

U.P. HOTELS LTD.

Registered Office-Cum-Operation Head Quarters
1101, "Surya Kiran", 19, Kasturba Gandhi Marg, New Delhi-110001
Phone : 23722596-8, 23312367, 41510325 • Fax : 91-11-23312990
E-Mail : sales@hotelclarks.in • Website : www.hotelclarksshiraz.com



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September 30, 2013

The Secretary
BSE Ltd.
25th Floor, P J Towers
Dalal Street
Mumbai.

Re: Company Code No. 509960


Sir,

Pursuant to Clause 35A of the Listing Agreement, the voting results in respect of the Annual General Meeting of our company held on 28th September, 2013 is given in Annexure I.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,


SIDHARTH GHATAK
COMPANY SECRETARY

Encl: as above

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ANNEXURE I

VOTING RESULTS IN RESPECT OF ANNUAL GENERAL MEETING OF OUR COMPANY HELD ON 28TH SEPTEMBER, 2013

Date of the AGM : 28th September, 2013

Total number of shareholders on record date : 1245

No. of shareholders present in the meeting either in person or through proxy :

Promoters and Promoter Group : 28
Public : 47

No. of Shareholders attended the meeting through Video conferencing

Promoters and Promoter Group: Nil
Public : Nil

(Agenda-wise)

Details of the Agenda

Resolution No. 1 -

Subject matter of resolution -

To receive and consider the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.

Resolution required : Ordinary
Mode of voting : Show of hands
Resolution passed : Unanimously

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Resolution No. 2 -

Subject matter of resolution –

To declare dividend

Resolution required : Ordinary
Mode of voting : Show of hands
Resolution passed : Unanimously

Resolution No. 3 -

Subject matter of resolution –

To elect a director in place of Shri Rajendra Suraiya, who retires by rotation and being eligible, offers himself for reappointment.

Resolution required : Ordinary
Mode of voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]* 100	No. of Votes - in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group**	4772960	1463259	30.66	324015	1139244	22.14	77.86
Public Institutional Others							
Public-Others	627040	111506	17.78	48457	63049	43.46	56.54
Total	5400000	1574765	39.16	372472	1202293	23.65	76.35

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** The voting rights in respect of excess of proportionate promoter / promoter group shareholding has been restricted as per SEBI order No. WTM/PS/08/CFD/JUNE/2013 dated 4th June, 2013

Resolution No. 4 -

Subject matter of resolution -

To elect a director in place of Shri Mohinder Kapur, who retires by rotation and being eligible, offers himself for reappointment.

Resolution required : Ordinary
Mode of voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group**	4772960	1463259	30.66	324015	1139244	22.14	77.86
Public Institutional Others							
Public-Others	627040	111506	17.78	48457	63049	43.46	56.54
Total	5400000	1574765	29.16	372472	1202293	23.65	76.35

** The voting rights in respect of excess of proportionate promoter / promoter group shareholding has been restricted as per SEBI order No. WTM/PS/08/CFD/JUNE/2013 dated 4th June, 2013

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Resolution No. 5 -

Subject matter of resolution –

To elect a director in place of Shri Arvind Kumar, who retires by rotation and being eligible, offers himself for reappointment.

Resolution required : Ordinary
Mode of voting : Poll

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group**	4772960	1463259	30.66	1463259		100.00	
Public Institutional Others							
Public-Others	627040	105356	16.80	105356		100.00	
Total	5400000	1568615	29.05	1568615		100.00	

** The voting rights in respect of excess of proportionate promoter / promoter group shareholding has been restricted as per SEBI order No. WTM/PS/08/CFD/JUNE/2013 dated 4th June, 2013

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Resolution No. 6 -

Subject matter of resolution –

To appoint auditors and to authorise the Board of Directors to fix their remuneration.

Resolution required : Ordinary
Mode of voting : Show of hands
Resolution passed : Unanimously

Special Business

Resolution No. 7 -

Subject matter of resolution –

“RESOLVED THAT pursuant to provisions of Section 198 , 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government, the company hereby approves the re-fixation of remuneration of Shri Birendra Kumar as Chairman cum Managing Director of the Company for the period from 1st April, 2013 to 14th May 2015 i.e. the remaining period of the tenure of his appointment as Chairman cum Managing Director as set out in the explanatory statement with the liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri Birendra Kumar.”

Resolution required : Special
Mode of voting : Show of hands
Resolution passed : Unanimously

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Resolution No. 8 -

Subject matter of resolution –

“RESOLVED THAT pursuant to provisions of Section 198 , 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, the company hereby approves the re-fixation of remuneration of Shri Apurv Kumar, Joint Managing Director of the Company for the period from 1st April, 2013 to 14th May 2015 i.e. the remaining period of the tenure of his appointment as Joint Managing Director as set out in the explanatory statement with the liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri Apurv Kumar.”

Resolution required : Special
Mode of voting : Show of hands
Resolution passed : Unanimously

Resolution No. 9 -

Subject matter of resolution –

“RESOLVED THAT pursuant to provisions of Section 198 , 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, the company hereby approves the re-fixation of remuneration of Shri Rupak Gupta as Joint Managing Director of the Company for the period from 1st April, 2013 to 14th May 2015 i.e. the remaining period of the tenure of his appointment as Joint Managing Director as set out in the explanatory statement with the liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Shri Rupak Gupta.”

Resolution required : Special
Mode of voting : Show of hands
Resolution passed : Unanimously

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Resolution No. 10 -

Subject matter of resolution –

“RESOLVED THAT pursuant to provisions of Section 198 , 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, the company hereby approves the re-fixation of remuneration of Smt. Supriya Gupta as Executive Director of the Company for the period from 1st April, 2013 to 14th May 2015 i.e. for the remaining period of the tenure of her appointment as Executive Director as set out in the explanatory statement with the liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board of Directors and Smt. Supriya Gupta.”

Resolution required : Special
Mode of voting : Show of hands
Resolution passed : Unanimously

For U P HOTELS LIMITED


SIDHARTH GHATAK
COMPANY SECRETARY