



# 29th Annual Report 2010-2011

Total Hospitality Limited  
*(Formerly Total Exports Limited)*

<b>Board of Directors</b>	Ms. Divya Seengal-Managing Director Mr. Kanad Kashyap-Director Mr. Siddharth Seengal-Director Mr. Anil Kumar-Director
<b>Statutory Auditors</b>	Suresh Goyal & Associates Chartered Accountants SCO 266, Sector 32D Chandigarh
<b>Registered office</b>	C-22, Saket Colony, Katulbod, P.O. SAF Lines, Bhilai, Durg-490020, Chattisgarh
<b>Corporate office</b>	M2 & M3A, Hemkunt Chambers, 89, Nehru Place, New Delhi-110019
<b>Bankers</b>	South Indian Bank
<b>Registrar and Transfer Agents</b>	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre New Delhi- 110062

Venue : C-22, Saket Colony, Katulbod,  
P.O. SAF Lines, Bhilai,  
Durg-490020, Chattisgarh

Date : 30<sup>th</sup> day of September 2011

Day : Friday

Time : 12:00 Noon

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**NOTICE**

**NOTICE** is hereby given that the Twenty Ninth Annual General Meeting of the shareholders of Total Hospitality Limited (formerly known as Total Exports Limited) will be held on Friday the 30<sup>th</sup> day of September 2011 at 12:00 Noon at the Registered Office of the Company at C-22, Saket Colony, Katulbod, P.O. SAF Lines, Bhilai, Durg-490020 Chattisgarh to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2011 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon
2. To appoint a Director in place of Mr. Kanad Kashyap, who retires from office by rotation and being eligible, offers himself for reappointment.
3. To appoint Rahul Kapoor & Associates, Chartered Accountants, Delhi, in place of Suresh Goyal & Associates, Chartered Accountants, Chandigarh, as the Statutory Auditors of the Company, to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors.

**SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass with or without modification (s), the following as an **Ordinary Resolution**:  
“**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 including any other statutory modification(s) or re-enactment thereof, for the time being in force, Mr. Siddharth Seengal who was appointed as an Additional Director on 12 January, 2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, be and is hereby appointed as Director of the Company subject to retirement by rotation.”
5. To consider and, if thought fit, to pass with or without modification (s), the following as an **Ordinary Resolution**:  
“**RESOLVED THAT** in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 including any other statutory modification(s) or re-enactment thereof, for the time being in force, Ms. Divya Seengal who was appointed as an Additional Director on 15 November, 2010 pursuant to the provisions of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, be and is hereby appointed as Director of the Company subject to retirement by rotation.”
6. To consider and, if thought fit, to pass with or without modification (s), the following as a **Special Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956, (“**the Act**”) read with Schedule XIII to the said Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and as per the Articles of Association of the Company and such other approval(s) or sanction(s) as may be required, Ms. Divya Seengal, be and is hereby appointed as Managing Director within the meaning of Section 269 of the Act for a period of three years w.e.f 1 April, 2011 on the following terms and conditions :
  - A. **Consolidated Salary:** Not exceeding Rs. 95,000/- (Rupees ninety five thousand only) per month with the authority granted to the Board of Directors (hereinafter referred to as “the Board” which term shall include a Committee of Directors) to determine the salary and grant increases from time to time.
  - B. **Perquisites:** In addition to the salary, she will be entitled to Petrol Reimbursement of Rs. 5,000/- (five thousand only) p.m.  
The value of Perquisite shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules perquisite shall be valued at actual cost.  
The Board may, in its absolute discretion, pay to her such remuneration as it may deem appropriate and revise it from time to time within the limits stipulated in this Resolution.

“**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Ms. Divya Seengal, the remuneration and perquisite shall be governed by the limits prescribed in Section II of Part II of Schedule XIII of the Act.”

**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 and to sign, execute and file and/ or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorised representatives to give effect to this Resolution.”

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

“**RESOLVED** that pursuant to section 309 and other applicable provisions, if any, of the Companies Act, 1956, Articles of Association of the Company and subject to such approvals as may be necessary, Mr. Siddharth Seengal, Non Executive Director of the Company, be paid Rs. 50,000/- monthly remuneration for a period not exceeding five years, commencing from 1April 2011

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things and to sign, execute and file and/ or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorised representatives to give effect to this Resolution.”

**By the order of the board  
For Total Hospitality Limited**

Sd/-

**Divya Seengal  
(Managing Director)**

Place : New Delhi

Date : 10 August, 2011

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Members / Proxies should fill in the attendance slip for attending the Meeting.
3. The relevant explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 relating to the special business to be transacted at the Meeting is annexed hereto.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
5. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the members at the Annual General Meeting.
6. The Register of Contracts, maintained under Section 301 of the Companies Act, 1956, will be available for inspection by the Members at Registered Office of the Company.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 26th September 2011 to 29th September 2011 (both days inclusive)
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Shareholders desirous of obtaining any information/ clarification on the accounts and operations of the Company are requested to send in written queries to the Company, at least one week before the date of the meeting.
10. Shareholders are requested to notify any change of address (i) to their Depository Participants (DPs) in respect of the shares held in demat form, and (ii) to the Company to its Share Department at Registered Office in respect of the shares held in physical form.

11. Members who are registered under two or more folios are requested to write to company for consolidation of folios.
12. Members are requested to bring the copy of Annual Report along with them to the meeting as copies of Annual Report shall not be distributed at the meeting.
13. Pursuant to the requirement of the Listing Agreement of the Stock Exchanges on Corporate Governance, relating to appointment of the Directors/ reappointment of the retiring Directors, a statement containing the required details of the concerned Directors forms part of the Annual Report.

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956****ITEM NO. 4**

Mr. Siddharth Seengal was appointed as an Additional Director of the Company with effect from 12 January, 2011 by the Board of Directors of the Company pursuant to the provisions contained in the Articles of Association of the Company and Section 260 of the Companies Act, 1956("the Act"). According to the provisions of the Articles of Association of the Company and Section 260 of the Act, he holds office up to the date of this Annual General Meeting. As required under Section 257 of the Act, notice has been received from a member along with a deposit of Rs. 500 signifying his intension to propose Mr. Siddharth Seengal as a candidate for the office of Director.

Mr. Siddharth Seengal is on the Board of four (4) companies. Considering his knowledge about the industry, his presence on the Board is a great advantage and the Board feels it is beneficial for the Company to continue to avail of his services as a Director of the Company.

Your Directors recommend his continuance as a Director. Except Ms. Divya Seengal, Managing Director and Mr. Siddharth Seengal himself, no other director is interested in this Resolution.

The brief resume in relation to the experience, functional expertise, memberships on other companies' Boards and committees in respect of appointment of the new directors or re-appointment of a director, as required under clause 49 of the Listing Agreement is set out in the Report on corporate governance forming part of the Annual Report.

**ITEM NO. 5**

Mr. Divya Senegal was appointed as an Additional Director of the Company with effect from 15 November, 2010 by the Board of Directors of the Company. Pursuant to the provisions contained in the Articles of Association of the Company and Section 260 of the Companies Act, 1956("the Act"). According to the provisions of the Articles of Association of the Company and Section 260 of the Act, she holds office up to the date of this Annual General Meeting. As required under Section 257 of the Act, notice has been received from a member along with a deposit of Rs. 500 signifying his intension to propose Ms. Divya Seengal as a candidate for the office of Director.

Ms. Divya Seengal is on the Board of three (3) companies. Considering her knowledge about the industry, her presence on the Board is a great advantage and the Board feels it is beneficial for the Company to continue to avail of her services as a Director of the Company.

Your Directors recommend her continuance as a Director. Except Mr. Siddharth Seengal, Director and Ms. Divya Seengal herself, no other director is interested in this Resolution.

The brief resume in relation to the experience, functional expertise, memberships on other companies' Boards and committees in respect of appointment of the new directors or re-appointment of a director, as required under clause 49 of the Listing Agreement is set out in the Report on corporate governance forming part of the Annual Report.

**ITEM NO. 6**

Based on the recommendations of the Remuneration Committee, the Board of Directors at its meeting held on 14 March, 2011 approved the remuneration payable to Ms. Divya Seengal, as stated in the Resolution. The Board believes that her proposed remuneration is commensurate with her role and responsibility as Managing Director of the Company.



The Directors recommend the Resolution for approval of Shareholders by way of a Special Resolution.

None of the Directors except Mr. Siddharth Seengal and Ms. Divya Seengal are interested or concerned in the proposed Resolution

The terms of appointment of Ms. Divya Seengal as stated in the notice may be treated as abstract under Section 302 of the Companies Act, 1956. The copies of relevant resolution of Board in respect of appointment are available for inspection by members at registered office of the company.

