

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
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 53rd Annual General Meeting of the members of U P HOTELS LIMITED held on 30TH day, of September 2016 at 2 P.M. at PHD House, Opposite Asian Games Village, New Delhi-110016 for the Financial Year ended 31st March 2014.

Dear Sir,

1. APPOINTMENT AS SCRUTINIZER

I. I, SANJAY JINDAL, Practicing Company Secretary (Membership No FCS 4412, CP No:9653), Proprietor of SANJAY JINDAL & ASSOCIATES, Company Secretaries having office at UG-CS-36 ANSAL PLAZA VAISHALI GHAZIABAD UP 201010 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 Annual General Meeting (AGM) of the Company held on 30TH day, of September 2016 at 2 p.m. 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 53rd 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 19th September 2014

3. REMOTE E-VOTING

Remote e-voting platform remained open from 27th September 2016 at 9.30 A.M. (IST) to 29th September 2016 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.

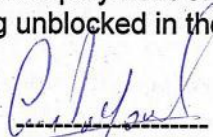
4. VOTING AT THE AGM

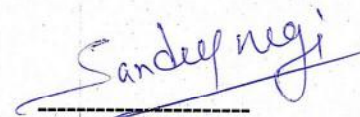
4.1 After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence.

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 Mr. Govinda Goyal and Mr. Sandeep Negi and who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(Govinda Goyal)


(Sandeep Negi)

5. RESULTS:

I observed that

- a) 17 Members had cast their votes through poll conducted at the Annual General meeting.





b) 15 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, 2014

(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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	10	365080	24.69	143878	24.38
	Public – Institutional holders	0	0	0	0	0
	Public-Others	5	8152	0.55	8152	1.38
Poll at the AGM	Promoter and Promoter Group	7	1100925	74.46	433875	73.50
	Public – Institutional holders	0	0	0	0	0
	Public-Others	10	4362	0.3	4362	0.74
Total		32	1478519	100	590267	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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	0	0	0	0	0.00

BC



	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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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

RESOLUTION NO 2: Declaration of final dividend on Equity Shares for year ended 31st March 2014

(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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	10	365080	24.69	143878	24.38
	Public – Institutional holders	0	0	0	0	0
	Public-Others	5	8152	0.55	8152	1.38
Poll at the AGM	Promoter and Promoter Group	7	1100925	74.46	433875	73.50
	Public – Institutional holders	0	0	0	0	0
	Public-Others	10	4362	0.3	4362	0.74
Total		32	1478519	100	590267	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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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

BB



05 of 15

	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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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

RESOLUTION NO 3: Appointment and fix remuneration of 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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast As per SEBI Order dt: 04.06.2013
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E-Voting	Promoter and Promoter Group	10	365080	24.69	143878	24.38
	Public – Institutional holders	0	0	0	0	0
	Public-Others	5	8152	0.55	8152	1.38
Poll at the AGM	Promoter and Promoter Group	7	1100925	74.46	433875	73.50
	Public – Institutional holders	0	0	0	0	0
	Public-Others	10	4362	0.3	4362	0.74
Total		32	1478519	100	590267	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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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

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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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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

RESOLUTION NO 4: Re-fixation and approval remuneration of Late Shri Birendra Kumar, Chairman & Managing Director for Financial Year 2012-2013

(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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	10	365080	24.69	143878	24.38
	Public – Institutional holders	0	0	0	0	0
	Public-Others	5	8152	0.55	8152	1.38
Poll at the AGM	Promoter and Promoter Group	7	1100925	74.46	433875	73.50

BI



	Public – Institutional holders	0	0	0	0	0
	Public-Others	10	4362	0.3	4362	0.74
Total		32	1478519	100	590267	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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	0	0	0	0	0.00

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	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

RESOLUTION NO 5: Re-fixation and approval of remuneration of Shri Apurv Kumar, Joint Managing Director for Financial Year 2012-2013

(I) Voted in favour of the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)	Number of votes Cast	% of total number of valid vote cast	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	10	365080	24.98	143878	24.68
	Public – Institutional holders	0	0	0	0	0
	Public-Others	5	8152	0.56	8152	1.40
Poll at the AGM	Promoter and Promoter Group	6	1084925	74.24	427569	73.36
	Public – Institutional holders	0	0	0	0	0
	Public-Others	8	3242	0.22	3242	0.56
Total		29	1461399	100	582841	100

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)	Number of votes Cast	% of total number of valid vote cast	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and	0	0	0	0	0.00

BA



	Promoter Group					
	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	1	16000	93.46	6306	84.92
	Public – Institutional holders	0	0	0	0	0
	Public-Others	2	1120	6.54	1120	15.08
Total		3	17120	100	7426	100.00

(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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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

RESOLUTION NO 6: Re-fixation and approval of remuneration of Shri Rupak Gupta, Joint Managing Director for financial Year 2012-2013.

(I) Voted in favour of the Resolution

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Particulars	Category	Number of members present and voting (in person or by proxy)	Number of votes Cast	% of total number of valid vote cast	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	10	365080	25.74	143878	25.42
	Public – Institutional holders	0	0	0	0	0
	Public-Others	5	8152	0.57	8152	1.44
Poll at the AGM	Promoter and Promoter Group	5	1042065	73.46	410678	72.57
	Public – Institutional holders	0	0	0	0	0
	Public-Others	8	3242	0.23	3242	0.57
Total		28	1418539	100	565950	100

(II) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)	Number of votes Cast	% of total number of valid vote cast	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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	1	16000	93.46	6306	84.92
	Public – Institutional holders	0	0	0	0	0
	Public-Others	2	1120	6.54	1120	15.08
Total		3	17120	100	7426	100.00

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(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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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

RESOLUTION NO 7: Re-fixation and approval of remuneration of Smt. Supriya Gupta, Executive Director for Financial Year 2012-2013.**(I) Voted in favour of the Resolution**

Particulars	Category	Number of members present and voting (in person or by proxy)	Number of votes Cast	% of total number of valid vote cast	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast As per SEBI Order dt: 04.06.2013
E-Voting	Promoter and Promoter Group	10	365080	25.74	143878	25.42
	Public – Institutional holders	0	0	0	0	0
	Public- Others	5	8152	0.57	8152	1.44
Poll at the AGM	Promoter and Promoter Group	5	1042065	73.46	410678	72.57



	Public – Institutional holders	0	0	0	0	0
	Public-Others	8	3242	0.23	3242	0.57
Total		28	1418539	100	565950	100

(I) Voted against the Resolution

Particulars	Category	Number of members present and voting (in person or by proxy)	Number of votes Cast	% of total number of valid vote cast	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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	1	16000	93.46	6306	84.92
	Public – Institutional holders	0	0	0	0	0
	Public-Others	2	1120	6.54	1120	15.08
Total		3	17120	100	7426	100.00

(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	Number of votes Cast As per SEBI Order dt: 04.06.2013	% of total number of valid vote cast 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

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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


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 SANJAY JINDAL & ASSOCIATES
Company Secretaries**

Sanjay Jindal

SANJAY JINDAL (Prop)
(Scrutinizer)

Practicing Company Secretary
CP: 9653 Membership No: FCS 4412

FOR U. P. HOTELS LIMITED.

R. P. Singh
~~Authorized Signatory~~
Chairman

Dated: 01.10.2016
Place: GHAZIABAD