

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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July 23, 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 Extra Ordinary General Meeting of our company held on 23rd July, 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 THE EXTRA ORDINARY GENERAL MEETING OF OUR COMPANY HELD ON 23RD JULY, 2013

Date of the EGM : 23rd July, 2013

Total number of shareholders on record date : 1239

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

Promoters and Promoter Group : 25

Public : 25

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 -

“RESOLVED THAT pursuant to the provisions of Section 94 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the “**Companies Act**”) and all other applicable provisions, if any and the provisions of the Memorandum and Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from ₹ 700,00,000 (Rupees seven crores only) divided into 60,00,000 equity shares of ₹ 10 each and 100,000 preference shares of ₹ 100 each to ₹ 800,00,000 (Rupees eight crores only) divided into 70,00,000 equity shares of ₹ 10 each and 100,000 preference shares of ₹ 100 each.”

“RESOLVED FURTHER THAT appropriate amendments shall be made in Clause 5 of the Memorandum of Association of the Company.”

Resolution required : Ordinary

Mode of voting : Poll

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In case of 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	1635311	34.26	1133328	501983	69.30	30.70
Public Institutional Others							
Public-Others	627040	49290	7.86	47912	1378	97.20	2.80
Total	5400000	1684601	31.20	1181240	503361	70.12	29.88

** 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. 2 -****Subject matter of resolution –**

“RESOLVED THAT in order to ensure compliance with the minimum public shareholding requirements under the Securities Contract (Regulation) Rules, 1957 and as prescribed under Clause 40A of the equity listing agreement entered into by the Company with the BSE Limited, and pursuant to the applicable provisions of the Companies Act, 1956, as amended and Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and subject to the Orders in ongoing proceedings in Civil Court, Lucknow, and pursuant to Article 143 of the Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject further to such terms, conditions, alterations, modifications, changes and variations as may be specified while according such approvals which the Board of Directors of the Company be and is hereby authorised to accept, if it thinks fit, the Company be and is hereby authorised to capitalise upto ₹ 96,39,470 out of [‘Reserves and Surplus Account’] and transferred to share capital account towards issue and allotment of equity shares not exceeding 9,63,947 equity shares of par value ₹ 10/- each, as bonus shares credited as fully paid-up, to members of company, excluding the promoters and promoter group entities of the Company, whose names stand in the Register of Members of the Company or in the respective beneficiary account with their respective depository participants, on such date as the directors may determine, as a ‘Record Date’, for the purpose in the proportion of 31 new fully paid-up equity shares each for every 20 equity shares held by them and that the bonus shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the equity capital of the Company held by each such member/person and not as income and that the said equity shares be issued and allotted, inter-alia, on the following terms and conditions:

- (a) The new equity shares to be issued and allotted as bonus shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the then existing equity shares of the Company, notwithstanding the date or dates of allotment thereof, including entitlement to payment of dividend, if declared, for the financial year in which the same are allotted;
- (b) No letters of allotment shall be issued for the bonus shares and the share certificates in respect thereof shall be delivered within three months from the date of their allotment; and



- (c) The issue and allotment of fully paid-up new equity shares as bonus shares to the extent that they relate to non-residents shall be subject to approval of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof for the time being in force)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of bonus shares as aforesaid or any other matter incidental or consequential thereto.

No fractions, if any arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to the nominee(s) to be appointed by the Board, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

For the purpose of giving effect to this Resolution, the Board or if so authorized by the Board, the Shareholders' Grievance and Share transfer committee be and is hereby authorized to do all such acts/deeds, matters and things including fixing the Record Date for the purpose and give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

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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	1635311	34.26	1121977	513334	68.61	31.39
Public Institutional Others							
Public-Others	627040	34272	5.46	32909	1363	96.02	3.98
Total	5400000	1669583	30.92	1154886	514697	69.17	30.83

** 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

For U P HOTELS LIMITED


SIDHARTH GHATAK
COMPANY SECRETARY