

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 56th (fifty sixth) Annual General Meeting of the members of U P Hotels Limited will be 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 to transact the following business:

Ordinary Business:

1. Adoption of financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and the Auditors thereon.

2. Appointment of Mrs. Supriya Gupta as a director liable to retire by rotation

To appoint a director in place of Mrs. Supriya Gupta (DIN - 00009188), who retires by rotation and being eligible offer herself for re-appointment.

3. Appointment of Auditors

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby appoints M/s. Satinder Goyal & Co., Chartered Accountants (Firm's Registration No. 027334N) as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of 56th Annual General Meeting till the conclusion of the 61st Annual General Meeting of the Company to be held in calendar year 2022, subject to annual ratification by members at every Annual General Meeting, on such remuneration as may be mutually agreed between the Board of Directors and the Auditors."

Special Business:

4. Re-appointment and Fixation of Remuneration of Mr. Apurv Kumar

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 197, 198 and other applicable provisions of the Companies Act, 2013, Schedule V to the Companies Act, 2013 and rules made the Companies Act, 2013, as amended from time to time, consent of the company be and is hereby accorded to re-appoint Mr. Apurv Kumar as Joint Managing Director & Chief Financial Officer of the company for a period of one year with effect from 15th May, 2017 on the terms and conditions, as detailed below:

Salary: Rs. 2,50,000/- per month

Perquisites & Allowances:

In addition to the salary, Mr. Apurv Kumar shall also be entitled to the following perquisites and allowances:

- i) Accommodation (furnished or otherwise) or house rent allowance in lieu thereof;
- ii) Reimbursement of utilities such as gas, water, electricity etc.;
- iii) Reimbursement of medical expenses restricted to one month's salary;
- iv) Fee of clubs;
- v) Personal accident insurance/medical insurance;
- vi) The perquisites and allowances as may be agreed to by the Board of Directors.

The value of such perquisites and allowances shall be restricted to 25% of annual salary.

Mr. Apurv Kumar shall also be entitled to following perquisites which shall not be included in the computation of the aforesaid ceiling on perquisites and allowances:

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- c) Encashment of leave at the end of the tenure.

Mr. Apurv Kumar will not be entitled to any sitting fee for attending meeting of the Board or of any Committee thereof.

The terms and conditions of the said appointment and/or Agreement may be varied/enhanced from time to time by the Board of Directors as it may in its discretion deem fit within the maximum amounts payable to managing and whole-time directors as per schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard.

This will be the minimum remuneration payable to Mr. Apurv Kumar, Joint Managing Director & Chief Financial Officer irrespective of the quantum of profits / loss during the financial year."

5. Re-appointment and Fixation of Remuneration of Mr. Rupak Gupta

To consider and if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 197, 198 and other applicable provisions of the Companies Act, 2013, Schedule V to the Companies Act, 2013 and rules made the Companies Act, 2013, as amended from time to time, consent of the company be and is hereby accorded to re-appoint Mr. Rupak Gupta as Joint Managing Director & Chief Financial Officer of the company for a period of one year with effect from 15th May, 2017 on the terms and conditions, as detailed below:

Salary: Rs. 2,50,000/- per month

Perquisites & Allowances:

In addition to the salary, Mr. Rupak Gupta shall also be entitled to the following perquisites and allowances as given hereunder:

- i) Accommodation (furnished or otherwise) or house rent allowance in lieu thereof;
- ii) Reimbursement of utilities such as gas, water, electricity;
- iii) Reimbursement of medical expenses restricted to one month's salary;
- iv) Fee of clubs;
- v) Personal accident insurance/medical insurance;
- vi) Other perquisites and allowances as may be agreed to by the Board of Directors;

The value of such perquisites and allowances shall be restricted to 25% of annual salary.

Mr. Rupak Gupta shall also be entitled to following perquisites which shall not be included in the computation of the aforesaid ceiling on perquisites and allowances:

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- c) Encashment of leave at the end of the tenure.

Mr. Rupak Gupta will not be entitled to any sitting fee for attending meeting of the Board or of any Committee thereof.

The terms and conditions of the said appointment and/or Agreement may be varied/enhanced from time to time by the Board of Directors as it may in its discretion deem fit within the maximum amounts payable to managing and whole-time directors as per schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard.

