

U.P. HOTELS LTD.

Registered Office & Operations Head Quarters

1101, Surya Kiran Building, 19, Kasturba Gandhi Marg, New Delhi-110001

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CIN No. : L55101DL1961PLC 017307 • PAN No. : AADCS1783J



**CLARKS
GROUP OF
HOTELS**

May 29, 2018

BSE Ltd.

25th Floor, Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400001.

Security Code: 509960

Sub: Quarterly results pertaining to Financial Year 2017-18

Sir,

Pursuant to erstwhile Clause 41 of the listing Agreement and Regulation 30 & 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board in its meeting held today inter alia considered, approved and taken on record the financial results as follows:

- un-audited financial results for the quarter ended 30.06.2017;
- un-audited financial results for the quarter & six months ended 30.09.2017;
- un-audited financial results for the quarter & nine months ended 31.12.2017;
- audited financial results for the fourth quarter & financial year ended 31.03.2018;

Please find enclosed:

- the copy of the unaudited financial results along with limited review reports for the quarter ended 30.06.2017, 30.09.2017 and 31.12.2017;
- the audited financial results for the fourth quarter and financial year ended 31.03.2018 along with auditors' report for the quarter and year ended 31.03.2018 and statement of impact on audit qualifications for the financial year ended 31.03.2018 are enclosed for your record.

The meeting of the Board was commenced at 6.00 p.m. and concluded at 8.30 p.m.

This is for your information.

Thanking you,

For U. P. Hotels Limited

**Prakash Prusty
Company Secretary**

Encl.: as above

U. P. HOTELS LIMITED

Registered Office: 1101, Surya Kiran, 19, Kasturba Gandhi Marg, New Delhi - 110 001.

CIN: L55101DL1961PLC017307, Website: www.hotelclarks.com, email: uphlinvestorgrievance@bol.net.in

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER & YEAR ENDED 31ST MARCH, 2018

(Figures in Rs. lakhs)

	Particulars	Quarter ended			Year ended	
		31.03.2018 (Audited)	31.12.2017 (Unaudited)	31.03.2017 (Audited)	31.03.2018 (Audited)	31.03.2017 (Audited)
1	Revenue from Operation	2845.28	3198.91	2738.95	9405.31	8789.45
	Other Income	194.07	98.56	130.44	439.45	290.95
	Total Revenue	3039.35	3297.47	2869.39	9844.76	9080.40
2	Expenses					
	a. Cost of materials consumed	413.43	466.56	449.25	1451.89	1445.00
	b. Purchase of stock-in-trade	-	-	-	-	-
	c. Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-	-
	d. Employees benefits expense	757.98	727.07	669.76	2906.70	2566.36
	e. Finance Cost	0.90	0.98	9.34	4.13	11.31
	f. Depreciation and amortisation expense	177.63	167.04	163.22	676.28	650.79
	g. Power & Fuel	285.87	311.58	265.30	1211.92	1104.06
	h. Repair & Maintenance	154.04	124.24	203.03	441.54	451.39
	i. Other expenses	708.49	889.69	695.25	2616.64	2191.36
	Total expenses	2498.34	2687.14	2455.15	9309.10	8420.26
3	Profit before exceptional and extraordinary items and tax (1-2)	541.01	610.33	414.24	535.66	660.14
4	Exceptional Items	-	-	-	-	-
5	Profit before extraordinary items and tax (3-4)	541.01	610.33	414.24	535.66	660.14
6	Extraordinary items	-	-	-	-	-
7	Profit before tax (5-6)	541.01	610.33	414.24	535.66	660.14
8	Tax Expense					
	Current Tax	-	-	318.17	230.00	318.17
	Tax (earlier years)	-	-	-	(22.10)	-
	Deferred Tax	-	-	(34.62)	23.11	(34.62)
		0.00	0.00	283.55	231.01	283.55
9	Net Profit for the period (7-8)	541.01	610.33	130.69	304.65	376.59
10	Other Comprehensive Income					
	A (i) Items that will not be reclassified to profit or loss	13.55	13.55	9.66	54.21	38.64
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
	B (i) Items that will be reclassified to profit or loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
11	Total comprehensive Income for the period (9+10)	554.56	623.88	140.35	358.86	415.23
12	Paid up equity share capital (face value Rs. 10/- per share)	540.00	540.00	540.00	540.00	540.00
13	Reserves excluding revaluation reserves					
14	Earnings Per Share in Rupees					
	- Basic	10.02	11.30	2.42	5.64	6.97
	- Diluted	10.02	11.30	2.42	5.64	6.97



