



Annual Report for the Financial Year 2016-2017 of Arambhan Hospitality Services Limited

(formerly known as Cawasji Behramji Catering Services Limited)

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Corporate Information

BOARD OF DIRECTORS

Alfred Micheal Arambhan, *Chairman & Managing Director*

Nalini Maria Arambhan, *Executive Director*

Pooja Alfred Arambhan, *Executive Director*

Yateen Madhukar Chodnekar, *Executive Director*

Abhijit Pradhan, *Non-Executive Independent Director*

Lekhranj Assanand Sardana, *Additional Non-Executive Independent Director (Appointed w.e.f. 14.11.2016)*

Shashank Suresh More, *Non-Executive Independent Director (Resigned w.e.f. 09.03.2017)*

John Philipose, *Non-Executive Independent Director (Resigned w.e.f. 02.11.2016)*

REGISTERED OFFICE

201/202, Benston-B, Sherly Rajan Road,

Near Rizvi College, Bandra (W), Mumbai-400050, Maharashtra, India

CORPORATE OFFICE ADDRESS

17. Bahubali Building, Behind People's Book House

Cawasji Patel Street, Fort, Mumbai-400001

Email: investor.ahsl@arambhangroup.com

Tel: 022-65650232/

022-22044206/07/08 ; Fax: 22042080

Website: www.arambhanhospitality.com

CIN: L5510MH2009PLC191462

CHIEF EXECUTIVE OFFICER

David Arambhan

CHIEF FINANCIAL OFFICER

Pooja Arambhan (*Appointed w.e.f. 14.11.2016*)

COMPANY SECRETARY & COMPLIANCE OFFICER

Sagar Shah

STATUTORY AUDITOR

M/s. S.S.Rathi & Co., Chartered Accountants

SECRETARIAL AUDITOR

M/s. Abhishek Lakhota & Co., Company Secretaries in Practice

INTERNAL AUDITOR

M/s. Vimal Manek & Co., Chartered Accountants in Practice

BANKERS

Bank of India

HDFC Bank

REGISTRAR AND TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd.

Unit no.1, Luthra Ind. Premises, Safed Pool,

Andheri Kurla Road, Andheri (East),

Mumbai - 400072 | T: 2851 5606/ 5644/ 6338 |

F: 28512885 | Web: <http://www.sharexindia.com>



NOTICE

Notice is hereby given that the Eighth Annual General Meeting of the Members of Arambhan Hospitality Services Limited (Formerly Known as Cawasji Behramji Catering Services Limited) will be held on Friday, September 29, 2017, at 03:00 P.M. at The Park Club Ltd., Keluskar Road, Shivaji Park, Beside Mayor Bungalow, Dadar (West), Mumbai – 400028, Maharashtra, India to transact the following business, with or without modification(s), as may be permissible;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial statements and the Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Auditors and Board of Directors thereon;
2. To appoint a Director in place of Mrs. Nalini Maria Arambhan (DIN: 02168429), who retires by rotation and being eligible, offers herself for re- appointment;
3. To ratify the appointment of Statutory Auditors and fix their remuneration and, if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

S SRathi& Co., Chartered Accountants (Firm Registration No. 108726W), were appointed as the Statutory Auditors of your Company at the 7th Annual General Meeting of the Company held on September 27, 2016 to hold office for a period of 5 years, from the conclusion of the said Annual General Meeting till the conclusion of the 12th Annual General Meeting of the Company, subject to ratification by Members at every Annual General Meeting. In terms of the requirements of Section 139 of the Companies Act, 2013, the appointment of the Statutory Auditors of the Company is required to be ratified by the Members at every Annual General Meeting of the Company.

Therefore shareholders are requested to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of, M/s. S SRathi& Co., Chartered Accountants (Firm Registration No. 108726W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Nineth Annual General Meeting to be held in the year 2018, at such remuneration plus service tax, out-of- pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”



SPECIAL BUSINESS:

4. To appoint Mr. Lekhraj Assanand Sardana (DIN: 07652004) as Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR/Listing Regulations), including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force, **Mr. Lekhraj Assanand Sardana (DIN: 07652004)** who was appointed as an Additional Non-executive Independent director of the Company with effect from 14th November, 2016, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of an Non-Executive Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from November 14, 2016”.

5. Increase in Authorized Share Capital and Alteration of the Capital Clause in the Memorandum of Association.

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendments thereto, for the time being in force) (the **“Act”**) and subject to the Articles of Association of the Company, the Authorized Share Capital of the Company, be and is hereby increased from Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs.7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each

RESOLVED FURTHER THAT new equity shares shall rank pari- passu in all respects with the existing equity shares of the Company;

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Act, the existing Clause V (a) of the Memorandum of Association of the Company, be and is hereby replaced by the following Clause:

V (a) The Authorized Share Capital of the Company is Rs.7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each;

RESOLVED FURTHER THAT Alfred Micheal Arambhan (DIN: 00788831), Chairman & Managing Director or Sagar Shah, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution”.



