

U.P. HOTELS LTD.

Registered Office & Operations Head Quarters

1101, Surya Kiran Building, 19, Kasturba Gandhi Marg, New Delhi-110001
Phone No. : 011-23722596-8, 011-41510325-6 • Fax : 011-23312990
Email : clarkssuryakiran@yahoo.co.in • Web : www.hotelclarks.com
CIN No. : L55101DL1961PLC 017307 • PAN No. : AADCS1783J



**CLARKS
GROUP OF
HOTELS**

Dated: 27.09.2019

**To,
The General Manager
BSE Ltd
Phiroje Jeejeebhoy Towers,
Dalal Street, Mumbai-400001**

Reference: Code: 509960 and series: EQ

Subject: Voting Results of 58th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to the Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please find enclosed herewith the details regarding the voting results of 58th Annual General Meeting of U. P. Hotels Limited held on 25th September, 2019.

Further, wish to inform you that due to system error unable to file the voting results online through BSE Listing Centre. The print screen of the error is attached for your reference.

Kindly take note of the same.

Thanking you

For U. P. Hotels Limited

**Prakash Prusty
Company Secretary
Email: clarkssuryakiran@yahoo.co.in
Mob. No.: 9811505989**

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GENERAL INFORMATION ABOUT COMPANY

Script Code	:	509960
NSE Symble	:	
MSEI Symble	:	
ISIN	:	INE726E01014
Name of the Company	:	U. P. Hotels Limited
Type of Meeting	:	AGM
Date of meeting/Date of declaration of results (in case of Postal Ballot)	:	25-09-2019
Start time of the meeting	:	2:30 PM
End time of the meeting	:	3:45 PM

SCRUITINIZER DETAILS

Name of the Scrutinizer	:	Amar Gopal Gambhir
Firms Name	:	A.G.G. & Associates
Qualification	:	CS
Membership No.	:	3668
Date of Board Meeting in which appointed	:	02.08.2019
Date of issuance of Report to the Company	:	27-09-2019
Resolutions passed in the meeting	:	5



RESOLUTION NO. 1

Date of the AGM / EGM		25th September, 2019											
Total number of shareholders on record date		1080											
No. of shareholders present in the meeting either in person or through proxy:													
Promoters and Promoter Group		23											
Public		25											
No. of Shareholders attended the meeting through Video Conferencing/e-voting		0											
Promoters and Promoter Group		0											
Public		0											
Resolution No. 1. Adoption of Financial Statements, Board's Report and Auditor's Report for the Financial Year ended 31st March, 2019													
Resolution required: (Ordinary / Special)													
Whether promoter / promoter group are interested in the agenda/resolution?													
Category	Mode of Voting	No. of shares held	No. of votes polled	(2)	(3)=[(2)/(1)]*100	% of votes polled on outstanding shares	No. of Votes in favour	(4)	(5)	% of Votes in favour on votes polled*	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and	E-Voting	4772960	3365552		99.42	99.42	1326364		0	0	0	0	0
Promoter Group	Poll		0		0	0	0		0	98.55	0	0	0
	Postal Ballot (if applicable)		0		0	0	0		0	0	0	0	0
	Total	4772960	3365552		99.42	99.42	1326364		0	98.55	0	0	0
Public-Institutions	E-Voting	0	0		0	0	0		0	0	0	0	0
	Poll	0	0		0	0	0		0	0	0	0	0
	Postal Ballot (if applicable)	0	0		0	0	0		0	0	0	0	0
	Total	0	0		0	0	0		0	0	0	0	0
Public-Non Institutions	E-Voting	627040	19571		0.58	0.58	19571		0	1.45	0	0	0
	Poll		0		0	0	0		0	0	0	0	0
	Postal Ballot (if applicable)		0		0	0	0		0	0	0	0	0
	Total	627040	19571		0.58	0.58	19571		0	1.45	0	0	0
Total		5400000	3385123		100	100	1345935		0	100	0	0	0

