



TOTAL
HOSPITALITY LTD.



Annual Report
2012 -13

BOARD OF DIRECTORS

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

BOARD COMMITTEES**Audit Committee**

Mr. Kanad Kashyap
Mr. Siddharth Seengal
Mr. Anil Kumar

Share Transfer & Investors' Grievance Committee

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

Remuneration Committee

Mr. Kanad Kashyap
Mr. Siddharth Seengal
Mr. Anil Kumar

REGISTERED OFFICE

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

CORPORATE OFFICE

Unit No. 1152, B-2,
Spaze I Tech Park,
Sector-49, Sohna Road,
Gurgaon-122018

WEBSITE

www.totalhospitality.in

REGISTRAR AND TRANSFER AGENTS

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
New Delhi-110062
Phone: +91-11-2996 1281, 82, 83
Fax: +91-11-29961284

STATUTORY AUDITORS

M/s Om Harendra & Co.

BANKERS

South Indian Bank Limited

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NOTICE is hereby given that the 31st Annual General Meeting of the shareholders of **Total Hospitality Limited** (Formerly *Total Exports Limited*) will be held on Wednesday, the 25th day of September, 2013 at 12:00 Noon at the Registered Office of the Company at Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai-490020 Chhattisgarh to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date, the Report of the Directors and the Auditors thereon
2. To appoint a Director in place of Mr. Siddharth Seengal, who retires from office by rotation and being eligible, offers himself for reappointment
3. To appoint the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting and to authorize Board of Directors to fix their remuneration. M/s Om Harendra & Co., the retiring Auditors are eligible for re-appointment.

By the order of the board
For Total Hospitality Limited

Place : Gurgaon
Date : 26.08.2013

Sd/-
Divya Seengal
(Managing Director)

Sd/-
Kanad Kashyap
(Director)

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. 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.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from 20th September 2013 to 25th September 2013 (both days inclusive)
7. 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.
8. 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.
9. Members are requested to notify any change in their address immediately to Beetal Financial & Computer Services Private Limited, the Share Registrar of the Company for shares held in physical form. For shareholders who hold their shares in dematerialized form, please lodge your request for change of address, if any, with your respective depository participants.
10. Members who are registered under two or more folios are requested to write to company for consolidation of folios.

11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Beetal Financial & Computer Services Pvt. Ltd., for assistance in this regard.
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.
14. For shares held in physical form, you may initiate action to get your shares dematerialized since trading of shares is done compulsorily in the dematerialized mode. Dematerialized not only provides easy liquidity, but also safeguards from any possible physical loss.
15. You are requested to inform your current email ID to us in compliance of Green Initiative as per Ministry of Corporate Affairs circular in this subject.

Pursuant to Clause 49 of the listing agreement with stock exchanges, following information is furnished about Directors proposed to be appointed/re-appointed.

Particulars	Appointment/Re-appointment
Name of the Director	Mr. Siddharth Seengal
Date of Birth	31.01.1989
Date of Appointment	12.01.2011
Expertise in specific functional area	Siddharth Seengal, Purdue University alumni, has worked with the world's 3 rd largest communications group, Publicis Group. With his inclination towards marketing he is sure to add his passion and knowledge in making the Company brand recognition.
Directorship in other Companies*	• Radiant Films Limited
Membership of Committees in other Public Companies (includes Audit & Investor's Grievance Committees)	None
No. of Shares held in the Company	413800

* excludes Directorships in Private Limited Companies, Section 25 Companies, Foreign Companies and Government Bodies.

Dear Shareholders,

Your Directors have pleasure in presenting the 31st Annual Report and Audited Accounts of the Company for the year ended 31st March 2013.

CONSOLIDATED FINANCIAL HIGHLIGHTS

(Rupees in lakhs)

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Total Income	576.11	136.81
Total Expenditure	643.19	192.47
Profit / (Loss) before Tax	(67.08)	(55.66)

OPERATIONAL PERFORMANCE AND FUTURE OUTLOOK

Global economic uncertainties have affected India's economy including the Hospitality Sector. Macro – economic indicators are not healthy. Fiscal Deficit and interest rates are high and the rupee has been depreciating continuously. All this does not go well for any industry especially the Hospitality Sector.