**STATEMENT PURSUANT TO THE PROVISIONS OF SCHEDULE XIII OF THE COMPANIES ACT, 1956 IS GIVEN BELOW:**

**I. GENERAL INFORMATION:**

**1. Nature of Industry:**

The Company was originally incorporated under the name “Total Exports Private Limited” on 24 June, 1982. Subsequently, the Company was converted into Public Limited Company and on 28 December, 2010 the name of the Company changed to “Total Hospitality Limited”. The Company is basically in hospitality business.

**2. Date or expected date of commencement of commercial production:**

The Company has identified hospitality business as core area of operations and keeping in view the revival and diversification plans, Company is planning to open restaurants and kiosks at various locations. Company is also planning to purchase brands of restaurants and hotels. The Company has already w.e.f 29 June, 2011 through its group company has started All Day café and Bakery in Gurgaon

**3. Expected date of commencement of activities as per project approved by financial institutions:**

Not Applicable

**4. Financial performance:**

(Rupees in lakhs)

Particulars	For the year ended March 31, 2011	For the year ended March 31, 2010
Total Income	31.53	Nil
Total Expenditure	20.47	2.01
Profit /(Loss) before Tax	11.05	(2.01)

**5. Export performance and net foreign exchange collaborations:**

In the recent years, no foreign exchange dealings/ transactions have taken place in the Company.

**6. Foreign Investments or collaborators:**

Not Applicable.

**II. INFORMATION ABOUT THE APPOINTEE:**

**1. Background Details:**

Ms. Divya Seengal, an eminent personality, holds a Master’s Degree in Information Technology and Management 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, Divya brings to the table a fresh a global perspective. Prior to her appointment as Managing Director, she was acting as an Additional Director of the Company and under her leadership the Company has achieved a growth in a very short span.

**2. Past Remuneration:**

Prior to her appointment as Managing Director of the Company, she was drawing an annual remuneration of Rs. 1,00,000/- (Rupees one lac only) by holding the office of Whole Time Director in SKD Restaurants Private Limited.

**3. Recognition or Awards:**

None

**4. Job Profile and Suitability of the Appointee:**

Ms. Divya Seengal, with her passion for new ideas and concepts in the Hotel Industry, is best suited to the said position.

**5. Remuneration Proposed:**

**Consolidated Salary:** Not exceeding Rs. 95,000/- (Rupees ninety five thousand only) per month with the authority granted to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of Directors) to determine the salary and grant increases from time to time within the aforesaid limit.

**Perquisites :** In addition to salary, she will be entitled to petrol reimbursement.

The value of Allowances & Perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, allowances & perquisites shall be valued at actual cost.

The Board may, in its absolute discretion, pay to her such remuneration as it may deemed appropriate and revise it from time to time within the limits stipulated in this Resolution.

**6. Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:**

The proposed remuneration is justified in comparison with the general market trends and remuneration package of top level managerial persons having comparative qualifications and experience.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Ms. Divya Seengal is holding 55,700 (fifty five thousand seven hundred only) Equity Shares of the Company.

**III. OTHER INFORMATION****1. Reasons of loss or inadequate profits:**

Keeping in view the losses incurred by the Company in previous years and the future expansion plans; revenues are inadequate to pay the proposed remuneration of Ms. Divya Seengal as Managing Director of the Company.

However, the Company wishes to pay upto Rs. 1,00,000/- (Rupees One Lacs) including Rs. 5,000 (five thousand only) per month as remuneration to Ms. Divya Seengal as Managing Director of the Company.

**2. Steps taken or proposed to be taken for improvement:**

Company has identified hospitality business as core area of operations. Company is initiating revival and diversification plans and is planning to open restaurants and kiosks at various locations. Company is also planning to purchase brands of restaurants and hotels.

**3. Expected increase in productivity and profits**

(Rs. in lacs)

Projected Income and PAT				
	Period ended March 31, 2012	Period ended March 31, 2013	Period ended March 31, 2014	Period ended March 31, 2015
<b>INCOME</b>	892.13	1216.54	1297.64	1493
<b>PROFIT AFTER TAX</b>	220.49	269.12	284.86	316

**ITEM NO. 7**

Based on the recommendations of the Remuneration Committee, the Board of Directors at its meeting held on 14 March, 2011 approved the remuneration payable to Mr. Siddharth Seengal, as stated in the Resolution. The Board believes that his proposed remuneration is commensurate with his role and responsibility as Director of the Company.

The Directors recommend the Resolution for approval of Shareholders by way of a Special Resolution.

Except Ms. Divya Seengal, Managing Director and Mr. Siddharth Seengal himself, no other director is interested in this Resolution.

The brief resume in relation to the experience, functional expertise, memberships on other companies' Boards and committees, shareholding of Mr. Siddharth Seengal, as required under clause 49 of the Listing Agreement is set out in the Report on corporate governance forming part of the Annual Report.

By the order of the board  
**For Total Hospitality Limited**

Place : New Delhi  
Date : 10 August, 2011

Sd/-  
**Divya Seengal**  
**(Managing Director)**



**DIRECTORS' REPORT**

Dear Shareholders,

Your directors have pleasure in presenting the 29<sup>th</sup> Annual Report and Audited Accounts of the Company for the year ended 31 March 2011.

**FINANCIAL HIGHLIGHTS**

(Rupees in lakhs)

Particulars	For the year ended March 31, 2011	For the year ended March 31, 2010
Total Income	31.53	Nil
Total Expenditure	20.47	2.01
Profit /(Loss) before Tax	11.05	(2.01)

**FUTURE OUTLOOK**

Hotel industry in India has witnessed tremendous boom in recent years. Hotel Industry is inextricably linked to the tourism industry and growth in Indian Tourism industry has fuelled the growth of Indian Hotel Industry.

Your company has identified hospitality business as core area of operations. Keeping in view the revival and diversification plans, your Company is planning to open restaurants and kiosks at various locations. For this it is also planning to purchase brands of restaurants and hotels.

**DIRECTORS**

Mr. Suresh Kumar, Director & Ms. Santosh Grover, Director of the Company have resigned from the Board of the Company with effect from 15 November, 2010. The Board of Directors place on record their appreciation for the valuable services and guidance provided by them during their tenure as Directors of the Company.

Ms. Divya Seengal has been appointed as an Additional Director of the Company on 15 November 2010 and was appointed as Managing Director of the Company within the meaning of Section 269 read with Section 2(26) and Schedule XIII to the Companies Act, 1956 effective from 1 April, 2011 in accordance with the provisions of the Companies Act, 1956, the appointment of Ms. Divya Seengal is required to be approved by the shareholders at the ensuing Annual General Meeting.

Mr. Siddharth Seengal has been appointed as an Additional Director of the Company with effect from 12 January, 2011. In accordance with the provisions of the Companies Act, 1956, Mr. Siddharth Seengal in his capacity as Additional Director, will cease to hold office at the ensuing Annual General Meeting.

The Company has received notices along with requisite fee from Members under Section 257 of the Companies Act, 1956 proposing the candidature of Ms. Divya Seengal and Mr. Siddharth Seengal for the office of Director(s) of the Company. The Board recommends their appointment which is required to be approved by the Shareholders at the ensuing Annual General Meeting.

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. Kanad Kashyap is liable to retire by rotation as Director at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Brief resume of the Directors proposed to be appointed and re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees and number of shares held in the company, as stipulated under Clause 49 of Listing Agreement entered into with Stock Exchanges, are provided in the Report on Corporate Governance forming part of the Annual Report.

**CORPORATE GOVERNANCE**

As required by Clause 49 of the Listing Agreement of Stock Exchanges, a detailed report on Corporate Governance forms part of this Annual Report. The Company's Statutory Auditor's Certificate dated 10 August, 2011 in terms of Clause 49 of the Listing Agreement is annexed to and forms part of the Directors' Report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is presented in a separate section forming part of the Directors' Report.

**FIXED DEPOSITS**

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 58A of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975 during the year under review.

**CHANGE OF NAME OF THE COMPANY**

Keeping in view the business prospects and diversification plans of the Company, your Company with the approval of shareholders and upon receipt of all relevant approvals, Fresh certificate of Incorporation consequent to change of name dated 28 December 2010 changed its name from Total Exports Limited to Total Hospitality Limited.

**CHANGE IN OBJECT CLAUSE OF COMPANY**

Keeping in view the revival and diversification plans, your Company with the approval of shareholders substituted the object clause of Memorandum of Association of the company by inserting carrying on business of hotels, motels, restaurants, food and beverages in its main object.

**DIVIDEND**

In view of the losses incurred by the Company during the year under review, your directors do not recommend any dividend for the financial year ended on 31 March 2011.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of provisions of Section 217(2AA) of the Companies Act, 1956, your Directors confirm that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, wherever applicable;
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March, 2011, and of the profit of the Company for the year;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) The Directors have prepared the annual accounts on a 'going concern' basis.