This will be the minimum remuneration payable to Mr. Rupak Gupta, Joint Managing Director & Chief Financial Officer irrespective of the quantum of profits / loss during the financial year."

6. Appointment of Mr. Shafi Alam as a Director of the company

To consider and if thought fit, to pass with or without modification(s), the following resolution as on **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 160 read and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Shafi Alam (DIN:07145727) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 12th May, 2017 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing along with requisite deposit proposing his candidature for the office of director be and is hereby appointed as a Director of the Company."

RESOLVED FURTHER THAT Company Secretary of the company be and is hereby authorized to do all such acts, deeds and things as may be required for the above resolution."

7. Appointment of Mr. Shafi Alam as an Independent Director of the company

To consider and if thought fit, to pass with or without modification(s), the following resolution as on **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shafi Alam (DIN:07145727) be and is hereby appointed as an Independent Director of the company to hold office upto 2 (two) consecutive years commencing from 12.05.2017."

8. Alteration of Articles of Association of the company

To consider and if thought fit, to pass with or without modification(s), the following resolution as on
Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **U P HOTELS LIMITED**

Apurv Kumar
(Joint Managing Director & CFO)
DIN: 00043538

Date: 20.08.2017

Place: New Delhi

Registered Office:

1101, Surya Kiran, 19, K G Marg, New Delhi – 110001.

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to special business to be transacted at the Fifty Sixth (56th) Annual General Meeting ("Meeting") is annexed hereto.

2. A member of the company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and a proxy need not be a member of the company. The instrument of proxy, in order to be effective, must be received by the company at least forty eight (48) hours before the time fixed for the meeting.

3. Pursuant to the provisions of section 105(1) of the Companies act, 2013, read with Rule 19 of the Companies (Management and administration) Rules, 2014, a person can act as a proxy on behalf of not exceeding fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the company carrying voting rights, will not act as proxy for any other member. The holder of proxy shall prove his identity at the time of attending the Meeting.

4. Corporate members intending to send their authorized representative(s) to attend the meeting, in terms of Section 113 of the Companies Act, 2013, are requested to send to the company a certified copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

5. This Notice is also being sent with the Annual Report along with the attendance slip, proxy form and route map of the venue of the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slip, duly completed and signed in accordance with the specimen signatures registered with the Company, for admission to the Meeting. Members who hold shares in dematerialized form are requested to write their client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. During the period beginning twenty four (24) hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member will be entitled to inspect the proxies lodged at any time during the business hours of the company. Documents referred to in this Notice will be available for inspection by the members at the Registered Office of the Company from 11:30 a.m. to 01:30 p.m. on all working days upto the date of the Meeting and will also be available for inspection at the venue of the Meeting and will also be available on the website of the Company www.hotelclarks.com.
8. Members holding shares in physical form are requested to inform about any change in their address or bank particulars to the Company's Registrar & Share Transfer Agent, Skyline Financial Services Pvt. Ltd., quoting their folio number. Members holding shares in de-mat form must inform about any change in their address or bank particulars to their respective Depository Participants and not to the Company. These particulars will be used by the Company for correspondence.
9. Members/ Proxies/ Authorised Representatives are requested to bring the Meeting necessary details of their shareholding and attendance slips.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Register of Members and the Share Transfer Books will be closed from Monday, 18th September, 2017 to Monday, 25th September, 2017 (both days inclusive).
12. Pursuant to Section 124 (5) and 125 of the Companies act 2013, all unpaid dividend required to be transferred to the Investor Education & Protection Fund has been transferred upto the Financial Year 2009-10.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN to their Depository Participants and Members holding shares in physical form shall submit their PAN to the Company/ R & T Agents.
14. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
15. The Members can avail nomination facility in terms of extant legal provisions in this regard. On request, the necessary Form SH-13 can be obtained from the company/RTA.
16. The Members are requested to bring their copy of the Annual Report with them at the meeting as additional copies of the same will not be made available at the meeting.
17. Pursuant to Sections 20, 101 and 136 of the Companies Act, 2013 and Rules made thereunder, Companies are allowed to send notices/documents in electronic form to their

Members. To enable the Company to send its Annual Report, Notice of AGM and other documents for the Financial Year ended 31st March, 2017 electronically, Members are requested to update their email IDs with their Depository Participants in case the shares are held in the electronic form or the Registrar & Share Transfer Agent of the Company, in case the shares are held in the physical form and accord their consent for receiving documents through electronic mode.

