



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,

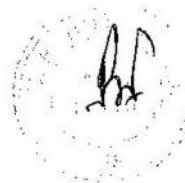
Subject: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date and poll on items of the notice as transacted at the 54th Annual General Meeting of the members of U P HOTELS LIMITED held on 18th day, of March 2017 at 9.30 A.M. at PHD House, Opposite Asian Games Village, New Delhi-110016

1. APPOINTMENT AS SCRUTINIZER

I, 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 20th day of February, 2017 at PHD House, Opposite Asian Games Village, New Delhi-110016.



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 54th 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 not closed its register of members for the year under review but the cut-off date has been fixed as 25th September 2015.

3. REMOTE E-VOTING

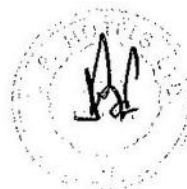
Remote e-voting platform remained open from 15th March, 2017 at 9.30 A.M. (IST) to 17th March, 2017 at 5.00 P.M. (IST) and members were given an option to cast their vote electronically conveying their assent or dissent in respect of the Ordinary and/or Special Resolution, on the e-voting platform provided 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. Rupal Gambhir and Ms. Kumari Anugaya who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


 (Rupal Gambhir)


 (Kumari Anugaya)

5. RESULTS:

I observed that

- a) 40 Members(in person/proxies) had cast their votes through poll conducted at the Annual General meeting.
- b) 2 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, 2015

(I) Voted in favour of the Resolution

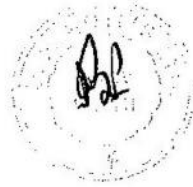
Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of valid vote cast Including Promoter Group As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	0	0	0	0	0
	Public – Institutional holders	0	0	0	0	0
	Public-Others	2	141	0.013	141	0.026
Poll at the AGM	Promoter and Promoter Group	13	1603161	99.97	631806	99.93



	Public – Institutional holders	0	0	0	0	0
	Public- Others	27	281	0.017	281	0.044
Total		42	1603583	100	632228	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 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	5	8311	1.31	NA	NA
Total		5	8311	1.31	NA	NA

RESOLUTION NO 2: Declaration of final dividend on Equity Shares for year ended 31st March 2015**(I) Voted in favour of the Resolution**

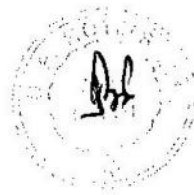
Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of valid vote cast Including Promoter Group As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	0	0	0	0	0
	Public – Institutional holders	0	0	0	0	0



	Public-Others	2	141	0.013	141	0.026
Poll at the AGM	Promoter and Promoter Group	13	1603161	99.97	631806	99.93
	Public – Institutional holders	0	0	0	0	0
	Public-Others	27	281	0.017	281	0.044
Total		42	1603583	100	632228	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 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	5	8311	1.31	NA	NA
Total		5	8311	1.31	NA	NA

RESOLUTION NO 3: Ratification of Appointment of Auditor M/s Ray & Ray, 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	0	0	0	0	0



	Public – Institutional holders	0	0	0	0	0
	Public-Others	2	141	0.013	141	0.026
Poll at the AGM	Promoter and Promoter Group	13	1603161	99.97	631806	99.93
	Public – Institutional holders	0	0	0	0	0
	Public-Others	27	281	0.017	281	0.044
Total		42	1603583	100	632228	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 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	5	8311	1.31	NA	NA
Total		5	8311	1.31	NA	NA

RESOLUTION NO 4: Re-Appointment and fixation of remuneration of Late Shri Birendra Kumar, Chairman, Managing Director and Chief Financial officer for a period of one year w.e.f 15th day of May, 2015 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	0	0	0	0	0



	Public – Institutional holders	0	0	0	0	0
	Public-Others	1	1	0.003	1	0.006
Poll at the AGM	Promoter and Promoter Group	13	1603161	99.98	631806	99.95
	Public – Institutional holders	0	0	0	0	0
	Public-Others	27	281	0.017	281	0.044
Total		41	1603443	100	632088	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	1	140	0.022	NA	NA
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	140	0.022	NA	NA



(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 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	5	8311	1.31	NA	NA
Total		5	8311	1.31	NA	NA

RESOLUTION NO 5: Re-Appointment of Shri Apurv Kumar as Joint Managing Director & Chief Financial Officer for a period of one year with effect from 15th May, 2015 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	0	0	0	0	0



	Public Institutional holders	0	0	0	0	0
	Public-Others	1	1	0.003	1	0.006
Poll at the AGM	Promoter and Promoter Group	13	1603161	99.98	631806	99.95
	Public Institutional holders	0	0	0	0	0
	Public-Others	27	281	0.017	281	0.044
Total		41	1603443	100	632088	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	1	140	0.022	NA	NA
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	140	0.022	NA	NA



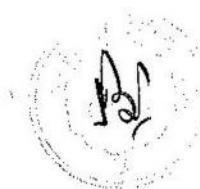
(III) Invalid Votes

Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of 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	5	8311	100	8311	100
Total		5	8311	100	8311	100

RESOLUTION NO 6: Re-appoint of Shri Rupak Gupta as Joint Managing Director & Chief Financial Officer for a period of one year with effect from 15th May, 2015 and fixation of remuneration thereof.

(I) Voted in favour of the Resolution

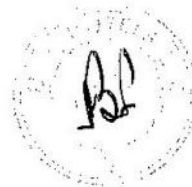
Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of valid vote cast Including Promoter Group As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	0	0	0	0	0



	Public – Institutional holders	0	0	0	0	0
	Public-Others	1	1	0.003	1	0.006
Poll at the AGM	Promoter and Promoter Group	13	1603161	99.98	631806	99.95
	Public – Institutional holders	0	0	0	0	0
	Public-Others	27	281	0.017	281	0.044
Total		41	1603443	100	632088	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	1	140	0.022	NA	NA
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	140	0.022	NA	NA



(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 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	5	8311	1.31	NA	NA
Total		5	8311	1.31	NA	NA

RESOLUTION NO 7: Re-appoint of Smt. Supriya Gupta as Executive Director for a period of one year w.e.f. 15th May, 2015 and fixation of remuneration thereof.

(I) Voted in favour of the Resolution

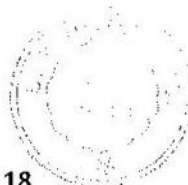
Particulars	Category	Number of members present and voting(in person or by proxy)/e-voting	Number of votes Cast	% of total number of valid vote cast	Total Number of valid votes Cast Including Promoter Group As per SEBI Order dt: 04.06.2013	Total % of total number of valid vote cast Including Promoter Group As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	0	0	0	0	0



	Public – Institutional holders	0	0	0	0	0
	Public-Others	2	141	0.013	141	0.026
Poll at the AGM	Promoter and Promoter Group	13	1603161	99.97	631806	99.93
	Public – Institutional holders	0	0	0	0	0
	Public-Others	25	278	0.017	278	0.044
Total		40	1603580	100	632225	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 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	5	8311	1.31	NA	NA
Total		5	8311	1.31	NA	NA

NOTE: All Percentage (%) are calculated with reference to valid promoter group votes i.e. only 39.14% of total votes of promoter group.

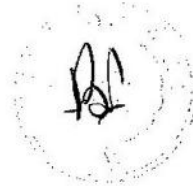
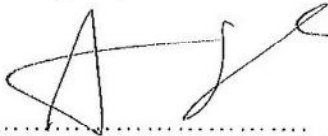


6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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: 19-03-2017
Place: NEW DELHI.