**PREFERENTIAL ALLOTMENT**

During the year under review your directors with the approval of shareholders in the Extraordinary General Meeting held on 25 February 2011 approved offering, issuing and allotting up to 590,000 warrants at a price of Rs. 10/- each to Seengal Capital Advisors Private Limited, 590,000 equity shares at a price of Rs. 10/- each to Abjit Mercantile Private Limited and 590,000 equity shares at a price of Rs. 10/- each to Kartigya Trading Private Limited.

**LISTING WITH STOCK EXCHANGES**

The Equity Shares of the Company are listed on Bombay Stock Exchange, Delhi Stock Exchange and Madhya Pradesh Stock Exchange. Trading on these Stock Exchanges were suspended for quiet sometime. However the Company has received the approval for revocation of suspension in trading of shares from Bombay Stock Exchange. Approvals from Delhi Stock Exchange and Madhya Pradesh Stock Exchanges are still awaited.

The annual listing fees for the year 2011-12 have been paid to these Stock Exchanges.

**AUDITORS AND AUDITORS REPORT**

Rahul Kapoor & Associates, Chartered Accountants, being eligible for appointment are appointed as Statutory Auditors of the Company in place of Suresh Goyal & Associates, Chartered Accountants, who retired at the

ensuing Annual General Meeting. The Company has received a requisite certificate from Rahul Kapoor & Associates, Chartered Accountants, to the effect that the appointment, if made will be in accordance with the limits specified in Section 224(1B) of the Companies Act, 1956. The Board recommends their appointment.

Shareholders are requested to approve the appointment of Rahul Kapoor & Associates, Chartered Accountants as the Statutory Auditors and authorize the Board of Directors to determine the remuneration payable to them.

The Observations of the Auditors in their report read together with the Notes on Accounts are self explanatory and therefore in the opinion of the Directors, do not call for any further explanation

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 217(1)(e) of the Companies Act, 1956 read with Companies' (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 regarding Conservation of Energy and Technology Absorption are not applicable to the Company.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review, the Company has neither earned nor used any foreign exchange.

**PARTICULARS OF EMPLOYEES:**

There is no employee in the company whose particulars are required to be given under section 217 (2A) of the Companies Act, 1956.

**ACKNOWLEDGEMENT**

Your Directors take this opportunity to thank the Stock Exchanges and the stakeholders for their continued co-operation and support to the Company. Your Directors also wish to record their appreciation for the continued co-operation and support received from the employees of the company.

By the order of the board  
For **Total Hospitality Limited**

Date : New Delhi  
Place : 10 August, 2011

Sd/-  
**Divya Seengal**  
(Managing Director)

Sd/-  
**Kanad Kashyap**  
(Director)

**MANAGEMENT DISCUSSION & ANALYSIS REPORT****INDUSTRY STRUCTURE AND DEVELOPMENTS**

The restaurant industry interestingly is one of the Indian economy's best kept secrets. Fast Food chains, QSR's, fine/ casual dining, cafes, bars and lounges, food courts, take away kiosak etc. all have set up shop in the country with a slew of customized product offerings and pricing coupled with an army of aggressive expansion plans. The restaurant sector which is growing at 5-6% per annum is now worth a huge Rs. 430 billion, comprising of both organized and unorganized segment. Despite the market being dominated by fragmented and unorganized segment like roadside snack outlets and small sweet shops, the organized sector is estimated to be Rs. 70-85 billion ( as per the National Restaurant Association of India). The organized sector of the restaurant industry forms 16-20% of the total restaurant market of Rs. 430 billion.

The restaurant industry is said to be the fastest growing sector. The organized segment is in fact expected to grow faster than the overall restaurant industry, at 20-25% per annum. And given the faster growth of the organized segment, its share of the pie is expected to increase to 45%(to a size of Rs. 280 billion). Among the various formats, QSR's and cafes have had the maximum growth over the last few years.

**OPPORTUNITIES**

The diverse culinary habits, wide range of cuisines and the diverse cooking techniques are some of the main factors behind the growth of restaurants in India. With the market liberalization policies undertaken by the government, India has also become a consumer market with a huge customer base. This has provided an impetus to the restaurant industry in the country. With the high standard of living and the change in the lifestyle of the people, more and more consumers are also flocking various restaurants. Recent surveys have shown that there has been a growing trend among the Indians to taste various types of gastronomical delights. This has also led to the growth of restaurants which serve regional and international delicacies.

The growth of the tourism industry has also been a positive factor behind the growth of restaurants in India. With the open market and liberalization policies, more and more international restaurant chains are also opening their branches in various cities of the country. This has increased the rate of foreign investments in country having a favorable effect on the overall economy of the country. The foreign restaurants are setting up bases to cater to the vast consumer market in the country.

The growth of the restaurants in India has directly led to the growth of fast food eating outlets in the country. The Indian youth of today is very much inclined towards fast food and this has become a major factor towards the growth of these types of restaurants. The future of the restaurant industry looks bright. With the increase in demand, the consumer patterns, the profit of this industry will also significantly rise.

**THREATS**

The Hotel industry is cyclical and sensitive to changes in the economy and this could have a significant impact on operations and financial results of the company. Act of violence or war, in India or other neighboring countries, may affect Indian and worldwide economic markets. Increased competition in the hotel sector may adversely affect the operations of the restaurants also.

**OUTLOOK**

Born from the notion "something for everyone, the company is focusing on designing the company's model to suit every style, taste and pocket. The company through investment in its group company is planning to open kiosks in addition to the restaurants at various locations by the middle of 2012.

Despite a positive long term view, the current business environment remains challenging. The strong macro economic outlook is expected to continue providing momentum for growth of the hotel industry in India.

**RISKS & CONCERNS**

Despite a positive long term view, the current business environment remains challenging. The strong macro economic outlook is expected to continue providing momentum for growth of the hotel industry in India. It should be noted that the base for tourism in India is still very low.

Total Hospitality has identified the threats that face the industry, and has already initiated step face for de-risking its business. Development new production processes & designs, strengthening existing infrastructure

to increase productivity and reduce operational costs are part of this endeavor to overcome risks, gain advantage in the changing market place. Fresh investments in upgrading facilities have been considered.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company has a sound internal system which ensures that all assets are protected against loss from unauthorized use and all transactions are recorded and reported correctly.

The internal control system is further supplemented by periodical review by the management. The audit committee of the Board addresses significant issues raised by the Auditors.

**HUMAN RESOURCES**

Your company recognized the need for formal human resources planning and strategy, and has initiated steps to create system and producers that will further enhance the work environment. The company values the resources and will endeavor to make them better. A knowledge company is built on the strength of its people. The management of the company has been continuously adding skilled and experienced professionals from time to time.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE & SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE.**

The company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The profit making is put at the center of decision-making. The cost are budgeted, reviewed and monitored at regular intervals. During the year 2010-2011, the profit before tax was Rs. 11.05 Lacs as compared to loss of Rs 2.00 Lacs in the year 2009-2010.

Your company has identified hospitality business as core area of operations. Keeping in view the revival and diversification plans, your Company is planning to open restaurants and kiosks at various locations. For this it is also planning to purchase brands of restaurants and hotels.

**CAUTIONARY STATEMENT**

Statements in the management discussion and analysis, describing the company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied. Total Hospitality is not under any obligation to publicly amend, modify or revise any forward looking statement on the basis of any subsequent developments, information or events.

**REPORT ON CORPORATE GOVERNANCE****I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your company believes that Corporate Governance is critical to sustaining Corporate Development, increasing productivity and competitiveness. The governance process should ensure that available resources are utilized in a manner that meets the aspirations of all its stakeholders. The core values of the Company's governance process include independence, integrity, accountability, transparency, responsibility and fairness. Your Company is committed to continually evolving and adopting appropriate Corporate Governance best practices. Corporate Governance refers to set of laws, regulations and good practices that enable an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders.

**II. BOARD OF DIRECTORS****A. BOARD'S COMPOSITION AND CATEGORY**

The Composition of Board of Directors of the Company is in conformity with the requirements of Clause 49 of the Listing Agreement. The Board has an optimum combination of Executive and Non-Executive Directors. Currently, the Board of the Company consists of four (4) Directors comprising of one (1) Managing Director and three (3) Non-Executive Directors. The Non-Executive Directors comprises of two (2) Independent Directors and one (1) Non-Independent Director.