18. The Company is pleased to provide the e-voting facility (including remote e-voting) to members to enable them to exercise their right to vote through electronic means, in pursuance of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General meetings (SS2) issued by institute of Company Secretaries of India.

19. The members attending the meeting who have not cast their vote by remote e- voting shall be able to exercise their right at the Meeting through e-voting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their vote again. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting will be provided by National Securities Depository Limited (NSDL).

20. The Company has appointed Mr. Amar Gopal Gambhir of A.G.G & Associates, Company Secretary in whole time practice with Membership No. FCS 3668 and Certificate of Practice No. 3653, to act as the Scrutinizer, for conducting the scrutiny of the votes cast in fair and transparent manner and he it has communicated its willingness to be appointed and will be available for the said purpose. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The instructions for shareholders voting electronically are as under:

- I. The remote e-voting period will commence on Friday, 22nd September, 2017 at 09:30 a.m. and will end on Sunday, 24th September, 2017 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
- II. Member whose email IDs are registered with the Company/Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the members receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - a) Open email and open PDF file viz; "e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the following URL: <https://evoting.nsd.com/>
 - c) Click on shareholder- Login
 - d) Put user ID and password as initial password/PIN noted in step (i) above and click Login.
 - e) Password change menu appears. Change the Password /PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note

new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- f) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - g) Select "EVEN" of U. P Hotels Limited.
 - h) Now you are ready for e-Voting as cast page opens.
 - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/ Authority letter etc. together with attested specimen signature of the authorized signatory(ies) who are authorized to vote, to scrutinize through e-mail to clarkssuryakiran@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- III. In case a member receives physical copy of Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :
- a. Initial password is provided as below/at the bottom of Attendance Slip for the AGM:

EVEN (E-Voting Event Number) USER ID PASSWORD/PIN
 - b. Please follow all steps from serial no. (b) to (l) above, to cast vote.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- V. If you already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VI. You can also update your mobile number e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. Login to the e-voting website will be disabled upon five (5) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- VIII. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of September 18, 2017.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 18, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you

can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com .

- X. The Chairman shall, at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present at the meeting but have not casted their votes by availing the remote-voting facility.
- XI. The Scrutinizer will, after the conclusion of e-voting at the Meeting, first count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than three (3) days of the conclusion of the meeting, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company www.hotelclarks.com and on the website of NSDL immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to the Stock Exchanges.
- XIII. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of Annual General Meeting.

21. Non-resident Indian members as requested to inform about the following to the Company or its Share Transfer Agent or the concerned depository participant, as the case may be, immediately of:-

- i. The change in the residential status on return to India for permanent settlement.
- ii. The particulars of the NRE Account with a Bank in India along with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

22. Investors could also send their queries to Skyline Financial Private Limited by e-mail to admin@skylinerta.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within the period specified under section 96 (1) of the Act, after three years from the date of commencement of the Act.

M/s. Ray & Ray, Chartered Accountants, existing Statutory Auditors of the Company have been in office for more than 10 years and in compliance with the provisions of the Act, the Company has to appoint a new auditor in their place. Accordingly, the Board at its meeting held on 20th August, 2017, has, subject to approval of shareholders in the forthcoming Annual General Meeting (AGM), approved and recommended the appointment of M/s. Satinder Goyal & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this 56th AGM until the conclusion of 61st AGM of the Company, subject to ratification by the Members at every AGM.

None of the Directors and Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are, in any way, whether financially or otherwise, concerned or interested in the said resolution.

The Board of Directors recommend the ordinary resolution as set out in item no. 4 of the Notice for approval of members.

ITEM NO. 4

Mr. Apurv Kumar is Jt. Managing Director & CFO of the company and his appointment as Jt. Managing Director & CFO was expiring on 14th May, 2017. On the recommendation of Nomination & Remuneration Committee, the Board in its meeting held on 12.05.2017 re-appointed Mr. Apurv Kumar as Jt. Managing Director & CFO for a period of one year with effect from 15.05.2017 to 14.05.2017.

