



A.G.G. & Associates

Company Secretaries

(Peer Reviewed Certified CS Firm)

21/16, 2nd Floor, West Patel Nagar, New Delhi-110008.

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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
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 57th Annual General Meeting of the members of U. P. Hotels Limited held on 25th day, of September, 2018 at 2.30 P.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 A.G.G. & Associates, Company Secretaries having office at 21/16, 2nd floor, West Patel Nagar, New Delhi- 110008 was appointed as the Scrutinizer by:
- 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
 - 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 as per the resolution contained in the Notice to the Board Meeting of the Company held on 02th day of August, 2018 at A-7, Basement, Neeti Bagh, New Delhi – 110049.
- 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 57th 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 closed its register of members for the year under review from Tuesday, 18th September, 2018 to Tuesday, 25th September, 2018 (both days inclusive) and the cut-off date has been fixed as 18th September 2018.

3. REMOTE E-VOTING

Remote e-voting platform remained open from 22nd September, 2018 at 9.30 A.M. (IST) to 24th September, 2018 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. Ankit Gambhir and Ms. Manita Shreshth who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


 (Ankit Gambhir)


 (Manita Shreshth)

5. RESULTS:

I observed that

- a) 48 Members had cast their votes through poll conducted at the Annual General meeting and out of which 1 was considered to be Invalid.
- b) 13 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, 2018

(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 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	5	198852	5.44	78367	5.33
	Public – Institutional holders	0	0	0	0	0
	Public- Others	8	8118	0.23	8118	0.55
Poll at the AGM	Promoter and Promoter Group	23	3405438	93.18	1342083	91.25
	Public – Institutional holders	0	0	0	0	0





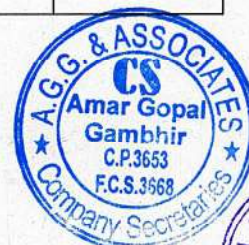
	Public-Others	24	42165	1.15	42165	2.87
Total		60	3654573	100	1470733	100

(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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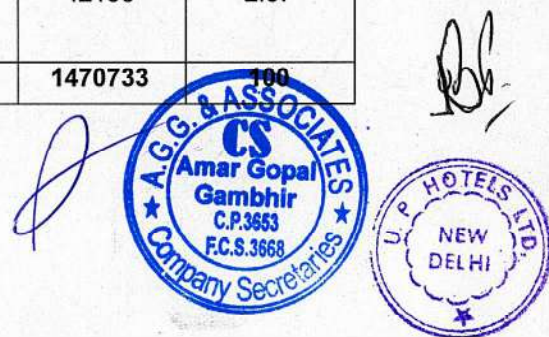
	Public – Institutional holders	0	0	0	0	0.00
	Public-Others	0	0	0	0	0.00
Poll at the AGM	Promoter and Promoter Group	0	0	0	0	0.00
	Public – Institutional holders	0	0	0	0	0.00
	Public-Others	1	50	0.001	50	0.001
Total		1	50	0.001*	50	0.001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**

RESOLUTION NO 2: Re-appointment of Mr. Arvind Kumar as a Director liable to retire by rotation.

(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 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	5	198852	5.44	78367	5.33
	Public – Institutional holders	0	0	0	0	0
	Public-Others	8	8118	0.23	8118	0.55
Poll at the AGM	Promoter and Promoter Group	23	3405438	93.18	1342083	91.25
	Public – Institutional holders	0	0	0	0	0
	Public-Others	24	42165	1.15	42165	2.87
Total		60	3654573	100	1470733	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
	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	1	50	0.001	50	0.001
Total		1	50	0.001*	50	0.001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**

RESOLUTION NO 3: Re-appointment and fixation of remuneration of Mr. Apurv Kumar, Joint Managing Director and Chief Financial Officer for a period of three years w.e.f. 15th day of May, 2018.