The Restaurant Industry in India has undergone significant changes. The standard of living of people in India has also increased. The eating habits and preferences of people in India have seen a shift from typical Indian food to continental and various other cuisines. The industry is experiencing a new era because of change in the attitude of the consumers who wishes to try a new variety of dishes and food items.

In spite of losses in Current year, your Company is expecting their sales to be higher in coming months. The Company has put forward a strong foothold in Hospitality Sector. This would enable effective utilization of immovable properties and will provide a larger asset base to the Company. The company prospects are promising.

DIRECTORS

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

Appropriate resolutions for their re-appointment are being placed before you for your approval at the ensuing Annual General Meeting

Brief resume of the Director proposed to be re-appointed, nature of expertise in specific functional areas and names of companies in which he 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 Notice of proposed Annual General Meeting.

SUBSIDIARY COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

Your Company has a wholly owned subsidiary, SKD Restaurants Private Limited. The Consolidated Financial Statements have been prepared by your Company in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Listing Agreement with the Stock Exchanges.

The statement relating to the above company as specified in sub-section (3) of Section 212 of the Companies Act, 1956 is attached to the Report and Accounts of the Company.

The Ministry of Corporate Affairs vide General Circular No. 2/2011, dated 8th February, 2011 has granted general exemption to companies from seeking approval of Central Government under section 212 of the Companies Act, 1956 from annexing to this Report. Hence, the Annual Report of subsidiary company has not been annexed herewith. The Consolidated Financial Statement includes the results of these subsidiary company duly audited by their respective statutory auditors. Annual Accounts of the subsidiary company and related

detailed other information shall be made available to the members seeking such information and shall also kept open for inspection at the Head Office of the Company by any investor during working hours and also being uploaded on the website of your Company viz. www.totalhospitality.in. The Company shall furnish a copy of the details of annual accounts of subsidiary to any member on demand.

CORPORATE GOVERNANCE

Your Directors reaffirm their continued commitment to good corporate governance practices. Your Company fully adheres to the standards set out by the Securities and Exchange Board of India for Corporate Governance practices, and has implemented all of its stipulations.

As required by Clause 49 of the Listing Agreement of Stock Exchange, a separate section on Corporate Governance together with a certificate from Company's Statutory Auditors, forms part of this Annual Report.

FIXED DEPOSITS

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

DIVIDEND

In view of the losses incurred by the Company during the year under review, your directors do not recommend any dividend for the year 2012- 13.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A Management Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with stock exchanges in India, is presented in a separate section forming part of the Annual Report.

SHARE CAPITAL

- **Increased in Authorized Capital**

During the year, Company has increased the Authorized Capital from Rs. 6,00,00,000 divided into 60,00,000 no. of equity shares of Rs. 10/- each to Rs. 7,00,00,000 divided into 70,00,000 no. of equity shares of Rs. 10/- each.

- **Issue and Allotment of equity shares during the year 2012-13**

Conversion of Warrants: During the year under review, your company has allotted 196668 no. of equity shares having face value of Rs. 10/- each at Rs. 10/- per equity shares on 24th August, 2012 to M/s Seengal Capital Advisors Private Limited, Promoter, of the Company on conversion of equal number of warrants on receipt of balance amount payable on these warrants.

Issue and allotment of equity shares on preferential basis: In terms of Section 81(1A) of the Companies Act, 1956 and provision of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009. The Company had issued and allotted 950000 no. of equity shares having face value of Rs. 10/- each at a premium Rs. 4.01/- per share to M/s Kartigya Trading Private Limited (Non Promoter).

Consequently, the paid up equity share capital of the Company has increased from 5516732 no. of equity shares as at March 31, 2012 to 6663400 no. of equity shares as at March 31, 2013.