The details relating to Composition & Category of Directors, Directorships held by them in other companies, their membership and chairmanship on various Committees of Board of other Companies are as follows:

Name of Director	Designation	Category	No. of other Directorships held in other Companies	No. of Memberships/ Chairmanships in various other Board Committees!	
Ms. Divya Seengal*	Managing Director	Executive Director	3	NIL	2
Mr. Kanad Kashyap	Director	Independent Director	2	3	NIL
Mr. Anil Kumar	Director	Independent Director	NIL	NIL	3
Mr. Siddharth Seengal#	Director	Non-Executive Director	4	NIL	3
Mr. Suresh Kumar @	Director	Promoter Director	—	—	—
Ms. Santosh Grover @	Director	Independent Director	—	—	—

\* Appointed as Additional Director w.e.f 15 November 2010 and Managing Director w.e.f 1 April 2011

# Appointed as Additional Director w.e.f 12 January 2011

@ Resigned from directorship w.e.f 15 November 2010

! Consist of Audit Committee, Remuneration Committee and Investor's Grievances and Securities Transfer Committee

**B. BOARD MEETINGS & ATTENDANCE**

Dates of Board Meetings are fixed in advance and agenda papers are circulated to Directors generally one week before the meeting. All material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meeting. The intervening period between the Board Meetings were within the maximum time gap prescribed under Companies Act, 1956 and Clause 49 of Listing Agreement.



During the financial year 2010-11; twelve (12) Board Meetings were held on 13 May 2010, , 01 July 2010, 15 July 2010, 26 July 2010, 16 October 2010, 30 October 2010, 15 November 2010, 12 January 2011, 29 January 2011, 31 January 2011, 07 March 2011 and 14 March 2011.

The last Annual General Meeting was held on September 29, 2010

Details of attendance of Directors at various Board Meetings and at an Annual General Meeting held during the financial year 2010-11 is as under:

Name of Director	No of Board Meeting held during the tenure	No. of Board Meetings attended	Whether attended last AGM
Ms. Divya Seengal*	6	6	N.A
Mr. Kanad Kashyap	12	12	Yes
Mr. Siddharth Seengal#	5	5	N.A
Mr. Anil Kumar	12	12	Yes
Mr. Suresh Kumar@	6	6	Yes
Ms. Santosh Grover@	6	6	No

\* Appointed as Additional Director w.e.f 15 November 2010 and Managing Director w.e.f 1 April 2011

# Appointed as Additional Director w.e.f 12 January 2011

@ Resigned from directorship w.e.f 15 November 2010

During the year, all the relevant information required to be placed before the Board of Directors as per Clause 49 of the Listing Agreement are considered and taken on record/approved by the Board. Further, the Board periodically reviews Compliance Reports in respect of laws and regulations applicable to the Company.

#### C. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS

The shareholding of Non-Executive Directors of the Company as on 31<sup>st</sup> March 2011 are as follows:

S. No.	Name of Director	No. of equity shares held
1	Mr. Kanad Kashyap	NIL
2	Mr. Siddharth Seengal	NIL
3	Mr. Anil Kumar	NIL

#### D. SHAREHOLDING OF EXECUTIVE DIRECTOR

The shareholding of Executive Director of the Company as on 31<sup>st</sup> March 2011 is as follows:

S. No.	Name of Director	No. of equity shares held
1	Ms. Divya Seengal	55700

### III. COMMITTEES OF THE BOARD

During the year under review, your Board had 3 (three) Board level Committees – Audit Committee, Remuneration Committee and Investor's Grievances and Securities Transfer Committee. All decisions pertaining to the constitution of Board Committees, appointment(s) of members and fixation of terms of service for members of Committees are taken by the Board of Directors.

Details of the role and composition of Board Committees constituted as per requirements of Clause 49 of the Listing Agreement, including number of meetings held during the financial year and attendance thereat are provided below:

**A. Audit Committee****(i) Composition**

The Composition of the Audit Committee of the Board is as under:

S. No.	Name	Position
1.	Mr. Kanad Kashyap	Chairman
2.	Mr. Anil Kumar	Member
3.	Mr. Siddharth Seengal#	Member
4.	Ms. Divya Seengal^	Member
5.	Mr. Suresh Kumar@	Member
6.	Ms. Santosh Grover@	Member

# Nominated w.e.f 12 January 2011

^ Nominated w.e.f 15 November 2011

@ Resigned w.e.f 15 November 2010

The composition of the committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The Company Secretary of the Company acts as the Secretary of the Committee. All the members of the committee possess financial and accounting knowledge.

**(ii) Terms of Reference**

Primarily, the Audit Committee is responsible for:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
5. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

11. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. Approval of appointment of CFO (i.e. the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate. Further, the Committee also discharges such other roles/functions as may be specifically referred to the Committee by the Board of Directors and/or other committees of Directors of the Company.

**(iii) Meetings and attendance during the year**

During the financial year 2010-2011, five (5) Meetings of the Audit Committee were held on 13 May 2010, 15 July 2010, 26 July 2010, 30 October 2010, and 29 January 2011. The composition of the audit committee, the details of meetings held and attended during the financial year under review are as follows:

S. No.	Name of Members	Meeting(s) held during the tenure	Members present at the meeting(s)
1.	Mr. Kanad Kashyap	5	5
2.	Mr. Anil Kumar	5	5
3.	Ms. Divya Seengal^	1	1
4.	Mr. Siddharth Seengal#	1	1
5.	Mr. Suresh Kumar@	4	4
6.	Ms. Santosh Grover@	4	4

# Nominated w.e.f 12 January 2011

^ Nominated w.e.f 15 November 2011

@ Resigned w.e.f 15 November 2010

**B. Remuneration Committee**

The role of the committee is to review the market practice and decide on the remuneration package applicable to the executive director(s) and non-executive Director(s).

The remuneration of Executive/Non-Executive Directors is governed by the external competitive environment; track record, potential, individual performance and performance of the Company as well as industry standards.

**(i) Composition**

The Composition of the Remuneration Committee of the Board is as under:

S. No.	Name	Position
1.	Mr. Kanad Kashyap	Chairman
2.	Mr. Anil Kumar	Member
3.	Mr. Siddharth Seengal	Member

**(ii) Meetings and attendance during the year**

During the financial year 2010-2011, One (1) Meeting of the Remuneration Committee was held on 14 March, 2011. The composition of the Remuneration committee, the details of meetings held and attended during the financial year under review are as follows:

S. No.	Name of Members	Meeting(s) held during the tenure	Members present at the meeting(s)
1.	Mr. Kanad Kashyap	1	1
2.	Mr. Anil Kumar	1	1
3.	Mr. Siddharth Seengal	1	1

**(iii) Remuneration of Executive Director**

Based on the recommendations of the Remuneration Committee and subject to approval of shareholders of the Company, the Board of Directors at its meeting held on 14 March, 2011 approved the below mentioned remuneration payable to Ms. Divya Seengal w.e.f 1 April, 2011.

(Amount in Rs.)

Name of the Director	Consolidated Salary (Rs.)	Perquisite (Rs.)	Commission & Retiral Benefits	Stock Options	Tenure	Notice Period
Ms. Divya Seengal	95,000	5,000	NIL	N.A	1 April, 2011 to 31 March, 2014	Nil

**(iv) Remuneration of Non-Executive Director**

Based on the recommendations of the Remuneration Committee and subject to approval of shareholders of the Company, the Board of Directors at its meeting held on 14 March, 2011 approved Rs. 50,000/- as remuneration payable to Mr. Siddharth Seengal w.e.f 1 April, 2011.

Non-Executive Directors' including Independent Directors do not have any pecuniary relationship or transactions with the Company.

**C. Investor's Grievances and Securities Transfer Committee****(i) Composition**

The composition of Investor's Grievances and Securities Transfer Committee of the Board is as under:-

S. No.	Name	Position
1.	Mr. Kanad Kashyap	Chairman
2.	Mr. Anil Kumar	Member
3.	Ms. Divya Seengal <sup>^</sup>	Member
4.	Mr. Siddharth Seengal <sup>#</sup>	Member
5.	Ms. Santosh Grover <sup>@</sup>	Member

<sup>^</sup> Nominated w.e.f 15 November 2011

<sup>#</sup> Nominated w.e.f 12 January 2011

<sup>@</sup> Resigned w.e.f 15 November 2010

**(ii) Terms of Reference**

The Committee oversees and reviews all matters connected with securities of the Company including transfer and transmission of shares etc. The Committee also looks into redressal of shareholders'/investors' complaints/queries related to transfer/transmission/ consolidation/splitting of shares, non-receipt of Balance Sheet, etc. The Committee oversees performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

**(iii) Meetings and attendance during the year**

During the year ended March 31, 2010, twenty four (24) meetings of the Committee were held on 30 April 2010, 10 June 2010, 20 June 2010, 10 July 2010, 20 July 2010, 30 July 2010, 10 August 2010, 31 August 2010, 20 September 2010, 20 October 2010, 30 October 2010, 10 November 2010, 20 November 2010, 30 November 2010, 10 December 2010, 20 December 2010, 31 December 2010, 10 January 2011, 20 January 2011, 31 January 2011, 15 February 2011, 28 February 2011, 15 March 2011 and 31 March 2011.