Mr. Apurv Kumar aged about 56 years. He has done Graduation from Mumbai University Hospitality Management from Cornell University USA, MBA, Alumni Harvard Business School and enriched with an experience of more than 28 years in Industrial and Commercial activities. Mr. Apurv Kumar has traveled widely and has attended many prestigious seminars in India and abroad. He is actively involved in the Management and operations of the Hotels and is extensively involved into the day to day operations of the Company. He has played a pivotal role in the modernization of the Hotels owned by the company.

Keeping in view, Mr. Apurv Kumar's vast experience, expertise, performance and long association with your Company, it will be in the interest of your Company to approve his re-appointment and remuneration as proposed in the resolution no. 4 of this notice.

The terms of remuneration are duly considered and recommended by the Nomination & Remuneration Committee in their Meeting held on 18.03.2017. Brief resume of Mr. Apurva Kumar, nature of his expertise in specific functional areas, names of companies in which they hold directorships and memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Listing Regulations, are provided in this notice and Boards' Report.

None of the directors and key managerial personnel and their relatives, except Mr. Arvind Kumar, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise.

The Board recommends the Special Resolution set out at item no. 4 of this Notice for approval by the members of the Company.

ITEM NO. 5

Mr. Rupak Gupta is Jt. Managing Director & CFO of the company and his appointment as Jt. Managing Director & CFO was expiring on 14th May, 2017. On the recommendation of Nomination & Remuneration Committee, the Board in its meeting held on 12.05.2017 re-appointed Mr. Rupak Gupta as Jt. Managing Director & CFO for a period of one year with effect from 15.05.2017 to 14.05.2017.

Mr. Rupak Gupta aged about 46 years, has completed his B.Sc. Management from University of New Haven, CT. Apart from this, he has done Hotel Management Course from Cornell University USA and enriched with an experience of more than 17 years in Industrial and Commercial activities. He is actively involved in the Management and operations of the Hotels and is extensively involved into the day to day operations of the Company. He has played a key role in taking new initiatives and brining new Ideas which has helped towards the growth of the Company.

Keeping in view, Mr. Rupak Gupta's vast knowledge, experience, performance and long association with your Company, it will be in the interest of your Company to approve his re-appointment and remuneration as proposed in the resolution no. 5 of this notice.

The terms of remuneration are duly considered and recommended by the Nomination & Remuneration Committee in their Meeting held on 18.03.2017. Brief resume of Mr. Rupak Gupta, nature of his expertise in specific functional areas, names of companies in which they hold directorships and

memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under Listing Regulations, are provided in this notice and Boards' Report.

None of the directors and key managerial personnel and their relatives, except Mrs. Supriya Gupta as Executive Director being mother, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise.

The Board recommends the Special Resolution set out at item no. 5 of this Notice for approval by the members of the Company.

STATEMENT AS PER SCHEDULE V - PART II SECTION II FOR ITEM NOS. 4 & 5

I. GENERAL INFORMATION

1. Nature of industry: Hotel Industry.

2. Date or expected date of commencement of commercial production

The company started its commercial production in the year 1962.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable

4. Financial performance based on given indicators.

Financial Performance

(Rs.)

Particulars	31.03.2017	31.03.2016
Turnover	87,89,44,889	86,87,57,452
PBT	6,98,78,160	7,30,71,013
Taxes	2,83,55,411	3,37,81,044
PAT	4,15,22,749	3,92,89,969

Capital structure

(Rs.)