The above said 6663400 no. of equity shares were duly admitted for trading in the Stock Exchanges, where the equity shares of the Company are listed.

LISTING WITH STOCK EXCHANGES

The Equity Shares of the Company are listed on Bombay Stock Exchange, Delhi Stock Exchange and Madhya Pradesh Stock Exchange. The annual listing fees for the year 2013-14 have been paid to these Stock Exchanges.

AUDITORS AND AUDITORS REPORT

M/s OM Harendra & Co., Chartered Accountants, who retire at the conclusion of this Annual General Meeting

and being eligible for reappointment, have expressed their willingness to be re-appointed as Statutory Auditors of the Company. They have given certificate to the effect that the appointment, if made, would be within the limit prescribed under section 224(1B) of the Companies Act, 1956. Your directors recommend their appointment for another one year.

The Statutory Auditors of the Company has submitted their Auditor's Report on the account of the Company, for the financial year ended 31st March 2013. The observations and comments given by the Auditors in their report, together with notes to Accounts are self explanatory and hence do not call for any other further comments under section 217 of the Companies Act, 1956.

STATUTORY DISCLOSURE

Your Directors have made necessary disclosure, as required under various provisions of the Act and Clause 49 of the Listing Agreement.

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 31st March, 2013, 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.

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.

INVESTOR RELATIONS

Your Company always endeavors to keep the timely response to shareholder's request/grievances at a minimum. Priority is accorded to address all the issues raised by the shareholders and provide them satisfactory reply at the earliest possible time. The Shareholder's and Investor Grievances committee of Board meets periodically and review the status of redresses of investor's grievances.

COMPANY'S WEBSITE- REJUVENATED

Company's official website has been revived in such a way to be a center of information; it is now more of a depiction of your Company on the web. It demonstrates all the relevant information relating to your Company, its story of growth, achievements till date, information of the core business of your Company and also an Investor relation corner, for existing and prospective investors/shareholders etc.

The new website of the Company is trendier and user friendly, it is prepared keeping in mind the layman ship of general users and the relevant information to be obtained by them. It is also ensured that the website is updated with its various progresses, achievements and in terms of investor's information, took place in the Company.

HUMAN RESOURCES

Your Company continues to believe that Human resources would be a critical factor for its growth. The key focus of the business remained retaining and helping talent grow so as to meet the growth aspirations of the business. The emphasis was on grooming in-house talent enabling them to take higher responsibilities.

The Senior Management Team spent considerable time in reviewing the existing talent base and Processes used for honing the skills of the members in the Talent Pool and assessing their preparedness for shouldering higher responsibilities.

ACKNOWLEDGEMENT

Directors take this opportunity to acknowledge sincere appreciation of all investors, banks, distributions, customers, vendors and other business associates for the excellent support received from them during the year.

Directors also recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

By the order of the board
For Total Hospitality Limited

Place : Gurgaon
Date : 30.05.2013

Sd/-
Divya Seengal
(Managing Director)

Sd/-
Kanad Kashyap
(Director)

Statement under Section 212 of Companies Act, 1956 relating to subsidiary Company

Particulars	SKD Restaurants Private Limited
Date from which they became subsidiary	29th September, 2011
Financial year of the subsidiary ended on	31st March, 2013
Shares of the subsidiary held by Total Hospitality Limited on the above date	
1. Number and face value of shares	1611700 equity shares of Rs. 10 each, fully paid
2. Extent of holding	100%
Net aggregate Profit/ (Loss) for the current year (in Rs.)	
Net aggregate amounts of the profits or losses of the subsidiary so far it concerns the members of the holding company and is dealt with in the accounts of holding company :	
1. for the financial year of the subsidiary	Nil
2. for the previous financial years of the subsidiary since it became its subsidiary	Nil
Net aggregate amounts of the profits or losses of the subsidiary so far it concerns the members of the holding company and is not dealt with in the accounts of holding company :	
1. for the financial year of the subsidiary	(2976463)
2. for the previous financial years of the subsidiary since it became its subsidiary	Nil