The attendance of members at the meetings of the committee held during the year was as follows:-

S. No.	Name of Members	Meeting(s) held during the tenure	Members present at the meeting(s)
1.	Mr. Kanad Kashyap	24	24
2.	Mr. Anil Kumar	24	24
3.	Ms. Divya Seengal <sup>^</sup>	12	12
4.	Mr. Siddharth Seengal <sup>#</sup>	6	6
5.	Ms. Santosh Grover <sup>@</sup>	12	12

<sup>^</sup> Nominated w.e.f 15 November 2011

<sup>#</sup> Nominated w.e.f 12 January 2011

<sup>@</sup> Resigned w.e.f 15 November 2010

The details of investors complaints received and resolved as at 31 March 2011 are as under:

No. of Investor's Grievance received	No. of Investor's Grievance resolved	Pending
40	34	6

#### IV GENERAL BODY MEETINGS

##### A. Annual General Meetings

Details of the Annual General Meetings held in the last three years:

Type	Year	Date	Day	Time
AGM	2009-2010	29 September 2010	Wednesday	10:30 A.M
AGM	2008-2009	29 September 2009	Tuesday	10.00 A.M.
AGM	2007-2008	30 September 2008	Tuesday	10.30 A.M.

During the year 2010-2011, no special resolution was passed through Postal Ballot. Further no special resolution is proposed to be conducted through Postal Ballot.

##### B. Extra-ordinary General Meeting

During the period under review, two (2) Extra-ordinary General Meetings on 15.12.2010 and 25.02.2011 were held.

##### C. Postal Ballot

During the financial year 2010-11, no resolution was passed through Postal Ballot process.

#### V. DISCLOSURES

##### A. Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large

The Company has not entered into any transaction of material nature with promoters, the Directors or the management, their subsidiaries or relatives etc. that may have any potential conflict with the interest of the Company.

##### B. Details of non-compliance by the Company

The Company has complied with all the requirements of the Listing Agreement of the Stock Exchanges as well as regulations and guidelines issued by SEBI. Hence, neither any penalty nor any stricture has been imposed by SEBI, Stock Exchanges or any other Statutory Authority on any matter relating to capital markets, during the last three years.

**C. Details of Compliance with mandatory requirements**

The Company has fully complied with the mandatory requirements of Clause 49 of the Listing Agreement of the Stock Exchanges relating to Corporate Governance.

**D. Disclosure of Accounting Treatment in preparation of Financial Statements**

The Company has followed the Guidelines of Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

**VI. SUBSIDIARY COMPANIES**

The Company has no 'material non-listed Indian subsidiary' as defined under Clause 49 of the Listing Agreement:

**VII. MEANS OF COMMUNICATION**

The Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges immediately after these are taken on record by the Board

The Company has designated an e-mail ID called [corprelations@totalhospitality.in](mailto:corprelations@totalhospitality.in) exclusively for redressal of shareholders complaints/grievances. For any query please write to us at the above E-mail Id.

**VIII. SHAREHOLDERS INFORMATION****A. Annual General Meeting**

The Annual General Meeting of the company will be held on Friday, 30<sup>th</sup> September 2011 at 12:00 noon at registered office of the company at C-22, Saket Colony, Katulbod, P.O. SAF Lines, Bhilai, Durg-490020, Chattisgarh.

**B. Directors****Appointment/Re-appointment of Directors**

In terms of the provisions of the Companies Act, 1956 (Act) and the Articles of Association of the Company, Mr. Kanad Kashyap will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Further, Ms. Divya Seengal and Mr. Siddharth Seengal are proposed to be appointed as Directors at the ensuing Annual General Meeting. The Brief Profiles of the above named directors seeking appointment/re-appointment are given below:

**Ms. Divya Seengal****Profile**

**Ms. Divya Seengal**, an eminent personality, aged 27 years, holds a Master's Degree in Information Technology and Management, 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, Divya brings to the table a fresh a global perspective. Prior to her appointment as Managing Director, she was acting as an Additional Director of the Company and under her leadership the Company has achieved a growth in a very short span.

Ms. Divya Seengal is a woman of simple tastes 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.

**Directorships in other Companies as on date**

1. Celluliod Dreams Private Limited
2. Laser Infomedia Limited
3. SKD Restaurants Private Limited



**Committee Memberships**

1. Total Hospitality Limited
  - Audit Committee Member
  - Investor's Grievances and Securities Transfer Committee Member

**Mr. Kanad Kashyap****Profile**

Mr. Kanad Kashyap aged 30 years, 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.

**Directorships in other Companies as on date**

1. Celluliod Dreams Private Limited
2. SKD Restaurants Private Limited

**Committee Memberships**

1. Total Hospitality Limited
  - Audit Committee Chairman
  - Remuneration Committee Chairman
  - Investor's Grievances and Securities Transfer Committee Chairman

**Mr. Siddharth Seengal****Profile**

Mr. Siddharth Seengal, Director, aged 22 years, a Purdue University alumni, has worked with the world's 3rd largest communications group, Publicis Groupe. With his inclination towards marketing, Siddharth is sure to add his passion and knowledge in making the company a brand recognition.

**Directorships in other Companies as on date**

1. Laser Infomedia Limited
2. Seengal Capital Advisors Private Limited
3. Radiant Films Limited
4. SKD Restaurants Private Limited

**Committee Memberships**

1. Total Hospitality Limited
  - Audit Committee Member
  - Remuneration Committee Member
  - Investor's Grievances and Securities Transfer Committee Member

**C. Financial Calendar (tentative)**

The financial year covers the period starting from 1st April and ending on 31st March.

**Adoption of Quarterly Results**

<b>Board meeting to take on record the Financial Results for</b>	<b>Schedule</b>
The quarter ending on 30 June, 2011	announced by 15 August 2011 (Subject to Limited Review)
The quarter ending on 30 September, 2011	Will be announced by 15 November, 2011 (Subject to Limited Review)
The quarter ending on 31 December, 2011	Will be announced by 15 February 2012 (Subject to Limited Review)
The quarter and year ending on 31 March, 2012	Will be announced by last week of 30 May, 2012 (Audited)

**D. Listing**

The Equity Shares of the Company are listed on Bombay Stock Exchange, Delhi Stock Exchange and Madhya Pradesh Stock Exchange. Trading on these Stock Exchanges were suspended for quiet sometime. However the Company has received the approval for revocation of suspension in trading of shares from Bombay Stock Exchange. Approvals from Delhi Stock Exchange and Madhya Pradesh Stock Exchanges are still awaited.

**E. Scrip Symbol/Code: - TOTAL EXPORTS LTD. ( 523878 )****F. Shareholding pattern as on March 31, 2011**

Category of Shareholder	Total No. of Shares	Total Shareholding as a % of total No. of Shares
<b>Shareholding of Promoter and Promoter Group</b>		
Individuals / Hindu Undivided Family	789,670	14.84
Bodies Corporate	196,666	3.70
<b>Public Shareholding</b>		
Mutual Funds / UTI	119,500	2.25
Bodies Corporate	1,401,520	26.34
Individual shareholders holding nominal share capital up to Rs. 1 lakh	2,769,210	52.05
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	41,600	0.78
Clearing Members	1,600	0.03
Hindu Undivided Families	300	0.01
<b>Total</b>	<b>5,320,066</b>	<b>100.00</b>

**G. Market Price Data**

The monthly high and low quotations of shares, face value of which is Rs.10 per Equity Share, traded on the Bombay Stock Exchange Ltd. during each month in last financial year are as follows:  
(April 2010 to March 2011)

Month	High Price (Rs.)	Low Price (Rs.)
May-10	20	12
Jun-10	13.1	13.1
Jul-10	14.1	13.4
Aug-10	12.74	7.68
Sep-10	7.3	5.35
Oct-10	9.54	4.63
Nov-10	13.69	9.76
Dec-10	9.5	7.73
Jan-11	10.27	8.1
Feb-11	20.76	10.5
Mar-11	39.85	21.75

**H. Registrar & Transfer Agent**

Beetal Financial & Computer Services Private Limited  
Beetal House,  
3rd Floor, 99, Madangir,  
Behind Local Shopping Centre  
New Delhi- 110062

**I. Share Transfer System**

The Company's share being in compulsory Demat list, are transferable through the depository system. However, shares in the physical form are processed by the Registrar & Transfer Agent and approved by the Investor's Grievances and Securities Transfer Committee. The share transfer process is reviewed by the said Committee.

The Company obtains half-yearly certificate of compliance related to the share transfer formalities from a Company Secretary in practice as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges on or before the due date.

**J. Nomination**

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose favor the shares shall be transferable in case of death of the registered shareholder. Nomination forms can be obtained from the company's registrar and share transfer agent. The nomination facility in respect of shares in electronic form is also available with depository participants.

**K. Dematerialization of Shares and Liquidity**

Company has entered into an agreement with Central Depository Services Limited for dematerialization of equity shares of the company. Approximately 914,050 (17.18%) of the equity shares of the company have been dematerialized as on 31st March 2011.