Notes:

- 1 The above results were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their meeting held on 29th May 2018.
- 2 Figures for the previous year have been regrouped wherever necessary.
- 3 The company has only one business segment i.e. hotel business.
- 4 The Company has adopted Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder from 1st April, 2017, with transition date of April 01, 2016. accordingly these financial results have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 "Interim Financial Reporting" and the other accounting principles generally accepted in India.
- 5 There were disputes/disagreement between the promoters during the period and also during the Financial Year 2017-18. The details of disputes/disagreement, non-compliances and actions taken by the company are appearing in the financial statements of the Company for the financial year ended 31.03.2018 under "Notes to Accounts". Hence specific disputes/disagreement, non-compliances have not been given in these financial results. The management feels that these disputes/disagreement, non-compliances do not have have material financial impact on the above financial results.
- 6 Reconciliation of the net profit for the quarter and year ended March 31, 2017 under Indian GAAP (Previous GAAP) and Ind AS is as under:

Particulars	Rs. In lakhs	
	Quarter Ended	Year Ended
	31.03.2017	31.03.2017
Net Profit for the Quarter as per Previous GAAP	140.35	415.23
Add/Less: Adjustment for GAAP Differences		
Acturial gain/(loss) on defined benefits plan reclassified to OCI	(9.66)	(38.64)
Net Profit for the quarter as per Ind AS	130.69	376.59

- 7 The figures for the quarters ended 31st March, 2018 and 31st March, 2017 are the balancing figures between audited figures in respect of the full financial year and the unaudited year to date figures upto the third quarter ended 31st December, 2017 and 31st December, 2016.
- 8 Reconciliation of equity between Ind AS compliant results with results reported under previous GAAP are given below:

Particulars	Rs. In lakhs	
	Year Ended Audited	
	31.03.2017	
Equity as on March 31, 2017 as per Previous GAAP	8504.26	
Add/Less: Adjustment for GAAP Differences		
Other Comprehensive income	102.74	
Equity as on March 31, 2017 as per Ind AS	8607	

9 Statement of Assets and Liabilities

SI. No.	Particulars	Rs. in lakh	
		Year Ended (Audited)	Year Ended (Audited)
		31.03.2018	31.03.2017
A	ASSETS		
1	Non-Current Assets		
	Property, Plant and Equipment	6,254.90	5,985.51
	Capital Work-in-Progress	74.46	2.06
	Intangible Asset	5.11	7.25
	Financial Assets:		



	Other Financial Assets	-	-
	Other Non-Current Assets	88.71	110.45
	Non-Current Assets	6,423.18	6,105.27
2	Current Assets		
	Inventories	324.35	345.12
	Financial Assets:		
	Investments	968.00	892.21
	Trade Receivables	1,010.42	975.57
	Cash and Cash equivalents	988.57	706.78
	Bank balances other than above	893.65	1,530.17
	Other Financial Assets	61.28	65.45
	Other Current Assets	487.12	177.60
	Current Assets	4,733.40	4,692.90
	TOTAL - ASSETS	11,156.58	10,798.17
B	EQUITY AND LIABILITIES		
1	Equity		
	Equity Share Capital	540.00	540.00
	Other Equity	8,067.00	7,708.14
	Equity	8,607.00	8,248.14
2	Non-Current Liabilities		
	Provisions	160.18	84.90
	Other Non-Current Liabilities	151.47	0.25
	Deferred Tax Liabilities (Net)	316.84	293.72
	Non-Current Liabilities	628.49	378.86
3	Current Liabilities		
	Financial Liabilities		
	Trade Payables	545.90	1,068.42
	Other Financial Liabilities	703.93	579.55
	Other Current Liabilities	350.58	307.14
	Provisions	320.68	216.06
	Current Liabilities	1,921.09	2,171.17
	TOTAL - EQUITY AND LIABILITIES	11,156.58	10,798.17

Place: New Delhi
Date: 29.05.2018



FOR U. P. HOTELS LIMITED

APURV KUMAR

RUPAK GUPTA

JOINT MANAGING DIRECTORS & CFO



SATINDER GOYAL & CO.