For OM Harendra & Co.
(Chartered Accountants)

Sd/-
Harendra Kumar
Partner
M.No. 518078

Place : Gurgaon
Date : 30.05.2013

By the order of the board
For Total Hospitality Limited

Sd/-
Divya Seengal
(Managing Director)

Sd/-
Kanad Kashyap
(Director)

OVERVIEW OF INDIAN ECONOMY

The Restaurant Industry in India is an important industry to the Indian Economy. It is one of the highest foreign exchange earners to the country as well as one of the largest employers both directly and indirectly.

The Restaurant Industry in India is a very profitable business. It is directly linked to tourism industry and growth in the tourism industry leads to growth of Restaurant Industry. The government initiatives and varied business opportunities have acted as boon to Restaurant Business in India. Some initiatives undertaken by the government are "Athithi Devo Bhava" & "Incredible India".

The diverse culinary habit, wide range of Cuisines and diverse cooking techniques are some of the main factors which contribute to this industry.

INDUSTRY OVERVIEW

The financial year 2012-13 has been challenging for the world at large. The corporate world had been engaged in cost cutting via drastic cut backs on non essential expenses; this drop in corporate travel had adversely affected the Indian Hospitality Sector. The government too is making conscious effort to revive the industry through a slew of policy decisions as many new and ongoing hotel projects had stalled during the downturn. The Indian Hospitality Industry is beginning to show a few signs of recovery.

India's huge population and its increasing purchasing power, growing consumer aspirations, increasing urbanization and lifestyle changes have led to a slow but safety transformation of the Indian cities, specifically in the food sector. Not only the metros, but even Tier II and Tier III cities are being increasingly dotted with a variety of fast food chains, take-away, quality fine dining restaurants, speciality Quick Service Restaurant (QSR) and more contemporary eating options.

According to the NRAI Report 2013, the size of total food service market (organized and unorganized) is currently INR 247,680 crore and is projected to grow to INR 408,040 crore by 2018 at 11%. In terms of market segments, QSR and casual Dine-in format account for 74% of the total chain market, while Cafes make up for 12% with Fine Dining and Pub Bars Club & Lounges comprising rest.

Due to the burgeoning middle-class population in cities, the fine dining culture is fast evolving. It has been increasingly paying utmost attention to the quality of food served as well as the ambience which is in line with the changing lifestyle and high standard of living.

Industry trend has been on spending more resources on branding, improving efficiencies and growing economies of scale in order to maintain competitiveness and increase market presence by the industry players.

OPPORTUNITIES

Indian QSR Industry is growing very rapidly. It is a reflection of the change in the lifestyle, food habits and consumption pattern of the population. The incidence of Dining Out, ordering from home as well as takeaways is rising creating an opportunity to cater to a wide mass of population. The incidence and value differ substantially, but penetration of such consumption habits is wide spread and is on the increase. Although largely an urban phenomenon, the pattern is also emerging in rural areas with better road connectivity, increased vehicle ownership and rise in income levels.

I. Changing consumer preferences

The Restaurant Industry in India has undergone significant changes. The standard of living of people in India has also increased. The eating habits and preferences of people in India have seen a shift from typical Indian food to continental and various other cuisines. The industry is experiencing a new era because of change in the attitude of the consumers who wishes to try a new variety of dishes and food items. Thus, the Restaurant Industry now has opportunity for expansion and diversification.

II. Growth in tourism sector

The growth of the tourism industry has also been a positive factor behind the growth of restaurants in India. An increasing number of foreign tourists prefer going restaurants. Foreigners enjoy the local and authentic traditional food and as a result they can be credited to the tremendous increase in the number of eating joints, restaurants and fast food centres at prime locations throughout the country.

III. Changing demographics

India is witnessing a changing demographic profile with more people willing to eat at restaurants. The working class and youngsters are increasingly visiting restaurants to have a good time which enhance the prospects of your Company. Further, rising income level have resulted in more disposable incomes, with more people going out and spending at restaurants, thus creating opportunities in Tier II as well as Tier III cities.

