



Annual Report 2016-17



CORPORATE INFORMATION – TOTAL HOSPITALITY LIMITED
{CIN: L51102CT1982PLC006773}

Registered Office:

Total Hospitality Limited
Saanvi Restaurant,
Narsinha Vihar, Katulbod,
Bhilai, Chhattisgarh – 490 020

Corporate Office:

Unit No. 1004, Tower-B, 10th Floor,
Millennium Plaza, Sector-27,
Near Huda City Centre Metro Station,
Gurgaon-122 002

Telephone: 0124-6541514

E-mail: info@totalhospitality.in

Website: www.totalhospitality.in

Board of Directors & Senior Management Personnel

Divya Seengal	Managing Director
Siddharth Seengal	Non-Executive Director
Kanad Kashyap	Non-Executive Director
Anil Kumar	Independent Director
Mahak Gupta	Company Secretary

Statutory Auditors

Gaur Jain & Co., Chartered Accountants
#737, Sector-16, Panchkula – 134 113 (Haryana)

Internal Auditors

KJMA & Associates, Chartered Accountants
13, Industrial Area, Phase-II, Panchkula,
Haryana – 134 113

Secretarial Auditor

A. Kaushal & Associates, Company Secretaries
A-308, Lower Ground Floor, Defence Colony,
Near Defence Colony market, Delhi -110024

Registrar & Share Transfer Agents

Beetal Financial & Computer Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre New Delhi- 110062
Telephone: 011-29961281-83

Fax: 011-29961284, **Email ID:** beetalrta@gmail.com, **Website:** www.beetalfinancial.com

Stock Exchange

BSE Ltd.
25th Floor, P J Towersdalal Street, Mumbai - 400001

Bankers

South Indian Bank Limited
Sector-31, Gurgaon-122001

ACROSS THIS REPORT

▲	From the desk of Managing Director	3
▲	Notice of 35 th AGM	5
▲	Instruction for Remote E-Voting	9
▲	Annexure to the Notice	13
▲	Board's Report	15
▲	Annexures to the Board's Report	25
▲	Secretarial Audit Report	36
▲	Management Discussion And Analysis	40
▲	Corporate Governance Report	42
▲	Certification by Managing Director	54
▲	Standalone Financial Statements	55
▲	Consolidated Financial Statements	75
▲	Proxy Form	90
▲	Attendance Slip	92

FROM THE DESK OF MANAGING DIRECTOR**DEAR SHAREHOLDERS,**

It is an honour and privilege to present to you our 35th Annual Report on behalf of the Board of Directors of Total Hospitality Limited. The Company has ventured into the business of Hospitality since 2010 consequent upon change in Object Clause of the Company (formerly known as Total Exports Limited).

The road ahead is to set-up initially 10 nos. most-modern state-of-the-art Dialysis Centres in Africa, stand-alone or with an existing facilities of a large hospital. In each centre, we propose to install 10 nos. dialysis machines including 2 nos. exclusively reserved for HCV, HIV & Hep 'B' patients. These centres will consists of dialysis machines, fowler beds, cardiac table, crash cart, defibrillators, multi-para monitors, weighing scale, air-conditioners & fridges, individual television for each bed, reverse osmosis plant 1000 LPH, with 2 nos. storage tanks of 10,000 litres capacity each, CCTV cameras etc.

The Company has initially identified Rwanda, Uganda, Zambia & Ethiopia for setting-up these 10 dialysis centres in next 24 months time. In second phase, the Company may explore other countries in Africa & West Asia.

The estimated cost of per dialysis session is more than 5 times compare to India. The estimated total capital outlay of this project is US\$ 3.00 million equivalent to INR 200 million, which will financed through deferred credits on equipment, equity contribution by the Promoters and a Mauritius based Private Equity Company.

The Company is in the process of appointing a competent experienced consultants, who will be responsible for setting-up the entire operations of the centres which include layout design, area modifications, beds allocation, build & construction of waiting area, utility room, store design, nursing & administration stations, purchase & installation of equipment, provide manpower planning, protocol & quality implementation.

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.

Once again, I thank you for resting your trust on us and providing us the opportunity to lead our Company. I look forward to sharing success with you in the coming years.

Divya Seengal
Managing Director

NOTICE OF THE 35TH ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of the Members of Total Hospitality Limited (Formerly known as 'Total Exports Limited') will be held on **Monday, September 18, 2017 at 3:00 p.m. IST** at the registered office of the Company situated at Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai, Chhattisgarh – 490020, to transact the following business:

ORDINARY BUSINESS:**Item No. 1- Adoption of Financial Statements**

To consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended on March 31, 2017 and the reports of the Board of Directors ('The Board') and the Auditors thereon.

