75	1557377	84.96
	Public – Institutional holders	0	0	0	0	0.00
	Public- Others	22	27810	0.60	27810	1.52
Total		51	3979540	86.35	1585187	86.48

***Note: Percentage of Votes are calculated on the basis of total no. of valid votes cast(i.e. favour and against)**

(III) Invalid Votes

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of invalid votes against total no. of votes cast	Total Number of invalid votes Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of invalid vote 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
Poll at the AGM	Promoter and Promoter Group	2	44070	0.95	17368	0.94
	Public – Institutional holders	0	0	0	0	0.00
	Public- Others	2	3	.00004	3	0.00016
Total		4	44073	0.950	17371	0.94016

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast(i.e. favour, against and invalid)**



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

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You
Yours Faithfully,

FOR AGG & ASSOCIATES
Company Secretaries



AMAR GOPAL GAMBHIR (Prop)
(Scrutinizer)
Practicing Company Secretary
CP: 3653 Membership No: FCS 3668

Date: 27-09-2017
Place: NEW DELHI