IV. Integration of economics

Integration of economics and the emergence of India as a leading economic hub have resulted in Indians being exposed to global cuisines and the restaurant industry. This has led to an increase in demand for variety of cuisines and rise in overall industry standards.

V. Growth of Commercial sector

Increasing high density locations such as shopping malls, travel terminals, office complexes and medical institutions have resulted in rising opportunities for restaurants businesses.

VI. International Brands entering India

With international restaurant chain entering the Indian foyer and increasing the competitiveness, special attention is being paid to hygiene and cleanliness. Being assured healthy and wholesome food options and quality outlets is a significant crowd puller. Restaurants are located near tourist attractions and offer wide variety of dining options ranging from fine dining to value-for-money food. International players in the Indian hospitality industry have raised tourist expectations. International chains have connotations of quality and hygiene that extend globally and tourists visiting India are comforted by the presence of such outlets in taking care of their basic needs without the mortal fear of having an upset stomach.

VII. Increase importance of online/social media, food website and mobile application

Consumers' interest in technology continues unabated. Restaurant operators recognize that technology can enhance customer service and appeal to consumers, but they are not fully meeting consumer demand in this area yet.

At tableservice restaurants, more than half of consumers say they would use tableside electronic payment options and 44% would use a tableside ordering system. Nearly one-third would use mobile payment options, four in 10 would use tablet menus (such as iPads), and 50% would use a smartphone app for viewing menus, ordering or making reservations. Less than one in 10 tableservice restaurants currently offer these options, but 54% say they will invest more resources in customer-facing technology in 2013.

At quickservice restaurants, 44% of consumers say they would use self-order terminals; two in five would use smartphone apps to place orders or view menus, and more than one-quarter would use mobile payment options. Currently, less than 2% of quickservice restaurants offer these technologies, though 48% say they plan on investing more in customer-facing technology next year.

VIII. Large focus on Value meals

Also among the strongest consumer trends for 2013 are local sourcing and nutrition. More than seven out of 10 consumers say they are more likely to visit a restaurant that offers locally produced menu items, and more than six out of 10 said locally sourced menus are a key attribute for choosing a restaurant. Currently, a majority of tableservice restaurants offer locally sourced produce, meat or seafood, with availability being highest in the fine dining segment. In addition, more than seven out of 10 consumers say they are trying to eat healthier at restaurants now than they did two years ago; women more so than men. Similarly, about three-quarters of consumers say healthy menu options are an important factor when choosing a restaurant. Restaurants are responding to this increasing demand for nutritious options, as 86% of consumers say that restaurants are offering a wider variety now than two years ago.

IX. Increasing interest from private equity and venture capital investors in the industry

Private Equity in retail has witnessed a steady increase in recent years. Within this industry, the fast food

chains, fine/casual dining, QSR, cafes, bars and lounges, food courts, take away kiosak etc. has attracted significant investment. As, consumer discretionary spending is on a growth trajectory, venture Capital and Private Equity players with mid to long term plans are increasingly providing capital for these high gestation businesses.

Food demand is rising in tandem with the global population. Increasing urbanization and a general exodus from rural areas to urban areas is causing a change in lifestyle trends, particularly surround eating habits. With increasing numbers of people working in office environments and growing family households with two parents in the workforce, time to prepare food at home is limited. Consumers under time constraints are opting to eat outside in cafes and restaurants, with price-conscious often turning to fast-food options such as mobile trucks and street stalls.

CHALLENGES

Your Company's business is highly sensitive to changes in guest traffic. Increase in guest traffic typically drives higher sales, which improve the leverage of our fixed operating costs and thus enable us to achieve higher operating margins whereas reduction in guest traffic works vice – versa.