* Notes:

Due to non-compliance of Minimum Public Shareholding requirement, SEBI vide its order No. WTM/PS/08/CFD/JUNE/2013 dated 4.6.2013 put partial restriction on voting rights of promoters & promoter group. Accordingly, 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 Equity Shares : D

Percentage of Promoters Equity as per SEBI Order $\{(D/A*100)=\%$: 1881120/4772960*100 : 39.41%

Number of votes cast by promoters and promoters group under e-voting were Nil and at poll at AGM were 3365552. Considering SEBI restriction of 39.41% voting on promoters and promoters group, the votes cast by promoters and promoters group have been considered at poll at AGM are 1326364.



RESOLUTION NO. 2

Date of the AGM / EGM		25th September, 2019						
Total number of shareholders on record date		1080						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group		23						
Public		25						
No. of Shareholders attended the meeting through Video Conferencing/e-voting		0						
Promoters and Promoter Group		0						
Public		0						
Agenda-wise disclosure - Resolution No. 2 Re-appointment of Mrs. Supriya Gupta, retiring by rotation and being eligible, offered herself for re-appointment								
Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter / promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled*	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting	4772960	3365552	99.42	1326364	0	98.55	0
Group	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	4772960	3365552	99.42	1326364	0	98.55	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (If applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	627040	19571	0.58	19571	0	1.45	0
	Poll		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	627040	19571	0.58	19571	0	1.45	0
Total		5400000	3385123	100	1345935	0	100	0

* Notes:

Due to non-compliance of Minimum Public Shareholding requirement, SEBI vide its order No. WTM/PS/08/CFB/JUNE/2013 dated 4.6.2013 put partial restriction on voting rights of promoters & promoter Group. Accordingly, 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 Equity Shares	: D

Percentage of Promoters Equity as per SEBI Order [(D/A*100)=%]: 1881120/4772960*100 : 39.41%

Number of votes cast by promoters and promoters group under e-voting were Nil and at poll at AGM were 3365552. Considering SEBI restriction of 39.41% voting on promoters and promoters group, the votes cast by promoters and promoters group have been considered at poll at AGM are 1326364.



RESOLUTION NO. 3

Date of the AGM / EGM		25th September, 2019						
Total number of shareholders on record date		1080						
No. of shareholders present in the meeting either in person or through proxy:		23						
Promoters and Promoter Group		25						
Public		0						
No. of Shareholders attended the meeting through Video Conferencing/e-voting		0						
Promoters and Promoter Group		0						
Public		0						
Resolution No. 3 Revision in remuneration of Mr. Apurv Kumar, Jt. Managing Director & CFO for the period from 01.10.2019 to 14.05.2021								
Resolution required: (Ordinary / Special)								
Whether promoter / promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled*	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting	4772960						
Group	Poll		3365552	99.42	1326364	0	98.55	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	4772960	3365552	99.42	1326364	0	98.55	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (If applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	627040						
	Poll		19571	0.58	19571	0	1.45	0
	Postal Ballot (If applicable)		0	0	0	0	0	0
	Total	627040	19571	0.58	19571	0	1.45	0
Total		5400000	3385123	100	1345935	0	100	0

* Notes:
Due to non-compliance of Minimum Public Shareholding requirement, SEBI vide its order No. WTM/PS/08/CFD/JUNE/2013 dated 4.6.2013 put partial restriction on voting rights of promoters & promoter Group. Accordingly, 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 Equity Shares : D

Percentage of Promoters Equity as per SEBI Order ((D/A*100)=0) : 1881120/4772960*100 : 39.41%

Number of votes cast by promoters and promoters group under e-voting were Nil and at poll at AGM were 3365552. Considering SEBI restriction of 39.41% voting on promoters and promoters group, the votes cast by promoters and promoters group have been considered at poll at AGM are 1326364.



