



**TOTAL**  
HOSPITALITY LTD.



# Annual Report 2013-14



## *Mission and Objectives*

### **MISSION:**

- i. To create a fine balance between our traditions and today's progressive market.
- ii. To present our customers with perfect meal, delivering quality of service, superior hospitality and a perfect friendly environment

### **Objectives:**

- i. Providing an array of services mainly by establishing a chain of fine dining restaurants, Boutique hotels, Spa Resorts, hotels, motels, amenities, etc.
- ii. To carry on business of retailing, franchising and manufacturing food items, bakery products, food and beverages, etc.
- iii. To carry on business of health care, amusement and gaming machines, funfairs, billiard saloons, places of entertainment, etc.
- iv. To ensure customer satisfaction and safeguard customers' interest through continuous improvement in operations and providing the requisite services.
- v. To expand and diversify in the areas as organizers of all form of entertainment, dance bands and entertainers of all kind, etc.



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CIN:L51102CT1982PLC006773

**BOARD OF DIRECTORS:**

Ms. Divya Seengal	Managing Director
Mr. Siddharth Seengal	Non Executive Director
Mr. Kanad Kashyap	Independent Director
Mr. Anil Kumar	Independent Director

**AUDIT COMMITTEE**

Mr. Kanad Kashyap  
Mr. Siddharth Singhal  
Mr. Anil Kumar

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Kanad Kashyap  
Mr. Siddharth Seenghal  
Ms. Divya Seengal  
Mr. Anil Kumar

**NOMINATION AND REMUNERATION COMMITTEE**

Mr. Kanad Kashyap  
Mr. Siddharth Seenghal  
Mr. Anil Kumar

**REGISTERED OFFICE**

Saanvi Restaurants,  
Narsinha Vihar, Katulbod,  
Bhilai-490020, Chhattisgarh

**CORPORATE OFFICE**

Unit No. 1152, B-2, Spaze I Tech Park,  
Sector-49, Sohna Road,  
Gurgaon-122018  
Phone No.: 0124-4111514  
Fax No. 0124-4111514

**WEBSITE**

[www.totalhospitality.in](http://www.totalhospitality.in)

**REGISTRAR AND TRANSFER AGENTS**

Beetel Financial & Computer Services Pvt. Ltd.,  
Beetel House, 3<sup>rd</sup> Floor, 99, Madangir,  
Behind Local Shopping Centre  
New Delhi-110062  
Phone: +91-11-29961281, 82, 83  
Fax: +91-11-19961284

**BANKERS:**

South Indian Bank Limited

**STOCK EXCHANGES**

1. BSE Limited
2. DSE Limited
3. Madhya Pradesh Stock Exchange Limited

**INTERNAL AUDITOR:**

Mr. Pankaj Mittal  
Pankaj Shiv & Co.

**STATUTORY AUDITORS**

M/s DMRN & Associates, Chartered Accountants

**SECRETARIAL AUDITOR:**

Nitika & Associates, Company Secretaries

Ladies and Gentlemen,

On behalf of Board of directors of Total Hospitality Limited and on my own behalf, it gives me great pleasure to extend a warm and hearty welcome to you all to the 32<sup>nd</sup> Annual General Meeting of your Company. I also take this opportunity to thank you on my behalf and on behalf of the Board of Directors of your Company for your interest and your presence here today.

It has been a wonderful journey since 1982 when the company has ventured into the business of HOSPITALITY. It is only because we constantly strive for excellence in every sphere. We keep looking for ways through which we can further improve our services to our esteemed guests and attain maximum customer satisfaction so that we can bring greater value to our shareholders.

The hospitality industry in India thrives largely due to the growth in tourism. Tourism is one economic sector in India that has the potential to grow at a high rate and to ensure consequential development of the infrastructure at the destinations. The booming economy of India passed through a challenging phase. The weak global economy, impacted the Indian Hospitality Industry. While India's growth has been impacted by the situation worldwide, there are several factors within India that have led to this drop in GDP. The tightening of the monetary policy, making it more expensive to borrow, is partly responsible for the slowdown in almost all sectors.

This year our company has incur losses and more expenditure but we are looking forward for planning to launch of many hotels & restaurants in different locations in India and continue with our growth model. I am confident that the young and dynamic team of Total Hospitality Limited will continue to deliver its promises and exceed customer expectations. We will continue our practice of value addition for all our stakeholders over the long run with your continuous support and faith in us.

The Indian hospitality sector has been going through a difficult time owing to the economic downturn in Europe and US in business and leisure travel to India. Weak business sentiment and global economic uncertainty may continue to be obstacles but I am convinced that it is a matter of time when the world economy rebounds and we must be prepared for the same. At the same time our restaurants catering to up market continues to be buoyant. The India growth story too is not over. It still continues to be one of the fastest growing countries in the world and we expect that demand will come from a burgeoning domestic market.