Changes in discretionary spending patterns, economic conditions and consumer tastes have an impact on the restaurant industry. In recent times, due to increased economic pressures, many consumers have changed their discretionary spending patterns. Frequency or spending on meals while dining out guests has reduced than in the past. We continuously update our menu offerings, have food festivals across brands and employ marketing initiatives designed to improve our value-to-price proposition, increase brand awareness and help drive guest traffic.

RISK MITIGATION

The company has developed built-in procedures and a practice to effectively mitigate the adverse affects of the risk involved in the business and has laid down procedures for handling risks in carry out the business to the best advantage of all stakeholders and to improve the stakeholder value and ensure continuity of business.

RISK MANAGEMENT:

The Company is committed to high standards of business conduct and the risk management with a view to:

- Protect the Company's Assets Achieve sustainable business growth
- Avoid major surprises related to the overall control environment
- Safeguard Shareholder investment and
- Ensure compliance with applicable legal and regulator requirements.

Further the company has divided the overall risk into following categories:

I. Inflation and Cost Pressures

Inflation has resulted in increased food as well as labour costs, but your company has placed strong emphasis on sustaining operational efficiencies. We try to pass on the increased costs by raising menu prices, or by reviewing and implementing alternative processes thereby facilitating cost control.

II. Competition may adversely affect our operations and financial results

The restaurant business is highly competitive as to price, service, restaurant location, nutritional and dietary trends and food quality, and is often affected by changes in consumer tastes, economic conditions and traffic patterns. Your Company competes within each region with local restaurants as well as national and regional restaurants chains. Maintaining brand standards and consistency over the years has enabled your Company to carve a niche for itself. Competition between restaurants is intense, since dining options abound. And, while there are certainly dominant players in this industry (especially among fast-food purveyors), no one company has the market cornered. Indeed, virtually every restaurant location must compete not only against other publicly traded chains, but also a wide array of small, local establishments. Competitors include everything from delis and pizzerias to fine-dining restaurants. And, of course, it is relatively easy to forgo prepared foods, altogether, in favor of home cooking, which is usually a less

expensive option. Thus, restaurant meals are discretionary purchases, and the industry tends to be highly cyclical.

III. Supply Chain and quality control optimum supply

Outsourcing opportunities that increase productivity are crucial for the success of any restaurant business. Your company places considerable emphasis on ensuring that it procures high-quality raw materials and equipment, enabling it to provide quality products to its guests. The supplier selection process is centrally controlled to promote consistent quality and timely delivery of raw materials to our restaurants and adherence to strict product and safety specifications.

IV. Availability of Skilled Manpower

This is an extremely important aspect of the restaurant business and our ability to attract, motivate and retain sufficient number of qualified employees for our restaurants including restaurant managers, chefs, kitchen and waiting staff is a key success determinant. In addition to setting up its own catering business your Company has put in place several HR initiatives like free meal, organization of staff transportation and bonuses during festivals to ensure staff retention and maintain service standards.

V. Lack of certainty in Government Sector

The Association expect to receive the support of the stakeholders and the government so that the sector can grow which in turn would lead to a spurt in development across other industries and be a much larger source of direct and indirect tax revenue to the Government.

OUTLOOK

The global economic and financial situation is recovering slowly. The large fiscal deficits and high debt ratios coupled with slow economic growth have created unsettling conditions for business and have potential for causing great volatility in financial markets. It is hard to visualise strong economic growth in the advanced economies in 2013. The implications for this, for India's strategy to return to the 9.0% growth trajectory are that public policy must promote business confidence and facilitate increased investment. 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. The sudden surge in demand for hotel accommodation over the last three years has inflated hotel rooms in the country. However, a number of international brands across all hotel segments are planning to or have recently entered the Indian market. Domestic hotel chains, too, are embarking on strong expansion and development plans across all hotel segments. As the gap between supply and demand for hotel accommodation narrows over the next few years, we expect room rates to rationalize, which would encourage leisure travel.

The global foodservice sector continues to feel the pressures of the economic recession, unstable food and energy prices, a fragile housing sector and depleted consumer confidence. Industry payers continue to focus on brand differentiation and value-added products to attract consumers.