(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 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	5	198852	5.44	78367	5.33
	Public – Institutional holders	0	0	0	0	0
	Public- Others	8	8118	0.23	8118	0.55
Poll at the AGM	Promoter and Promoter Group	23	3405438	93.18	1342083	91.25
	Public – Institutional holders	0	0	0	0	0
	Public- Others	24	42165	1.15	42165	2.87
Total		60	3654573	100	1470733	100

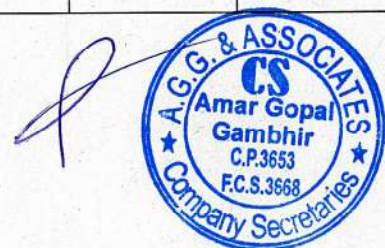


(II) Voted against the Resolution

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
	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	1	50	0.001	50	0.001
Total		1	50	0.001*	50	0.001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**

RESOLUTION NO 4: Re-appointment and fixation of remuneration of Mr. Rupak Gupta, Joint Managing Director and Chief Financial Officer for a period of three years w.e.f 15th day of May, 2018.

(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 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	5	198852	5.44	78367	5.33
	Public – Institutional holders	0	0	0	0	0
	Public-Others	8	8118	0.23	8118	0.55
Poll at the AGM	Promoter and Promoter Group	23	3405438	93.18	1342083	91.25
	Public – Institutional holders	0	0	0	0	0
	Public-Others	24	42165	1.15	42165	2.87
Total		60	3654573	100	1470733	100

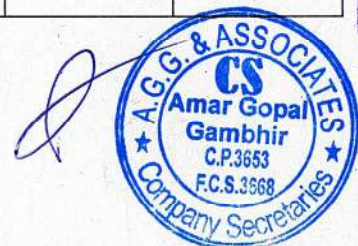


(II) Voted against the Resolution

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
	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	1	50	0.001	50	0.001
Total		1	50	0.001*	50	0.001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**

RESOLUTION NO 5 Continuation of Directorship of Mr. Bisheshwar Prasad Singh in the Company having attained the age of 75 years.

(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 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	5	198852	5.44	78367	5.33
	Public – Institutional holders	0	0	0	0	0
	Public-Others	8	8118	0.23	8118	0.55
Poll at the AGM	Promoter and Promoter Group	23	3405438	93.18	1342083	91.25
	Public – Institutional holders	0	0	0	0	0
	Public-Others	24	42165	1.15	42165	2.87
Total		60	3654573	100	1470733	100

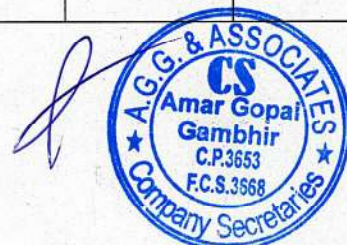


(II) Voted against the Resolution

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
	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	1	50	0.001	50	0.001
Total		1	50	0.001*	50	0.001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**

RESOLUTION NO 6: Continuation of Directorship of Mr. Arvind Kumar in the Company having attained the age of 75 years

(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 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	5	198852	5.44	78367	5.33
	Public – Institutional holders	0	0	0	0	0
	Public-Others	8	8118	0.23	8118	0.55
Poll at the AGM	Promoter and Promoter Group	23	3405438	93.18	1342083	91.25
	Public – Institutional holders	0	0	0	0	0
	Public-Others	24	42165	1.15	42165	2.87
Total		60	3654573	100	1470733	100

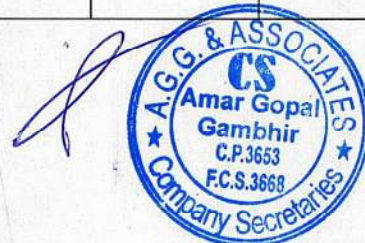


(II) Voted against the Resolution

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
	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	1	50	0.001	50	0.001
Total		1	50	0.001*	50	0.001*

***Note: Percentage of Invalid Votes are calculated on the basis of total no. of votes cast (i.e. favour, against and invalid)**

NOTE: All percentage (%) are calculated with reference to valid promoter group votes i.e. only 39.41% 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 A.G.G. & ASSOCIATES
Company Secretaries




AMAR GOPAL GAMBHIR (Prop)
(Scrutinizer)
Practicing Company Secretary
CP: 3653 Membership No: FCS 3668

Dated: 27-09-2018
Place: NEW DELHI