



TOTAL
HOSPITALITY LTD.



Annual Report 2015-16



Mission and Objectives

MISSION:

- ❖ To set-up most-modern, state-of-the-art Diabetes Centers in next 6 months in Djibouti.
- ❖ To set up a centralized modern automatic Pathology Laboratory in Djibouti in Africa.
- ❖ To set-up state-of-the-art Dialysis and Diagnostic & Imaging Centres, Electronic Medical Records (EMR) and a Super Specialty Hospital in Kigali, Rwanda.

OBJECTIVES:

- ❖ To increase the efficiency of the operations resulting in improved quality of care.
- ❖ To assess diabetes control.
- ❖ To provide “Care at Your Door Step” facility for elderly & disabled patients.
- ❖ To educate & empower patients.
- ❖ To offer patient’s perspective on services provided.

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CIN:L51102CT1982PLC006773

BOARD OF DIRECTORS:

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

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Garima Munjal

REGISTERED OFFICE

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

CORPORATE OFFICE

1004, 10th Floor, Tower-B,
Millennium Plaza, Sector- 27,
Near Huda City Centre Metro Station,
Gurgaon-122002

WEBSITE

www.totalhospitality.in

E-MAIL ID

info@totalhospitality.in

REGISTRAR AND TRANSFER AGENTS

Beetal Financial & Computer Services (P) Limited

Address: Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre, New Delhi-110062

BANKERS

South Indian Bank Limited

LISTING

Bombay Stock Exchange Limited
Delhi Stock Exchange Limited
Madhya Pradesh Stock Exchange Limited

STATUTORY AUDITORS

M/s Gaur Jain & Co., Chartered Accountants

INTERNAL AUDITOR

M/s. KJMA & Associates., Chartered Accountants

SECRETARIAL AUDITOR

Mr. Sanjeev Sharma, Practicing Company
Secretary

Chairman's Message

DEAR SHAREHOLDERS,

It gives me an immense pleasure to present to you our 34th Annual Report. On behalf of the Board of Directors of M/s. Total Hospitality Limited. I would like to extend a warm and hearty welcome to you all to the 34th 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 for your interest and presence here today.

It has been a wonderful journey since 1982 when the Company has ventured into the business of Hospitality.

Total Hospitality Ltd. has decided to set up state-of-the-art Dialysis and Diagnostic & Imaging Centres, Electronic Medical Records (EMR) and a Super Specialty Hospital in Kigali, Rwanda.

The Company has plans to set-up most-modern, state-of-the-art Diabetes Centers in next 6 months in Djibouti and a centralized modern automatic Pathology Laboratory.

This year our Company has incurred losses and more expenditure but we are looking forward for wonderful years ahead. I am confident that the young and dynamic team of Total Hospitality Limited will continue to deliver its promises.

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 difficult years and look forward to their continued support and their commitment to the future success of our business.

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. I look forward to sharing success with you in the coming year.

Divya Seengal
Managing Director

Director's Profile

MS. DIVYA SEENGAL (MANAGING DIRECTOR)

Ms. Divya Seengal, an eminent personality, holds a Master's Degree in Information Technology, from University of Southampton, UK and passion for new ideas and concepts in the Hotel Industry. With her expertise in execution, management and leadership qualities, she brings to the table a fresh global perspective.

She is a woman of simple taste and expresses confidence in her abilities to lead the Company to even greater heights as she profoundly states "Having an aggressive team working on a conservative approach with systems in place, processes automatically give desired results."

A high standard of professionalism, integrity and corporate ethics is what she always aimed to build in the organization and so the Total Hospitality team is driven towards an ethical and dynamic process of wealth creation by a very strong & aggressive team under the active leadership of Ms. Divya Seengal.

MR. ANIL KUMAR (INDEPENDENT DIRECTOR)

Mr. Anil Kumar, has over 20 years of experience in varied areas. He is known for his business foresight, strategizing abilities and business development skills and brings his invaluable experience and creative ideas to the Company.

MR. SIDDHARTH SEENGAL (DIRECTOR)

Mr. Siddharth Seengal, Purdue University alumni, has worked with the world's 3rd largest communications group, Publicis Groupe. With his inclination towards marketing, He is sure to add his passion and knowledge in making the Company a brand recognition.