Fast food outlets are revamping their menus to diversify their product offerings and respond to growing demand for healthy eating options due to growing awareness of heart disease and diabetes. Other outlets, like grocery stores and restaurants, are trying to encroach on the fast food market by offering take-away options to customers. Ethnic cuisine demand will continue to grow, providing a huge market for Asian fast food, with sushi and Chinese food providing particularly popular.

The National Restaurant Association's- Restaurant Performance Index is positive and hence the optimistic is predicted. Your Company is expected their sales to be higher in coming months. Most of the Restaurant operators expect the economic conditions to improve in next six months but at present the market condition is quite stable.

INTERNAL CONTROL & THEIR ADEQUACY

Internal processes control and systems play a critical role in the health of a company. An effective system of internal controls forms a keystone necessary for building, maintaining and improving shareholder value and helps to enhance the overall quality of the business and enterprises.

We have our own internal control system in place that all assets are protected. Your company is adequately insured.

FINANCIAL AND OPERATING PERFORMANCE

The market condition and various factors have affected the Company Operations and have hugely suffered the performance of the Company.

The Company is yet to make significant recovery. However as the entire industry is dealing with similar problems, it is expected that progress shall be made once the problems faced by the industry are resolved.

CAUTIONARY STATEMENT

Statement in this "Management Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

In accordance with Clause 49 of the Listing Agreement with Stock Exchanges, the report containing the details of Corporate Governance systems and processes at Total Hospitality Limited (“THL”) is as under:

I. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance refers to a set of laws, regulations and good practices that enable an organization to perform efficiently and ethically long term wealth and create value for all its stakeholders.

The Company’s philosophy on Corporate Governance is aimed at strengthening the confidence of the shareholders in the Company and building a long term relationship of trust with them by maintaining transparency and periodical disclosures. The Company believes in maintaining high standards of quality and ethical conduct in its operations.

Corporate Governance at Total Hospitality Limited is an ongoing process and the Company continuously strives to improve upon its practices in line with the changing demands of the business environment. These governance structures and systems are the foundation that provides adequate empowerment across the organization helping leverage opportunities for rapid sustainable growth of the Company. The Company’s essential character revolves around values based on transparency, integrity, professionalism and accountability.

In line with the above philosophy, your Company continuously strives for excellence through adoption of best governance and disclosure practices.

II. BOARD OF DIRECTORS

A. Composition: 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 composition of the Board is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

None of the Directors on the Board are Members of more than ten Committees or Chairman of more than five Committees across all the public companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2013 have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other companies are given herein below.

Directors	Category	Total number of Directorships of other public companies*	Total number of Committee membership of Public Companies**	Total number of Chairmanships of Committees of public companies**
Divya Seengal (Executive)	Managing Director	1	Nil	Nil
Kanad Kashyap (Non- Executive)	Independent Director	1	Nil	Nil
Siddharth Seengal (Non- Executive)	Director	1	Nil	Nil
Anil Kumar (Non- Executive)	Independent Director	2	Nil	Nil

* Excluding Private Companies, Section 25 Companies, Foreign Companies

**Committees considered are Audit Committee, Investor’s Transfer and Grievance Committee and Remuneration Committee

B. Board Meetings: During the financial year 2012-13; Eleven (11) Board Meetings were held on 30th May 2012, 14th July 2012, 3rd August 2012, 13th August 2012, 24th August 2012, 3rd October 2012, 9th October 2012, 15th October 2012, 12th November 2012, 11th February 2013 and 21st February 2013.

C. The information regarding the meetings attended by the Directors is given below:

Name of Director	No. of Board Meetings Held	No. of Board Meetings attended	Attendance at Last AGM
Divya Seengal	11	11	Yes
Siddharth Seengal	11	11	Yes
Kanad Kashyap	11	11	Yes
Anil Kumar	11	11	Yes

The necessary quorum was present for all the meetings.