As we go about consolidating our position as a major luxury player in the hospitality business, we have begun charting out a new business strategy to exploit the full growth potential of our business. We will grow in an asset-light manner and plan to double our portfolio of hospitality business in the next five years through the management contract route. Our aim is to cover the entire country by spreading our presence in the major metro areas before expanding our foot prints in the overseas markets. This will also enable us to offer our employees and business associates rewarding growth opportunities.

On behalf of the Board, I would like to acknowledge all my associates and colleagues in the company for their dedication and unstinting hard work in a difficult year and look forward to their continued support and their commitment to the future success of our business. I anticipate that the hospitality sector will continue to be difficult in 2014-15 but I am confident that our new asset light business model, service standards and excellent teamwork will indeed give us better opportunities when the upturn in the economy takes place.

I also take this opportunity to thank our valued shareholders, clients, bankers, financial institutions and government authorities for their confidence and support and look forward to their continued support.

Once again, I thank you for resting your trust on me and providing me the opportunity to lead our company in this very dynamic industry. I look forward to sharing success with you in the coming year.

**With Best Wishes,**

Sd/-  
**Divya Seengal**  
Chairman & Director

Notice is hereby given that the Annual General Meeting of the members of the Total Hospitality Limited (*Formerly Known as Total Exports Limited*) will be held on Monday, 29<sup>th</sup> day of September, 2014 at 11:30 A.M at its registered office at Saanvi Restaurants, Narsinha Vihar, Katulbod, Bhilai, Chhattisgarh - 490020 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Profit & Loss Account for the financial year ended on that date, the Reports of the Directors and the Auditors thereon
2. To appoint a Director in place of Mr. Siddharth Seengal, who retires by rotation and being eligible, offers himself for reappointment
3. **Appointment of Auditors**

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

“RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time, M/s DMRN & Associates, Chartered Accountants, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 36<sup>th</sup> AGM of the Company to be held in the year 2018 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

4. **Appointment of Mr. Kanad Kashyap as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Kanad Kashyap (DIN:00508054), a non executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, from 29<sup>th</sup> September, 2014 till the Conclusion of 37<sup>th</sup> Annual General Meeting to be held in 2019.

5. **Appointment of Mr. Anil Kumar as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Anil Kumar (DIN:02179776), a non executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect 29<sup>th</sup> September, 2014 till the Conclusion of 37<sup>th</sup> Annual General Meeting to be held in 2019.

6. **Appointment of Ms. Divya Seengal as Managing Director**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions 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), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, reappointment of Ms. Divya Seengal (DIN: 00507943) as Managing Director of the Company be and is hereby approved for a period of five years with effect from 13<sup>th</sup> August, 2014.

“RESOLVED FURTHER THAT Mr. Kanad Kashyap and Mr. Anil Kumar, Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval / consent from the government departments, as may be required in this regard.”

By Order of Board of Director  
**For Total Hospitality Limited**

Place : Gurgaon  
Date : 21.08.2014  
CIN: L51102CT1982PLC006773

Sd/-  
**Divya Seengal**  
(Director)  
DIN:00507943

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

***A proxy, in order to be effective, must be received at the office of the Company's Registrar and Share Transfer Agent- Beetel Financial & Computer Services Pvt. Ltd., Beetel House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre New Delhi-110062 not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed and can also be downloaded from the website of the company.***

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 26<sup>th</sup> September, 2014 (Friday) to 29<sup>th</sup> September, 2014 (Monday) (both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
5. Members are requested to notify any change of address:

- a. To their depository participants (DP) in respect of shares held in dematerialized form, and
- b. To Registrar and Share Transfer Agent of the Company- Beetel Financial & Computer Services Pvt. Ltd., Beetel House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062 in respect of shares in physical form, to notify their change of address/residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
6. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. Kindly bring your copies of the Annual Report to the meeting.
12. Electronic copy of the Annual Report for the financial period ended 31.03.2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hardcopy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
13. Electronic copy of the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 32<sup>nd</sup> Annual General Meeting and the Annual Report for the financial period ended on 31.03.2014 will also be available on the Company's website [www.totalhospitality.com](http://www.totalhospitality.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chhatisgarh for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@totalhospitality.in](mailto:info@totalhospitality.in).
- 15. Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):



The instructions for e-voting are as under:

**A) In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “Total Hospitality Limited” from the drop down menu and click on “SUBMIT”
- (iv) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.com](http://www.evotingindia.com) for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
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.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <ABCDE1234F> in the PAN field.

# Please enter any one of the details in order to login. Incase either of the details are not recorded with the depository/company, please enter the number of shares held by you as on 22<sup>nd</sup> August, 2014.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN 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.
- (viii) For members holdings shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the relevant EVSN on which you choose to vote.
- (x) 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.

- (xi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

**B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**

Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

- C) The voting period begins on 22<sup>nd</sup> September (9.00 am) and ends on 23<sup>rd</sup> September, 2014 (6.00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22<sup>nd</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and evoting 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).
- II.
- a. Ms Nitika Jain, ACS, Practicing Company Secretary (CP No. 11734) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
  - b. The Scrutinizer shall within a period not exceeding ten (10) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - c. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
17. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 32<sup>nd</sup> Annual General Meeting are given separately in the notice.