CHARTERED ACCOUNTANTS

Auditor's Report on Quarterly Financial Results and Year to date results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
U. P. Hotels Limited

1. We have audited the accompanying statement of quarterly financial results of **U. P. Hotels Limited** ("the Company") for the quarter and year ended March 31, 2018, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors at its meeting held on 29th May, 2018.
2. Our responsibility is to express an opinion on these standalone financial results based on our review of standalone financial results for the nine month period ended 31 December, 2017 which was prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind- AS 34) Interim Financial Reporting specified under section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India, our audit of the annual standalone financial statements as at and for the year ending 31 March 2018 and relevant requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed in financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
4. In our opinion and to the best of our information and according to the explanations given to us, these quarterly financial results as well as the year to date results:



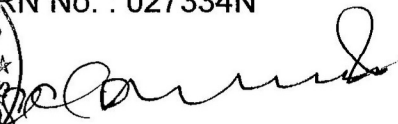
- (i) are presented in accordance with the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, in this regard and;
- (ii) give a true and fair view of the net profit including other comprehensive income and other financial information for the quarter and year ended March 31, 2018.

The comparative financial information of the company for the year ended March 31, 2017 included in these standalone financial results, have been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated August 8, 2017 expressed modified opinion.

Further, read with paragraph 1 above, we report that the figures for the quarter ended 31 March 2018 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2018 and the year to date figures upto December 31, 2017, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review, as required under the regulation.

Date : 29th May, 2018
Place : New Delhi

For Satinder Goyal & Co.
Chartered Accountants
FRN No. : 027334N


S.K Goyal
M.No - 084613
Partner

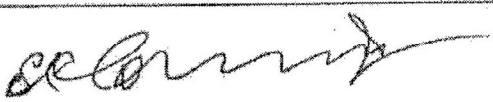
Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2018
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

(Rs. in Lakhs)

I	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Audited Figures (as reported after adjusting for qualifications)
	1	Turnover / Total income	9844.76	9844.76
	2	Total Expenditure	9309.10	9309.10
	3	Net Profit/(Loss)	358.85	358.85
	4	Earnings Per Share	5.64	5.64
	5	Total Assets	11156.58	11156.58
	6	Total Liabilities	11156.58	11156.58
	7	Net Worth	8607.00	8607.00
	8	Any other financial item(s) (as felt appropriate by the management)	-	-
II Audit Qualification (each audit qualification separately)				
A	Details of Audit Qualification:			
	A	<u>Basis of Qualified Opinion</u>		
	(i)	Note 39.1 to 39.3 regarding non-compliance of Minimum Public Shareholding by way of issue of bonus shares in terms of shareholders resolution dated 23.07.2013 on account of various litigations, delisting etc. as explained in the said notes. As such, the Company is yet to comply with the Listing Regulation as regards Minimum Public Shareholding, Securities & Exchange Board of India directives etc.		
	(ii)	Note 40.1 to 40.3 regarding concerns raised by the two Joint Managing Directors regarding working of the hotels and certain/various aspects of management and other matters, petition filed by one Joint Managing Director under Sections 397/398, 402, 403 and 237 of the Companies Act, 1956 and Sections 219 & 220 of the Companies Act, 2013 for oppression & mismanagement and raising of various concerns before the Company Law Board (now the National Company Law Tribunal) and contesting of the petition by the other Joint Managing Director which is explained in the said notes, on which we are unable to make any comment. Due to ongoing disputes and internal differences, there are differences of opinion / disagreement in the manner in which the internal financial controls need to be strengthened further and certain discrepancies / non compliances relating to various Acts, Listing Regulations etc. Further the Company could not put into an operation, the policy on risk management during the year and is the process to introduce /implement internal financial controls along with risk matrix / management system. The said note also indicates the uncertainty related to the outcome of the above legal matter i.e. petition filed.		
	(iii)	Note 41 regarding non-compliance of various provisions of Sebi (Listing Obligation and Disclosure Requirement) Regulations 2015 (viz. Publication of financial results for any of the quarter ending during the year, Minimum Public Shareholding, 100% dematerialisation of promoters shareholding), Provisions of Companies Act, 2013 (viz. Approval of Related Party Transaction under Section 188 by the Audit Committee & the		