6. Issue of Convertible Warrants by way of Preferential issue on Private Placement basis:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) (**“Act”**), the rules and regulations issued by the Securities and Exchange Board of India (**“SEBI”**), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“Listing Regulations”**) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches 18,00,000 (Eighteen Lacs only) Warrants convertible into Equity shares of the Company by way of Preferential issue on Private Placement basis to the persons not being part of Promoter and Promoter Group (hereinafter collectively referred to as **“Warrant Holders”** and individually as **“Warrant Holder”**) as specified herein below and in Explanatory Statement forming part of the Notice, with a right to Warrant Holder to apply for and get allotted one equity share of face value of Rs. 10 /- (Rupees Ten) each (the **“Equity Shares”**) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, at a price (including the warrant subscription price and the warrant exercise price) of Rs. 27/- each (Rupees Twenty Seven only) aggregating to Rs. 4,86,00,000/- (Rupees Four Crore Eighty Six Lacs only) or such higher price as may be arrived at in accordance with the ICDR Regulations:

| Name of Warrant Holder (s) | No. of Convertible Warrants |
|----------------------------|-----------------------------|
| 1. Kaushik Deva | 2,00,000 |
| 2. Sarojani Upadhyay | 1,00,000 |
| 3. Hemant Ghatge | 15,00,000 |
| TOTAL | 18,00,000 |

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the **“Relevant Date”** for the purpose of determining the minimum issue price for the issue of warrants/ equity shares arising on conversion of warrants is Wednesday, August 30, 2017, which is 30 days prior to the date of the shareholders’ meeting to be held on Friday, September 29, 2017;

RESOLVED FURTHER THAT in accordance with Regulations 77(2) of the ICDR Regulations, the Warrants Holder shall pay an amount equivalent to at least 25% of the price fixed per Warrant on or before the allotment of the Warrants;

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is



pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals;

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

(i) The Warrants may be exercised by the Warrant holder at any time before the expiry of 18 months from the date of allotment of the Warrants ("**Tenor**");

(ii) In the event the Warrant Holder does not exercise the Warrants within 18 months from the date of allotment of the Warrants, the warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;

(iii) The warrant holder shall be entitled to exercise the option of exercising any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;

(iv) The Company shall procure that within 30 days of the issuance and allotment of any Equity Shares to the Warrant Holder upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchanges;

(v) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari - passu in all respects including dividend, with the existing Equity Shares of the Company;

(vi) Upon exercise of the Warrants by the warrants holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company as the registered owner of such Equity Shares;

(vii) A Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares will be payable by the Warrant Holder at the time of exercising the Warrant;

(viii) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;

(ix) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each warrants convert into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant holder: (a) receives such



number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;

(x) The Company shall re-compute the price of the Warrants /Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any,, shall be required to be paid by such Warrant holder to the Company in accordance with the provisions of ICDR Regulations;

(xi) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issue;

(xiii) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder(s) of the Company; and

(xiv) Until the Warrants are transferred, the Company shall treat Warrant Holder as the absolute owner for all purposes without being affected by any notice to the contrary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any Governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary , desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilization of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution”.



NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business as set out in the Notice is annexed herewith.
2. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a Proxy to be appointed by a Member holding more than 10% of the share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy form for the 8th Annual General Meeting is enclosed herewith.
4. Proxy holders are requested to carry an Identity proof at the time of attending the Meeting.
5. Corporate members intending to send their authorized representative to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
6. The Register of Members and Share Transfer Book of the Company shall remain closed from Monday, September 25, 2017 to Friday, September 29, 2017, both days inclusive, for the purpose of AGM of the Company.
7. Members/Proxies should bring their duly filled Attendance Slips enclosed herewith for attending the meeting.
8. The Notice of the 8th Annual General Meeting is being sent by electronic mode to those members whose e-mail address are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. Copies of the Annual Report for FY 2016-2017 along with the Notice of the AGM, Attendance Slip and Proxy Forms are being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ("DPs") for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report, etc., are being sent by the permitted mode. The Annual Report are being sent to the Members, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as on Friday, 01st September, 2017. However, if such a person is not a Member on the cut-off date of Friday, September 22, 2017; such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is also available for download from the website of the Company www.arambhanhospitality.com
10. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 170 and Section 189 of the Companies Act, 2013 respectively, will be available for inspection by the members at the AGM.
11. To support the 'Green Initiative', the Members who have not registered their e-mail are requested to register the same by sending e-mail to investor.ahsl@arambhangroup.com for receiving all communication including Annual Report, Notices, Circulars, etc. electronically and can also register their contact nos.
12. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.



13. The voting shall be reckoned in proportion to the value of shares registered in the Member's name to the total paid up share capital of the Company as on Friday, 01st September, 2017, and a person who is not a Member as on that date should treat this Notice for information purposes only.
14. The date of declaration of results of the e-voting, i.e. Saturday, September 30, 2017 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
15. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 09:30 a.m. and 5:30 p.m. up to the date of the Annual General Meeting (AGM) of the Company.
16. In case, Members wish to ask for any information about the accounts or operation of the Company, they are requested to send their queries over e-mail: investor.ahsl@arambhangroup.com at least 7 days before the date of the Meeting, so that information can be made available at the time of the meeting.
17. Resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at the AGM of the Company.
18. Members having any grievances connected with the e-voting can contact Sharex Dynamic (India) Pvt Ltd, Registrar and Share Transfer Agent, at Unit-1, Luthra Ind Premises, 1st Floor, 44 E, M Vasanti Marg, Andheri Kurla Road, Safeed Pool, Andheri East, Mumbai, Maharashtra 400072 (Contact details Tel.: 022 2851 5644, Fax No: 28512885, email: evoting@sharexindia.com)
19. 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.
20. The facility of polling paper shall also be made available at the Meeting and the Members attending the meeting who have not cast their vote through e-voting shall be able to exercise their voting right at the Meeting.

21. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), SS-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this Notice. The facility of casting the votes by the members using remote e-voting will be provided by Central Depository Services (India) Limited ('CDSL'). The facility for voting through ballot paper shall be made available at the AGM and 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 ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 26/09/2017 at 10:00 A.M. IST and ends on 28/09/2017 at 05:00 P.M. IST. During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date (record date) of 22/09/2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,