Item No. 2 – Appointment of Divya Seengal (DIN: 00507943) as a director liable to retire by rotation

To appoint a director in place of Divya Seengal (DIN: 00507943), who retires by rotation and, being eligible, seeks reappointment. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the company, be and is hereby accorded to the reappointment of Divya Seengal (DIN: 00507943) as a Managing Director, subject to retirement by rotation.

Item No. 3 – Appointment of Auditors

To ratify the appointment of the auditors of the company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time and pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 15, 2015, the appointment of M/s. Gaur Jain & Co., Chartered Accountants (Firm Registration No. 022957N), as the Statutory Auditors of the Company to hold office till the conclusion of the 38th Annual General Meeting to be held in the year 2020 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined and recommended by the Audit Committee in consultation with the auditors.

SPECIAL BUSINESS:**Item No. 4 – Appointment of Isha (DIN: 07045557) as an Independent Director**

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, Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Isha (DIN: 07045557), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years, that is, up to September 17, 2022.

By the order of the Board of Directors

Mahak Gupta

Company Secretary

M. No.: 49542

Gurgaon
August 04, 2017

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 4 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Independent Director seeking appointment at this Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** The member may vote either 'for' or 'against' each resolution. If the 'for' or 'against' column is left blank against any or all of the resolutions, the proxy will be entitled to vote in the manner as he/she may deem appropriate.
The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the AGM. A Proxy Form is annexed to this notice. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the Member organization.
A person can act as a proxy on behalf of Members (not exceeding 50 Members) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
3. **The Register of Members and Share Transfer Books shall remain closed from 13th September, 2017 to 18th September, 2017 (both days inclusive) for the purpose of AGM.**
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company.
5. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
6. In case of joint holders attending the AGM, only such joint holder who is senior by the order in which the names stands in the register of members will be entitled to vote.
7. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the said Act, will be available for inspection by the members at the AGM.
8. Relevant documents referred to in the Notice and the accompanying statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. Members who hold shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
10. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.

- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/ name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members. In case of Members holding shares in physical form, such information is required to be provided to the Company's Registrars and Transfer Agents.
 12. In order to communicate the important and relevant information and event to the members, the members are requested to register their e-mail addresses with the Registrar & Share Transfer Agents (RTA) in case of shares held in physical form and with their respective Depository Participants (DP) in case of Demat holdings.
 13. Details of Directors retiring by rotation / seeking appointment at the ensuing Meeting are provided in the **"Annexure to the Notice"** pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
 14. As an austerity measure, copies of the Annual Report will not be distributed at the AGM. Members are requested to bring their attendance slip alongwith a copy of Annual Report to the Meeting.
 15. **Any person, who acquires shares and becomes member of the Company after dispatch of Notice and holds shares as on the cut-off date, may obtain User ID and password by sending a request to helpdesk.evoting@cdslindia.com.**

VOTING BY MEMBERS:

- A. In compliance with provisions of Section 108 the Act and the rules framed thereunder and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means either by (a) remote e-voting (by using an electronic voting system provided by CDSL as explained in the Remote e-voting at 'para F' herein below) or (b) physical ballot paper at the AGM venue.. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
- B. The voting rights of members shall be proportionate to their share of the paid up equity share capital of the company as on the cut-off date i.e. September 12, 2017. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
- C. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.
- D. The members can opt for only one mode of voting, i.e., either by remote e-voting or physical ballot paper at the meeting. The members attending the meeting who have not

already cast their vote by remote e-voting shall be able to exercise their right at the meeting through physical ballot. The Members who have cast their vote by remote e-voting are eligible to attend the meeting but shall not be entitled to cast their vote again.

- E. The Board has appointed Mr. Amit Kumar Shukla (Membership No. A48811) of M/s. Amit Shukla & Associates, Company Secretaries (FRN: S2017HR481400) as the Scrutinizer to scrutinize the remote e-voting and physical ballot paper process at the venue, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose

F. INSTRUCTIONS FOR REMOTE E-VOTING:

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain his/her login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your "User details/password", you can reset it by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option or may refer the Frequently Asked Questions ("FAQs") and e-voting manual available on www.evotingindia.com or contact CDSL at the following Toll Free No.: 18002005533 or email at: helpdesk.evoting@cdslindia.com.

The voting period begins on Friday, September 15, 2017 (9.00 a.m.) and ends on Sunday, September 17, 2017 (5.00 p.m). 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. September 12, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders 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 sequence number in the PAN field.