		Board of Directors as mentioned in para 55 (1) (d) and recording of such transaction in the register under Section 189, Non Compliance of Section 173 (1) of the Companies Act, 2013 etc.) as explained in said notes on account of various disputes/litigations, differences of opinion/disagreements etc. As such appropriate discussions / supervision / review / flow of information / monitoring could not take place. These defaults and non-compliances in current and previous years may result in penalties etc. which are not quantifiable at this stage.
	(iv)	The ultimate outcome of the matter specified in paras (i) to (iii) cannot be presently be determined and its consequential impact on these financial statements cannot be ascertained.
B		<u>Report on Other Legal and Regulatory Requirements</u>
	(xiii)	In our opinion and according to the information and explanations given to us, all transactions with the related parties are not in compliance with Section 177 and 188 of the Companies Act, 2013. The details of such transactions have however been disclosed in the financial statements as required by the applicable standards and all related party transactions except one are also not recorded in the register under Section 189 of the Companies Act, 2013. (Refer note 30 to the financial statements)
		<u>Adverse Opinion</u>
C	(i)	Attention is invited to Note 40.1 to 40.3
	(a)	Both the Joint Managing Directors and CFO have raised concerns regarding working of hotels, certain/various aspects of management and on the matter pending before National Company Law Tribunal for Oppression and Mismanagement. Due to the ongoing disputes and internal differences, there are differences of opinion / disagreement in the manner, the internal financial controls needs to be strengthened and certain discrepancies / non compliances relating to various Acts, Listing Agreements etc.
	(b)	In the meanwhile, a petition has been filed on 15 May 2015 by one of the Joint Managing Directors titled as Rupak Gupta Vs. UPHL & Ors. before the Company Law Board (now the National Company Law Tribunal), New Delhi against the Company and others under Sections 397/398, 402, 403 and 237 of the Companies Act, 1956 and Section 219 & Section 220 of the Companies Act, 2013 for oppression and mismanagement. The other Joint Managing Director has filed a reply to the petition on 09.05.2016 on behalf of the respondents - himself and has contested the Petition and denied all the allegations. The Petition is currently pending adjudication.
	(c)	The risk management policy could not be fully implemented during the year. Further, appropriate discussion/supervision/review/flow of information/monitoring could not take place during the year at Board and Audit Committee Meetings. Due to the differences and disagreements between the management and ongoing suits which have been filed at the Hon'ble Civil Court, Lucknow, and in the Hon'ble NCLT, New Delhi. However, the Audit Committee discuss and takes note of the Internal Audit Report at appropriate intervals and issue verbal advise to the Internal Auditors and units for better control.

		(ii) Based on the representation and information and explanations provided to us, the Company did not have an appropriate internal financial control system over financial reporting since the internal controls adopted by the Company did not adequately consider assessment, which is one of the components of internal control, with regard to the potential for fraud when performing risk assessment.			
b		Type of Audit Qualification:	<u>Qualified Opinion</u>	<u>Disclaimer of Opinion</u>	<u>Adverse Opinion</u>
			A, and B as stated above	NIL	C as stated above
c		Frequency of qualification:	<u>Qualified Opinion</u>	<u>Disclaimer of Opinion</u>	<u>Adverse Opinion</u>
			A (i): Repetitive – last 4 years A (ii): Repetitive – last 4 years A (iii): Repetitive – last 4 years A (iv): Repetitive – last 4 years B. xiii. - last 3 years	NIL	C (i). (a), (b), (c) – last 3 years C (ii) - last 3 years
D		For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not quantified			
e		For Audit Qualification(s) where the impact is not quantified by the auditor:			
		(i) Management's estimation on the impact of audit qualification: There are litigations going on before Tribunal & Court. As such, their impact on profitability of the Company is not ascertainable till the time of their disposal by court/tribunal.			
		(ii) If management is unable to estimate the impact, reasons for the same: Since the litigations are still pending before courts and forums, their outcome can not be ascertained and thus the impact is not estimated.			
		(iii) Auditors' Comments on (i) or (ii) above: We agree with the above comments of the management			

III	Signatories:	
	CEO/Managing Director	
	CFO	
	Audit Committee Chairman	
	Statutory Auditor	
Place: New Delhi		
Date: 29.05.2018		