RESOLUTION NO. 4

Date of the AGM / EGM		25th September, 2019						
Total number of shareholders on record date		1080						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group		23						
Public		25						
No. of Shareholders attended the meeting through Video Conferencing/e-voting		0						
Promoters and Promoter Group		0						
Public		0						
Agenda-wise disclosure - Resolution No. 4 Revision in remuneration of Mr. Rupak Gupta, Jt. Managing Director & CFO for the period from 01.10.2019 to 14.05.2021								
Resolution required: (Ordinary / Special)		Special						
Whether promoter / promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled*	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting							
	Poll	4772960	3365552	99.42	1326364	0	98.55	0
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4772960	3365552	99.42	1326364	0	98.55	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public Non Institutions	E-Voting	627040	19571	0.58	19571	0	1.45	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	627040	19571	0.58	19571	0	1.45	0
Total		5400000	3385123	100	1345935	0	100	0

* Notes:

Due to non-compliance of Minimum Public Shareholding requirement, SEBI vide its order No. WTM/PS/08/CFD/JUNE/2013 dated 4.6.2013 put partial restriction on voting rights of promoters & promoter group. Accordingly, 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 Equity Shares : D

Percentage of Promoters Equity as per SEBI Order [(D/A*100)=%0] : 1881120/4772960*100 : 39.41%

Number of votes cast by promoters and promoters group under e-voting were Nil and at poll at AGM were 3365552. Considering SEBI restriction of 39.41% voting on promoters and promoters group, the votes cast by promoters and promoters group have been considered at poll at AGM are 1326364.



RESOLUTION NO. 5

Date of the AGM / EGM		25th September, 2019												
Total number of shareholders on record date		1080												
No. of shareholders present in the meeting either in person or through proxy:														
Promoters and Promoter Group		23												
Public		25												
No. of Shareholders attended the meeting through Video Conferencing/e-voting		0												
Promoters and Promoter Group		0												
Public		0												
<p>Agenda-wise disclosure - Resolution No. 5 Re-appointment of Mr. Shafi Alam as Independent Director of the Company for a consecutive period of 5 years w.e.f. 12.05.2019</p> <p>Resolution required: (Ordinary / Special)</p>														
Category	Mode of Voting	No. of shares held	No. of votes polled	(2)	(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	Special
														No
Promoter and Promoter Group	E-Voting	4772960	3365552		99.42	1326364		0		98.55		0		
	Poll		0		0	0		0		0		0		
	Postal Ballot (if applicable)		0		0	0		0		0		0		
Public Institutions	Total	4772960	3365552		99.42	1326364		0		98.55		0		
	E-Voting	0	0		0	0		0		0		0		
	Poll	0	0		0	0		0		0		0		
Public Non Institutions	Postal Ballot (if applicable)	0	0		0	0		0		0		0		
	Total	0	0		0	0		0		0		0		
	E-Voting	0	0		0	0		0		0		0		
Total	Total	627040	19571		0.58	19571		0		1.45		0		
	Poll	0	0		0	0		0		0		0		
	Postal Ballot (if applicable)	0	0		0	0		0		0		0		
Total	Total	627040	19571		0.58	19571		0		1.45		0		
	Poll	0	0		0	0		0		0		0		
	Postal Ballot (if applicable)	0	0		0	0		0		0		0		
Total		5400000	3385123		100	1345935		0		100		0		

* Notes:
 Due to non-compliance of Minimum Public Shareholding requirement, SEBI vide its order No. WTM/PS/08/CFD/JUNE/2013 dated 4.6.2013 put partial restriction on voting rights of promoters & promoter Group. Accordingly, 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 Equity Shares : D

Percentage of Promoters Equity as per SEBI Order {(D/A*100)=40} : 1881120/4772960*100 : 39.41%

Number of votes cast by promoters and promoters group under e-voting were Nil and at poll at AGM were 3365552. Considering SEBI restriction of 39.41% voting on promoters and promoters group, the votes cast by promoters and promoters group have been considered at poll at AGM are 1326364.