



**ARAMBHAN GROUP**  
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**Annual Report for the Financial Year 2019-20**  
**of**  
**Arambhan Hospitality Services Limited**

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Shorter Notice is hereby given that the Eleventh Annual General Meeting of the Members of Arambhan Hospitality Services Limited (Formerly Known as Cawasji Behramji Catering Services Limited) will be held on Tuesday, December 29, 2020, at 12:00 P.M. via video conferencing 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 of the Company for the financial year ended March 31, 2020 together with the Reports of the Auditors and Board of Directors thereon;
2. To appoint a Director in place of Mr. ALFRED MICHEAL ARAMBHAN (DIN: 00788831), who retires by rotation and being eligible, offers herself for re- appointment;

**SPECIAL BUSINESS:**

**3. Appointment of Mr. Girish Kamlakar Sharma as an 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 Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Mr. Girish Kamlakar Sharma (DIN: 08808690), who was appointed as an Additional Director of the Company with effect from 01<sup>st</sup> day of August, 2020 and holds office up to the date of 11<sup>th</sup> Annual General Meeting of the Company and being eligible for appointment and in respect of whom the Company has received a notice under the provisions of Section 160 of the Act, proposing candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years i.e. from 01<sup>st</sup> day of August, 2020 to 31<sup>st</sup> day of July, 2025, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”



#### **4. Appointment of Ms. Bhakti K Rathod as an 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 Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, Ms. Bhakti K Rathod (DIN: 08984088), who was appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> day of December, 2020 and holds office up to the date of 11<sup>th</sup> Annual General Meeting of the Company and being eligible for appointment and in respect of whom the Company has received a notice under the provisions of Section 160 of the Act, proposing candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years i.e. from 23<sup>rd</sup> day of December, 2020 to 22<sup>nd</sup> day of December, 2025, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

**For Arambhan Hospitality Services Ltd  
(Formerly known as Cawasji Behramji Catering Services Ltd)**

**Ms. Pooja Arambhan  
Director/CFO  
DIN: 02540168**

**Date: 18/12/2020  
Place: Mumbai**

**NOTES:**



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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. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (hereinafter referred to as "MCA") has vide its General Circular No. 20/2020 dated 05th May, 2020 read together with General Circular Nos. 14/2020 & 17/2020 dated 08th April, 2020 and 13th April, 2020 respectively (hereinafter collectively referred to as "MCA Circulars"), permitted the holding of Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (here in after referred to as "the Act") and the MCA Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the Members at a common venue.
3. Pursuant to the provisions of the Section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Register of Members and Share Transfer Book of the Company shall remain closed from Friday, December 25, 2020 to Tuesday, December 29, 2020, both days inclusive, for the purpose of AGM of the Company.
6. The Notice of the 11<sup>th</sup> 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.
7. Copies of the Annual Report for FY 2019-2020 along with the Notice of the AGM 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, 18<sup>th</sup> December, 2020. However, if such a person is not a Member on the cut-off date of Tuesday, December 22, 2020; 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](http://www.arambhanhospitality.com).



8. 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 during the AGM.
9. 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.
10. 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, 18<sup>th</sup> December, 2020, and a person who is not a Member as on that date should treat this Notice for information purposes only.
11. The date of declaration of results of the e-voting, i.e. Thursday, December 31, 2020 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. 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.
13. 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](mailto: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.
14. 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.
15. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (hereinafter referred to as "ICSI") read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
16. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy of the Board Resolution/Authority Letter, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting or during the AGM.
17. Members having any grievances connected with the e-voting can contact LINK INTIME INDIA PVT. LTD. (Formerly known as Sharex Dynamic (India) Pvt. Ltd.), Registrar and Share Transfer Agent, at C-101, 247 Park, L.B.S. Marg, Vikhroli West Mumbai 400083, (Contact details Tel.: 022-49186270, email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)).



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18. 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.

#### **19. 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 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 voting at the Meeting. 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:**

1. The voting period begins on 26/12/2020 at 10.00 A.M. IST and ends on 28/12/2020 at 5.00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22/12/2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
3. Click on Shareholders.
4. Now Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID,
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric*PAN issued by Income Tax Department



	<p>(Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4)</li> </ul>

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the Electronic Voting Sequence Number ("EVSN") for the relevant **"Arambhan Hospitality Services Limited"** (Formerly known as Cawasji Behramji Catering Services Limited) on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.





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14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. **Note for Non – Individual Shareholders and Custodians:**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
20. The Board of Directors of the Company has appointed Mukesh Sarswat, Practising Company Secretaries, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
21. The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the e-voting. The results shall be declared on or before 31/12/2020 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at [www.arambhanhospitality.com](http://www.arambhanhospitality.com).

**For Arambhan Hospitality Services Ltd**

**Ms. Pooja Arambhan**  
**Director/CFO**  
**DIN: 02540168**  
**Place: Mumbai**  
**Date: 18/12/2020**



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**STATEMENT OF MATERIAL FACTS  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3 - Appointment of Mr. Girish Kamlakar Sharma as an Independent Director of the Company.**

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration committee, had appointed Mr. Girish Kamlakar Sharma (DIN: 08808690), as an Additional Director (Independent) of the Company with effect from 01<sup>st</sup> day of August, 2020. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Girish Kamlakar Sharma shall hold office only upto the date of 11<sup>th</sup> Annual General Meeting. The Company has received notice under Section 160 of the Companies Act, 2013 signifying candidature of Mr. Girish Kamlakar Sharma for Directorship of the Company. The Company has also received consent to act as a Director of the Company in form DIR 2, declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and Declaration of Independence and compliance under Section 149 (6) of the Companies Act, 2013.

A disclosure under Secretarial Standard - 2, issued by the Institute of Company Secretaries of India is detailed as below.

Sr. No.	Particulars	Response
1.	Name	Mr. Girish Kamlakar Sharma
2.	Director Identification Number (DIN)	08808690
3.	Terms & Conditions of Appointment	Independent Director for a period of five consecutive years with effect from 01.08.2020 to 31.07.2025. During the tenure, Mr. Girish Kamlakar Sharma may receive sitting fees under Section 197 (5) of the Companies Act, 2013 and other reimbursement of expenses for participation in the Board and other Committee Meetings.
4.	Nationality	Indian
5.	Date of Birth Age as on the date of Application	10/10/1962 58 Years
6.	Business Address (along with Phone, Fax and	1/26, EILAM MAHAL, R B S K BOLE ROAD, OPP. DR.