MR. KANAD KASHYAP (DIRECTOR)

Mr. Kanad Kashyap, a Computer Engineer with a Master's degree in Computer Networks from Middlesex University, UK. His expertise lies in bringing, executing and managing projects from concepts to marketing. Being in UK, he worked with brands like KFC and Nandos, gaining substantial knowledge and experience in managing fast food joints. A keen entrepreneur, he brings his invaluable experience and creative ideas for the Company. He truly believes to succeed in life, one must take up an idea, breathe, dream, and live that idea. That's the only way to success.

MS. GARIMA MUNJAL (COMPANY SECRETARY & COMPLIANCE OFFICER)

Ms. Garima Munjal, heads the secretarial department of the Company. She is a member of The Institute of Company Secretary of India. Her expertise lies in secretarial function & holds great managerial skills.

NOTICE is hereby given that the 34th (Thirty Fourth) Annual General Meeting of the Members of **M/s. TOTAL HOSPITALITY LIMITED** will be held on Friday, 30th September, 2016 at 10:30 a.m. at the Registered Office of the Company at Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai, Chhattisgarh-490020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended on 31st March, 2016, including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss Account and Cash Flow Statement of the Company for the year ended on that date together with the Reports of the Board of Director's and Auditor's thereon.
2. To appoint a Director in Place of Mr. Siddharth Seengal (DIN: 02182275), who retires by rotation and being eligible, offers himself for reappointment
3. **Ratification of Appointment of M/s. Gaur Jain & Co., as the Statutory Auditor 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company be and hereby ratifies the appointment of M/s. Gaur Jain & Co., Chartered Accountants (Firm Registration No. 022957N), as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company to be held in the year 2020 to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution** for Regularization of Mr. Kanad Kashyap as Director:-

"RESOLVED THAT Mr. Kanad Kashyap (DIN: 00508054), who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 28th December, 2015 in terms of Section 161(1) of the Companies Act, 2013 and applicable provisions of the Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Kanad Kashyap (DIN 00508054) as a candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company."

RESOLVED FURTHER THAT Ms. Divya Seengal, Managing Director and Ms. Garima Munjal, Company Secretary be and is hereby severally/jointly authorized to file necessary forms with the Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution."

By the order of the Board
FOR TOTAL HOSPITALITY LIMITED

Sd/-
Divya Seengal
Managing Director
DIN: 00507943

Place: Gurgaon
Date : 29th August, 2016

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the Annual General Meeting. Proxies submitted on behalf of limited Companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. 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 is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will be closed from 24th September, 2016 to 30th September, 2016.
4. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. 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.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s Beetal Financial & Computer Services (P) Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Beetal Financial & Computer Services (P) Limited directly.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to M/s Beetal Financial & Computer Services (P) Limited.

7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal Financial & Computer Services (P) Limited for assistance in this regard.
8. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Beetal Financial & Computer Services (P) Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes thereon.
9. Members seeking any information with regard to Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information available at the Annual General Meeting.

10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to Beetal Financial & Computer Services (P) Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
11. 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 DP and holdings should be verified.
12. The Notice of the AGM along with the Annual Report 2015-16 and instructions for E-voting, Attendance slip and Proxy form is being sent by electronic mode to those Members whose e-mail addresses 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. Members may note that the Notice and the Annual Report 2015-16 will be available on the Company's website i.e. www.totalhospitality.in.
13. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, on all the resolutions set forth in this Notice. The instructions for E-voting are given herein below. Resolution(s) passed by Members through E-voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.
14. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote E-voting shall be able to exercise their right to vote at the AGM.
15. 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.
16. The instructions for E-voting are as under:
 - A. The voting period begins from 27th September, 2016 from 09:00 a.m. (IST) and end on 29th September, 2016 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) 23rd September, 2016, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
 - B. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - C. Log on to the E-voting website www.evotingindia.com.
 - D. Click on "Shareholders" tab.
 - E. Now Enter your User ID

For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - F. Next enter the Image Verification as displayed and Click on Login.
 - G. If you are holding shares in Demat form and had already logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

H. If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both Demat as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 folio/Client ID number in the PAN field. In case the folio 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. <p>Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login. If both 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 (v).</p>

- I. After entering the details appropriately, click on "Submit" tab.
- J. 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.
- K. For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- L. Click on "EVSNN" (Electronic Voting Sequence Number) of Total Hospitality Limited on which you choose to vote.
- M. 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.
- N. Click on the "Resolutions File Link" if you wish to view the entire Resolution details.
- O. 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.
- P. Once you "Confirm" your vote on the resolution, you will not be allowed to modify your vote.
- Q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- R. If the 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.