Particulars	31.03.2017	31.03.2016
Equity Share Capital	5,40,00,000	5,40,00,000
Reserve & Surplus	74,46,76,543	71,18,85,906
Net worth	79,86,76,543	76,58,85,906

5. Foreign investment or collaborators, if any: **NA**

II. INFORMATION ABOUT THE APPOINTEES:

Particulars	Mr. Apurv Kumar	Mr. Rupak Gupta
Background details	Mr. Apurv Kumar is Graduate from Mumbai University. He completed Hospitality Management From Cornell University USA, An MBA Alumni of Harvard Business School and possesses an experience of more than 27 years in industrial and commercial activities.	Mr. Rupak Gupta is a B. Sc. Management University of New Haven, CT, USA Hotel Management from Cornell University USA and possesses an experience of more than 18 years in industrial and commercial activities.
Past remuneration	2,50,000/- per month(exclusive all allowances and perquisites)	2,50,000/- per month (exclusive all allowances and perquisites) Information on comparative remuneration profiles with respect to industry, size of the company is not available.
Recognition or awards	N.A.	N.A.
Job Profile	Mr. Apurv Kumar is Joint Managing Director & CFO of the company. He has contributed a lot to the growth of the company. He is actively involved in the Management and operations of the Hotels and is extensively involved into the day to day operations of the Company.	Mr. Rupak Gupta is Joint Managing Director & CFO of the company. He has contributed a lot to the growth of the company. He is actively involved in the Management and operations of the Hotels and is extensively involved into the day to day operations of the Company.
Remuneration proposed	2,50,000/- (exclusive all allowances and perquisites)	2,50,000/- (exclusive all allowances and perquisites)
Comparative remuneration profile with respect to industry, size of the company and profile of the position and person	Information on comparative remuneration profiles with respect to industry, size of the company is not available	Information on comparative remuneration profiles with respect to industry, size of the company is not available.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Arvind Kumar (Non-Executive Director) is paternal uncle of Mr. Apurv Kumar.	Mr. Rupak Gupta is son of Ms. Supriya Gupta (Director) of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

The business of the Company is substantially dependent on the domestic and foreign tourists. Various new hotels have come up in the vicinity and giving tough competition. As a result, there was lot of pressure on occupancy level and average room rate. Escalation in Staff cost, power cost, etc. have also put pressure on margins and profitability.

2. Steps taken or proposed to be taken for improvement.

The company is emphasizing in reducing cost, renovating its properties from time to time to meet the increasing competition in the market.

3. Expected increase in productivity and profits in measurable terms:

Since the company is working on reducing cost and generating more revenue, it is expected to perform better than the last year yet the improvement can not be quantified in measurable term as our business is of a seasonal nature and market remains uncertain.

4. Disclosures

The Corporate Governance report which forms part of the Boards' Report contains details of remuneration being paid to Mr. Rupak Gupta and Mr. Apurv Kumar during the period under review.

ITEM NO 6 & 7:

The Board in its meeting dated 12.05.2017 appointed Mr. Shafi Alam as an additional Director of the Company to hold office upto the date of this Annual General Meeting and is eligible for appointment as a Director. Mr. Shafi Alam is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The company has received a notice from a shareholder under section 160 of the Companies Act, 2013 proposing to appoint Mr. Shafi Alam as a director of the company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Shafi Alam as a Director, for the approval by the shareholders of the Company.

The Board in its meeting dated 12.05.2017 also appointed Mr. Shafi Alam as an Independent Director of the Company subject to approval of shareholders. As per the provisions of Companies Act 2013, the Independent Directors shall be appointed for not more than two terms of upto five years each and shall not be liable to retire by rotation at every AGM. In terms of Companies Act, 2013 and Listing Regulations 2015, Mr. Shafi Alam has been appointed for a period of two years with effect from 12.05.2017, subject to approval of shareholders.

Mr. Shafi Alam aged about 64 years having about 40 years of experience in Administration. He joined Indian Police Service in Bihar Cadre in the year 1977. He is a Science Graduate from St. Stephen's College, Delhi. He has been posted as Superintendent of Police in various districts of Bihar. He has also served on deputation to Central Government as DIG (Personnel) in CISF and on promotion as IG Headquarter and Northern Sector. He was also posted as Additional Director General, Railways, Armed Police and Police Modernisation. He also served as Director General, Bihar State Human Rights Commission. He retired as Director General, National Crime Records Bureau (NCRB).

Your Board considers that his association with the company would be beneficial for the company. Mr. Shafi Alam has given declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Shafi Alam fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for being appointed as an Independent Director of the Company.

In line with the requirement & compliance of the Companies Act, 2013, it is therefore proposed to appoint Mr. Shafi Alam, as an Independent Director on the Board of the Company upto two consecutive years, with effect from 12.05.2016, not liable to retire by rotation.