**The ISIN No. of the Company is INE109E01013**

**L. Code of Conduct**

The Company has in place a Code of Conduct applicable to the Board Members as well as the Senior Management. All the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as on March 31, 2011.

A declaration to this effect, duly signed by company's managing director, is annexed and forms part of this report.

**M. Address for Investors Correspondence**

In case of any query or assistance, the investors may contact or write to:

**Corporate Office**

Total Hospitality Limited  
M -2 & 3A, Hemkunt Chambers,  
89, Nehru Place, New Delhi-110019  
E-mail: corprelations@totalhospitality.in

**Registrar and Share Transfer Agent**

Beetal Financial & Computer Services Private Limited  
Beetal House,  
3rd Floor, 99, Madangir,  
Behind Local Shopping Centre  
New Delhi- 110062

**DECLARATION BY THE MANAGING DIRECTOR REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the company has adopted a code of conduct for its Board members and senior management of the company.

I hereby confirm that the Board Members and senior management team of the company have affirmed the compliance of the Code of conduct as applicable to them in respect of the financial year ended March 31, 2011.

Place : New Delhi  
Date : 10 August, 2011

Sd/-  
**Divya Seengal**  
(Managing Director)

**CERTIFICATE AS PER CLAUSE 49 OF THE LISTING AGREEMENT**

To,

The Members

Total Hospitality Limited

We have examined all relevant records of **TOTAL HOSPITALITY LIMITED (formerly Total Exports Limited)**, ("the Company") for the purpose of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with Bombay Stock Exchange, Madhya Pradesh Stock Exchange Limited and Delhi Stock Exchange Limited for the Financial Year ended March 31, 2011. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

On the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied with all the mandatory conditions of the said Clause 49 of the Listing Agreement.

For **Suresh Goyal & Associates.**  
Chartered Accountant

Place : New Delhi  
Date : 10 August, 2011

.Sd/-  
**Suresh Kumar Goyal**  
(F.C.A)

**CERTIFICATION BY DIRECTOR OF THE COMPANY**

We hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2011 and that to the best of their knowledge and belief :
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of their knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violating of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**TOTAL HOSPITALITY LIMITED**

Sd/-

**Divya Seengal**  
**(Managing Director)**

Place : New Delhi  
Date : 10 August, 2011

**AUDITOR'S REPORT****The members of TOTAL HOSPITALITY LTD. (Formerly known as TOTAL EXPORTS LTD.)**

1. We have audited the attached Balance Sheet of Total Hospitality Ltd. (formerly known as Total Exports Ltd) as at March 31, 2011 and also the Profit & Loss Account and Cash Flow Statement for the year ending as on that date annexed thereto. These Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956. We enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
  - (e) On the basis of the written representation received from the directors, as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - (f) In our opinion and to the best of our information and according to the explanation given to us, the said Balance Sheet and the Profit and Loss account read together with the significant accounting policies notes thereon give the information required by the Companies Act, 1956 in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India:
    - (i) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2011 and,
    - (ii) In the case of the Profit and Loss account of the Company for the year ended on that date.
    - (iii) In the case of the Cash Flow Statement of the Cash Flows for the year ended on that date.

**For Suresh Goyal & Associates**  
Chartered Accountants

Sd/-  
**(Suresh Kumar Goyal)**  
F.C.A

Place : New Delhi  
Dated : May 30, 2011



**Annexure:**

Referred to in paragraph 3 of Our Report of even date

1. In respect of its fixed assets
  - (i) The Company has maintained proper records showing full particulars, including quantitative details.
  - (ii) As explained to us, all the assets have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
  - (iii) All fixed assets have been disposed off during the year, which has not affected the going concern.
2. There are no inventories in the Company hence the clause relating to inventories are not applicable to the Company.
3. According to information and explanation given to us, the Company has taken or granted any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. The rate of interest and other terms and conditions of loan given or taken by the company are not prima facie prejudicial to the interest of the company.

The company has taken loans & advances amounting to Rs. 17,75,000/- from Seengal Capital Advisors Private Limited. Further the company has given loans & advances net amounting to Rs. 54,05,000/- to Laser Infomedia Limited. Out of total balance of Rs. 1,43,35,000/-, a sum of Rs. 73,00,000/- not recoverable has been written off. Some other secured and unsecured loans being settled/time barred for the last 10-12 years have been written back.
4. In our opinion and according to information and explanation given to us, there is adequate internal control procedure commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control.
5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
  - (a) In our opinion and according to the information explanation given to us, the transactions made in pursuance of contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
  - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts / arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5,00,000 in respect of each party during the year have been made at prices which appear reasonable as per information available with the company.
6. According to the information and explanation given to us, the Company has not accepted any deposits from the public. Therefore the provisions of Clause (vi) of paragraph 4 of the order are not applicable to the company.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. In our opinion and according to information and explanation given to us, the Company is not required to maintain Cost Records as specified U/s 209(1) (d) of the Companies Act, 1956.
9. In our opinion and according to information and explanation given to us and records produced for our verification, undisputed statutory dues have been generally deposited regularly with the appropriate authorities.
10. In our opinion, the company has accumulated losses as at 31<sup>st</sup> March, 2011. The Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. In our opinion and according to information and explanation given to us, the Company has not defaulted in repayment of its dues to any financial institution or bank or debenture holders.

12. We are of the opinion that the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or *nidhi* mutual benefit fund/society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Company (Auditor's Report) Order, 2003 are not applicable to the company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures or other investments. Accordingly, the provisions of clause (xiv) of paragraph 4 of the Company (Auditor's Report) Order, 2003 are not applicable to the Company.
15. In our opinion, the terms and conditions on which the Company has not given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company. Therefore, the provisions of clause (xv) of paragraph 4 of the Company (Auditor's Report) Order, 2003 are not applicable to the company.
16. In our opinion, and as examined from the books of accounts, the Company has applied the loans for the purpose for which they were obtained.
17. According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
18. According to information and explanation given to us, the Company has made preferential allotment of warrants / shares to parties and companies covered in the Register maintained under section 301 of the Act. The prices at which shares have been issued are not prejudicial to the interest of the company.
19. In our opinion and according to information and explanation given to us, no Debentures were issued by the Company during the period covered by the report.
20. The management has not raised any money from public issues during the year.
21. According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For Suresh Goyal & Associates  
Chartered Accountants**

**Sd/-  
(Suresh Kumar Goyal)  
F.C.A**

Place : New Delhi  
Dated : May 30, 2011

## BALANCE SHEET AS AT 31ST MARCH 2011

Particulars	Schedule No.	Current Year 2010-11 (Rs.)	Previous Year 2009-10 (Rs.)
<b>SOURCES OF FUNDS</b>			
<b>Shareholders Funds</b>			
Share Capital	A	54,184,000.00	39,434,000.00
Secured Loans	B	—	6,665,344.00
Unsecured Loans	C	1,775,000.00	3,492,923.00
		<u>55,959,000.00</u>	<u>49,592,267.00</u>
<b>APPLICATION OF FUNDS</b>			
<b>Fixed Assets</b>			
Gross Block	D	—	426,764.00
Less: Depreciation		—	245,812.55
Net Block		<u>—</u>	<u>180,951.45</u>
<b>INVESTMENTS</b>	E	8,357,919.50	—
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>			
Cash & Bank Balances	F	2,473,582.36	60,552.06
Loans & Advances	G	7,366,200.00	9,642,500.00
Other Current Assets	H	—	2,000.00
Total Current Assets		<u>9,839,782.36</u>	<u>9,705,052.06</u>
<b>LESS : CURRENT LIABILITIES &amp; PROVISIONS</b>	I	13,279,742.00	12,269,642.09
Net Current Assets		<u>(3,439,959.64)</u>	<u>(2,564,590.03)</u>
<b>PROFIT &amp; LOSS ACCOUNT</b>		51,041,040.14	51,975,905.58
		<u>55,959,000.00</u>	<u>49,592,267.00</u>
<b>NOTES TO ACCOUNTS</b>	L		
The Schedules form integral part of the financial statements			

**AUDITOR'S REPORT**

As per our separate report of even date attached

**For Suresh Goyal & Associates**

Chartered Accountants

For and on behalf of Board of Directors

Sd/-  
( Suresh Kumar Goyal )  
F.C.A

Sd/-  
(Divya Seengal)  
Director

Sd/-  
(Kanad Kashyap)  
Director

Place : New Delhi  
Date : May 30, 2011

## PROFIT &amp; LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011

Particulars	Schedule No.	Current Year 2010-11 (Rs.)	Previous Year 2009-10 (Rs.)
<b>INCOME</b>			
Income		3,152,580.64	0.00
<b>TOTAL (A)</b>		<b>3,152,580.64</b>	<b>0.00</b>
<b>EXPENDITURE</b>			
Administration & other Expenses	J	2,045,360.00	176,385.00
Financial Expenses	K	1,735.00	2,133.00
Depreciation		—	22,951.27
<b>TOTAL (B)</b>		<b>2,047,095.00</b>	<b>201,469.27</b>
<b>OPERATING PROFIT (A-B)</b>		<b>1,105,485.64</b>	<b>(201,469.27)</b>
Profit before Taxation		1,105,485.64	(201,469.27)
Provision for Tax		170,620.00	—
Profit after Tax		934,865.64	(201,469.27)
Add : Balance Brought Forward		(51,975,905.78)	(51,774,436.51)
Balance Carried Forward to Balance Sheet		(51,041,040.14)	(51,975,905.78)

The Schedules form integral part of the financial statements.