A copy of the Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.hotelclarks.com. This Statement may also be regarded as a disclosure under the Listing Regulations 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than proposed Independent Director for his appointment, is concerned or interested, financially or otherwise, in these Resolutions.

The Board commends the Ordinary Resolution as set out at item no. 6 & 7 for approval of the Members.

ITEM NO 8:

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Accordingly, it is considered expedient to wholly replace the existing AoA by a new set of Articles to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- a. new provisions relating to appointment of chief executive officer, chief financial officer, in addition to company secretary;
- b. the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- c. existing articles have been streamlines and aligned with the Act;
- d. the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included so as to allow the company maximum flexibility in its operation.
- e. provisions of the existing AoA which are already part of Act and Rules made thereunder have not been reproduced in the new draft AoA as they would only create duplication and would warrant repeated alteration as and when the Act and Rules are changed/amended.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on the Company's website at www.hotelclarks.in for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Details of Directors seeking appointment & re-appointments:

Name of Director	Mr. Apurv Kumar	Mr. Rupak Gupta	Mrs. Supriya Gupta	Mr. Shafi Alam
Date of Birth	19.01.1961	28.03.1970	27.12.1939	04.06.1953
Nationality	Indian	Indian	Indian	Indian
Date of Appointment in the Company	06.08.1998	06.08.1998	17.02.2004	14.05.2017
Qualification	Graduate from Mumbai University, Hospitality Management From Cornell University USA, MBA, Alumni Harward Business School	B.Sc. Management from University of New Haven, CT, USA and Hotel Management from Cornell University, USA	B.Com, LL.B.	Science Graduate from St. Stephan's College, Delhi.
Expertise in specific functional areas	He has been an innovator in the hospitality industry for close to three decades. He is actively involved in the Management and operations of the Hotels and is extensively involved into the day to day operations of the Company.	He has wide experience in operation of hotels, exports. He is actively involved in the Management and operations of the Hotels and is extensively involved into the day to day operations of the Company.	He has decades of experience in the textiles and hotel industry.	He has 49 years experience in Banking Industry. He is a management consultant. He has held senior positions in multinational banks including ANZ Grindlays Bank, China Trust Commercial Bank, etc.
No. of equity shares held in the Company	35,126	8,18,524	Nil	Nil
Other Directorship	1. Bonita India Ltd. 2. Clement Orient Pvt. Ltd. 3. The Indian Textiles Co. Pvt. Ltd. 4. Uttar Pradesh Export Industries Ltd. 5. Hospitality Technologies Pvt. Ltd. 6. Brijrama Hospitality Ltd. 7. Indus Textile Pvt. Ltd. 8. Divik Wellnes Center Pvt. Ltd. 9. Indus Techpark Pvt. Ltd.	1. Banaras Global Pvt. Ltd. 2. Banaras House Engineering Pvt. Ltd. 3. Banaras House Pvt. Ltd. 4. U P Hotels India Ltd. 5. Indian Textile Company (Holdings) Pvt. Ltd. 6. The Indian Textiles Co. Pvt. Ltd. 7. Uttar Pradesh Export Industries Ltd. 8. Hotel Clarks	1. Banaras House Pvt. Ltd. 2. Banaras House Engineering Pvt. Ltd. 3. Banaras Global Ltd. 4. U P Hotels India Ltd. 5. Indian Textiles Co. (Holdings) Pvt. Ltd.	Nil

	10. Banaras House Pvt. Ltd. 11. Great Value Hotels Pvt Ltd 12. Hotel Clarks Varanasi 13. Rashtriya Vikas Ltd 14. Shiraz Foods Ltd. 15. Carbon Paste Ltd. 16. Clarks Brij Hotels India Ltd. 17. Nagreeka Brij Hotels Bhav Nagar Pvt Ltd. 18. Pride Hospitality Limited	Varanasi Limited		
Other Committee Membership	-	-	-	-

By Order of the Board of Directors
For **U P HOTELS LIMITED**

Apurv Kumar
(Joint Managing Director & CFO)
DIN: 00043538

Date: 20.08.2017
Place: New Delhi