**AUDITOR'S REPORT**

As per our separate report of even date attached

**For Suresh Goyal & Associates**

Chartered Accountants

For and on behalf of Board of Directors

Sd/-  
( Suresh Kumar Goyal )  
F.C.A

Sd/-  
(Divya Seengal)  
Director

Sd/-  
(Kanad Kashyap)  
Director

Place : New Delhi  
Date : May 30, 2011

## SCHEDULES FORMING PART OF BALANCE SHEET AND PROFIT &amp; LOSS ACCOUNT

	Current Year 2010-11 (Rs.)	Previous Year 2009-10 (Rs.)
<b>SCHEDULE - A : SHARE CAPITAL</b>		
6000000 Equity Shares of Rs. 10/-each (2010- 5000000 Equity Shares of Rs. 10/- each)	<b>60,000,000.00</b>	50,000,000.00
Issued, Subscribed & Paid up capital		
5320066 Equity Shares of Rs.10/-each fully paid up (2010-3943400 Equity Shares of Rs. 10/- each)	<b>53,200,660.00</b>	39,434,000.00
Money received against share warrants	<b>983,340.00</b>	—
	<b>54,184,000.00</b>	39,434,000.00
<b>SCHEDULE - B : SECURED LOANS</b>		
Term Loans from Financial Institutions		
Madhya Pradesh Audyogik Vikas Nigam Limited	—	1,378,302.00
Madhya Pradesh Financial Corporation	—	5,287,042.00
	—	6,665,344.00
<b>SCHEDULE - C : UNSECURED LOANS</b>		
Canbank Financial Services Ltd.	—	3,492,923.00
Seengal Capital Advisors Pvt. Ltd.	<b>1,775,000.00</b>	—
	<b>1,775,000.00</b>	3,492,923.00

**SCHEDULE - D : FIXED ASSETS**

Particulars	Depreciation Rate	Gross Block				Depreciation				Net Block	
		Cost as on 01.04.2010	Addition during the year	Sale/Adj. during the year	Total cost as on 31.03.2011	Provided upto 31.03.2010	Sale/Adj.	For the year 31.03.2011	Total upto 31.03.2011	W.D.V. as on 31.03.2011	W.D.V. as on 31.03.2010
Office Equipments	4.75%	257,145.00	—	257,145.00	—	222,432.17	222,432.17	—	—	—	34,712.83
Furniture & Fixture	6.33%	169,619.00	—	169,619.00	—	23,380.38	23,380.38	—	—	—	146,238.62
Total		426,764.00	—	426,764.00	—	245,812.55	245,812.55	—	—	—	180,951.45

**SCHEDULE - E : INVESTMENTS**

SKD Restaurants (P) Ltd.	<b>8,357,919.50</b>	—
	<b>8,357,919.50</b>	—

**SCHEDULE - F : CASH & BANK BALANCES**

Bank Balance	<b>2,360,966.25</b>	10,003.95
Cash in Hand	<b>112,616.11</b>	50,548.11
	<b>2,473,582.36</b>	60,552.06

**SCHEDULE - G : LOANS & ADVANCES**

Advances ( Recoverable in cash or kind of value to be received )	—	515,056.00
Laser Infomedia Ltd.	<b>7,035,000.00</b>	8,930,000.00
Advance Rent	<b>82,800.00</b>	—
Deposits with Government	—	197,444.00
Security Deposit Rent	<b>248,400.00</b>	—
	<b>7,366,200.00</b>	9,642,500.00

**TOTAL HOSPITALITY LIMITED****29<sup>th</sup> ANNUAL REPORT**

<b>Particulars</b>	<b>Current Year 2010-2011 (Rs.)</b>	<b>Previous Year 2009-2010 (Rs.)</b>
<b><u>SCHEDULE - H : OTHER CURRENT ASSETS</u></b>		
Security -MTNL	—	2,000.00
	—	2,000.00
<b><u>SCHEDULE - I : CURRENT LIABILITIES &amp; PROVISIONS</u></b>		
Sundry Creditors	—	200,553.56
Advance from Customers	10,000,000.00	10,015,624.00
Imprest from Directors	2,585,564.00	1,049,564.00
Expenses payable	479,750.00	124,600.53
Security Deposits	—	298,485.00
Global Resource and Spa Limited	—	418,632.00
Radiant Films Ltd.	—	149,094.00
TDS Payable	18,808.00	3,089.00
Auditor's Remuneraton	25,000.00	10,000.00
<b>Provisions :-</b>		
Provisions for Taxes	170,620.00	—
	13,279,742.00	12,269,642.09
<b><u>SCHEDULE - J : ADMINISTRATIVE &amp; OTHER EXPENSES</u></b>		
Salaries	729,787.00	43,200.00
Rent	21,368.00	—
Advertisement Expenses	126,285.00	8,226.00
Listing Fee & Annual Fee	800,243.00	23,163.00
Office Running & Maintenance Expenses	59,974.00	—
Postage & Telegram	46,582.00	18,536.00
Connectivity Charges (Demat Expenses)	58,618.00	47,429.00
Legal & Professional Charges	36,553.00	12,850.00
Auditor's Remunerations	25,000.00	10,000.00
Telephone Expenses	9,898.00	470.00
Travelling & Conveyance	39,305.00	7,910.00
Rate Fee & Taxes	7,690.00	3,006.00
Printing & Stationary	21,516.00	1,595.00
Brokerage and Commission	60,000.00	—
Misc. Expenses	2,541.00	—
	2,045,360.00	176,385.00
<b><u>SCHEDULE - K : FINANCIAL CHARGES</u></b>		
Bank Charges	1,735.00	2,133.00
	1,735.00	2,133.00

**SCHEDULE – L****1. SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

- a. **Accounting Convention:** The accounts are prepared under the historical cost convention and materially complied with mandatory accounting standards.
- b. **Recognitions of Income & Expenditure:** Items of Income and Expenditure are recognized only on accrual basis unless referred otherwise.
- c. **Fixed Assets:** There are no fixed assets in the company.
- d. **Depreciation:** Since company does not own any fixed assets during the year so depreciation is not provided during the year.
- e. **Investment:** Investments are stated at cost or realizable value, whichever is less.
- f. **Inventories:** There are no inventories.
- g. **Foreign currency transactions:** There is no such transaction during the year.
- h. **Taxes on Income:** No deferred Tax liability or assets has been credited since company is not working.

**2. NOTES TO ACCOUNTS**

1. The name of the company was changed to Total Hospitality Ltd. on December 28, 2010.
2. The amounts appearing as outstanding towards the following parties/Institution have been written back and credited to income being no longer payable to the respective parties/Institutions and also being settled/ time barred since the last over ten years .Further the debit balances not recoverable for last 10-12 years have been adjusted against such credit balances written off and the net off balance has been credited to Profit & Loss account.

**Credit Balance written back.**

<b>Name of party/Institution</b>	<b>Amount in (Rs.)</b>
– Madhya Pradesh Audyogik Vikas Nigam Limited.	13,78,302.00
– Madhya Pradesh Financial Corporation	52,87,042.00
– Canbank Financial Services Limited.	34,92,923.00
– Global Resource & Spa Limited	4,18, 632.00
– Radiant Films Limited	1,49,094.00
Sundry Creditors	2,00,553.56
Securities Deposits	2,98,485.00
Expenses Payable	1,21,000.53
<b>Old Debit balances written off against Credit Balance</b>	
Advances Recoverable	5,15,056.00
Office Equipments	3,47,12.83
Furniture & Fixture	1,46,238.62
Deposit with Government	1,97,444.00

3. As the amount of Rs 73,00,000 of Laser Infomedia Ltd. is not recoverable the same has also been written off.
4. SKD Restaurants Pvt. Ltd. will form subsidiary of Total Hospitality Ltd. during financial year 2011-12.
5. Out of 590000 share warrants issued to Seengal Capital Advisors Pvt. Ltd. after receiving 25% of total issue price, 196666 share warrants converted into 196666 equity shares of Rs. 10 each in the board meeting held on 14/03/2011.
6. Additional Information pursuant to provisions of Part 11 of Schedule VI of the Companies Act, 1956 is not applicable since the present business of company is NIL.

7. There were no employees who were paid remuneration exceeding the prescribed limit u/s 217 (2A) of the Companies Act, 1956.
8. **Related Party Transactions:-** As per Accounting Standard ( AS-18) 'Related Party Disclosures', notified in the Companies (Accounting Standards) Rules 2006.

**Related party transaction details for the year ending 31/03/2011**

Name of related party : Laser Infomedia Ltd.

Description of relationship: Director/Relative of Director.

Description of nature of transaction: Loans net amounting to Rs. 54,05,000.00 has been further given to Laser infomedia Ltd. during the year under consideration. Out of total balance Rs 1,43,35,000.00, a sum of Rs 73,00,000.00 not recoverable which has been written off.

Name of related party: SKD Restaurants Pvt. Ltd.

Description of relationship: Director / Relative of Director.

Description of nature of transaction: investment in the said company

Volume of transaction: Rs. 83,57,919.00

Name of related party : Seengal Capital Advisors Pvt. Ltd.

Description of relationship: Relative of Director.

Description of nature of transaction:

1. 590000 share warrant issued to Seengal Capital Advisors Pvt. Ltd. out of which 196666 share warrants converted into 196666 Equity shares of Rs. 10/- each.
2. Further loan amounting to Rs 17,75,000.00 has been taken from Seengal Capital Advisors Pvt. Ltd. during the year under consideration.

<b>Balance of related party as on 31/03/2011</b>	<b>Amount</b>
Laser Infomedia Ltd.	Rs. 70,35,000.00
SKD Restaurants Pvt. Ltd.	Rs. 83,57,919.00
Seengal Capital Advisors Pvt. Ltd.	Rs. 17,75,000.00

Balance of Money Received against share warrants issued to Seengal Capital Advisors Pvt. Ltd. Rs. 983,340.00

9. Auditor's Remuneration

Audit Fees	Rs. 12,500/-	Rs. 10,000/-
Taxation Matters	Rs. 12,500/-	—
<b>Total</b>	<b>Rs.25, 000/-</b>	<b>Rs. 10,000/-</b>

10. Previous year figures have been regrouped / rearranged wherever considered necessary.
11. Foreign Currency Transactions: There is no transaction during the year.

**For Suresh Goyal & Associates**  
Chartered Accountants

For and on behalf of Board of Directors

Sd/-  
**(Suresh Kumar Goyal )**  
**F.C.A**

sd/-  
**(Divya Seengal)**  
**Director**

sd/-  
**(Kanad Kashyap)**  
**Director**

Place : New Delhi  
Dated : May 30, 2011



## CASH FLOW STATEMENT AS ON 31ST MARCH, 2011

(Rs. in thousand)

Particulars	Current Year 31.03.2011 (Rs.)	Previous Year 31.03.2010 (Rs.)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax and Extraordinary items	1,105.00	(201.00)
Adjustment for:		
Depreciation	—	22.00
Profit (Loss) before Working Capital Changes	1,105.00	(179.00)
<b>Adjustment for:</b>		
Net Changes in operating Assets & Liabilities		
Trade & Other Receivable	2,278.00	(8,930.00)
Trade & Other Payables	840.00	9,084.00
	3,118.00	154.00
Net Cash Flow from Operating Activities	4,223.00	(25.00)
<b>CASH FLOW FROM LENDING AND INVESTING ACTIVITIES</b>		
Purchase /Sale of Fixed Assets	181.00	—
Increase / Decrease in Investments	(8,358.00)	—
Net Cash used in Lending and Investing Activities	(8,177.00)	—
<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Issue of Share Capital	14,750.00	—
Borrowings (Net of Repayments)		
Secured	(6,665.00)	—
Unsecured	(1,718.00)	—
	6,367.00	—
Net Cash Flow after Financing Activities	2,413.00	(25.00)
Cash and Cash Equivalent at the beginning of the year	60.00	85.00
Cash and Cash Equivalent at the end of the year	2,473.00	60.00

For and on behalf of Board of Directors

sd/-

(Divya Seengal)  
Director

sd/-

(Kanad Kashyap)  
Director

Place : New Delhi

Dated : May 30, 2011

**AUDITOR'S CERTIFICATE**

We have examined the Cash Flow Statement of Total Hospitality Limited for the year ended 31st March, 2011. The Statement has been prepared by the company in accordance with the requirement of listing agreement clause 32 with stock exchanges and is based on and on agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by the our report of even date to the members of the Company.

For Suresh Goyal &amp; Associates

Chartered Accountants

sd/-

(Suresh Kumar Goyal)  
F.C.A

Place : New Delhi

Dated : May 30, 2011

**INFORMATION UNDER PART IV OF SCHEDULE VI OF THE COMPANIES ACT, 1956  
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**1 Registration Details**

Registration No.	6773	State Code -10
Balance Sheet Date	31.03.2011	

**2 Capital raised during the year (Amount in Rs. Thousands)**

Public issue	Right issue
NIL	NIL
Bonus issue	Preferential issue
NIL	14750

**3 Position of Mobilization and Development of Funds (Amount in Rs. Thousands)**

Total Liabilities	Total Assets
55959	55959

**Sources of Funds**

Paid up Capital	Reserve & Surplus
54184	—
Secured Loans	Unsecured Loans
—	1775

**Application of Funds**

Net Fixed Assets	Investments
—	8358
Net Current Assets	Misc. Expenditure
(3440)	—
Accumulated Losses	
51041	

**4 Performance of Company (Amount in Rs. Thousand)**

Turnover including other income	Total Expenditure
3152	2047
Profit/Loss before Tax	Profit/Loss after Tax
1105	935
Earning Per Share (in Rs.)	Dividend Per Share in Rs.
0.18	—

**5 Generic Names of Three Products/ Services of Company ( As per Monetary Terms )**

Item Code No. (ITC Code) – N.A.
Product Description – N.A.

**For Suresh Goyal & Associates**

Chartered Accountants

sd/-

**(Suresh Kumar Goyal)**  
F.C.A.

For and on behalf of Board of Directors

sd/-

**(Divya Seengal)**  
Director

sd/-

**(Kanad Kashyap)**  
Director

Place : New Delhi  
Dated : May 30, 2011



**TOTAL HOSPITALITY LIMITED**  
**(FORMERLY TOTAL EXPORTS LIMITED)**

Regd: - C-22, Saket Colony, Katulbod, P.O. SAF Lines, Bhilai, Durg-490020, Chattisgarh

**ATTENDANCE SLIP**  
**29<sup>th</sup> ANNUAL GENERAL MEETING –SEPTEMBER 30, 2011**

<b>Ledger Folio/DP &amp; Client ID No.:</b>
<b>No. of Shares held:</b>

I certify that I am a member/ proxy of the member of the company.

I hereby record my presence at the 29<sup>th</sup> Annual General Meeting of the Company at 12:00 Noon. at C-22, Saket Colony, Katulbod, P.O. SAF Lines, Bhilai, Durg-490020, Chattisgarh, at 12:00 Noon on Friday, September 30, 2011.

.....  
Name of member/ proxy  
(In BLOCK letters)

.....  
Signature of member/ proxy

**Note:** Please complete this Attendance Slip and hand it over at the entrance of the meeting hall



- Tear Here -



**TOTAL HOSPITALITY LIMITED**  
**(FORMERLY TOTAL EXPORTS LIMITED)**

Regd: - C-22, Saket Colony, Katulbod, P.O. SAF Lines, Bhilai, Durg-490020, Chattisgarh

**PROXY FORM**  
**29<sup>th</sup> ANNUAL GENERAL MEETING –SEPTEMBER 30, 2011**

<b>Ledger Folio/DP &amp; Client ID No.:</b>
---

I/We ..... of .....being a member/members of TOTAL HOSPITALITY LIMITED, hereby appoint ..... of ..... or failing him/her ..... of ..... as my/our proxy, to attend and vote for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on September 30, 2011, Friday at 12:00 Noon at C-22, Saket Colony, Katulbod, P.O. SAF Lines, Bhilai, Durg-490020, Chattisgarh, and at any adjournment thereof.

Signed this ..... day of ....., 2011

Affix Re. 1/- Revenue Stamp
--------------------------------------

.....  
(Signature of the member)

**Note:** The Proxy in order to be effective must be deposited at the Registered Office of the Company duly stamped and signed, at least 48 hours before the time for holding of meeting. The Proxy need not be a member of the Company.



BOOK POST

*If undelivered, please return to :*

**TOTAL HOSPITALITY LIMITED**

*(FORMERLY TOTAL EXPORTS LIMITED)*

Regd: - C-22, Saket Colony, Katulbod,  
P.O. SAF Lines, Bhilai, Durg-490020, Chattisgarh