D. Board Procedure: The Agenda is circulated by the Company Secretary well in advance to the Board members along with comprehensive background information on the items in the agenda to enable the Board to deliberate on relevant points and arrive at an informed decision. All relevant information related to the working of the Company, including the information required as per the Listing Agreement is made available to the Board.

Information on the other significant matters in addition to the matters which are required to be placed before the Board for its noting and/or approval is also provided.

The proceedings of the meetings of the Board and its Committees are recorded in the form of minutes and the draft minutes are circulated to the Board for perusal.

The important decisions taken at the Board/Committees meetings are communicated to the concerned departments/divisions promptly.

III. COMMITTEES OF THE BOARD

The Board has constituted various Committees as given below:

- A. Audit Committee,
- B. Share Transfer and Investor's Grievance Committee,
- C. Remuneration 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.

The quorum for meeting is either two members or one-third of the members of the committee, whichever is higher.

A. Audit Committee: To oversee the Company's financial reporting process and disclosure of its financial information including Internal Control System, reviewing the Accounting Policies and Practices, report of the Company's Internal Auditor and quarterly/half yearly/yearly Financial Statements as also to review financial management & policies. The terms of reference of Audit Committee are in accordance with Section 292A of the Companies Act, 1956 and the guidelines set out in Clause 49 of the Listing Agreement.

Composition: The Audit Committee comprises of non executive Directors viz. Mr. Kanad Kashyap, Mr. Siddharth Seengal and Mr. Anil Kumar. Mr. Kanad Kashyap acts as the Chairman of the Committee. A representative of Statutory Auditors is invited as required. All the members of the committee possess financial and accounting knowledge. The minutes of meetings of Audit Committee are placed before the Board.

Meeting and Attendance: The Audit Committee met Four times during the financial year 2012-13 on 30th May 2012, 13th August 2012, 12th November 2012, 11th February 2013. The attendance of present members of the Committee is given below:

Committee Member	No. of Meetings held	Number of meetings Attended
Kanad Kashyap (Independent Director)	4	4
Siddharth Seengal (Non-Executive Director)	4	4
Anil Kumar (Independent Director)	4	4

The terms of reference of the Audit Committee are broadly as under:

a) In relation to Financial Reporting:

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, specifically reviewing with management the half yearly/annual financial statement before submission to the board, focusing primarily on:

- ❖ Any Change in accounting policies and practices and reasons for the same.
- ❖ Matters required to be included in the Director's Responsibility Statement to be included in the board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956.
- ❖ Major accounting entries based on exercise of judgment by management
- ❖ Qualification in draft audit report
- ❖ Significant adjustments arising out of audit
- ❖ The going concern assumption
- ❖ Compliance with Accounting Standards
- ❖ Compliance with listing and other legal requirements concerning financial statements
- ❖ Any related party transactions i.e. transactions of the company of material nature, with promoters management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.

b) In relation to Audit

- ❖ Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems
- ❖ Reviewing financial and risk management policies.
- ❖ Reviewing with the management the quarterly financial statements before submission to the Board for approval.
- ❖ Recommending appointment and removal of external auditors, fixation of audit fees and approval for payment of fees for any other services.
- ❖ Discussion with external auditors before the audit commences, the nature, scope and approach of audit as well as post audit discussion to ascertain areas of concern.
- ❖ Reasons for substantial defaults in payments to depositors, debenture holders, shareholders (In case of non payment of declared dividend) and creditors
- ❖ Reviewing the scope and adequacy of the internal audit function
- ❖ Review of reports of internal auditors primarily the significant findings and follow up thereon including findings relating to investigations regarding frauds, irregularities and material failure of internal control system.

- B. Investor's Grievances and Securities Transfer Committee:** The Company has a "Shareholders' Grievance/Allotment and Transfer Committee" at the Board level to look into various issues relating to shareholders/investors including transfer and transmission of shares as well as non receipt of Annual report, non received of shares after transfers and delay in transfer of shares. In addition, the Committee looks into other issues including status of dematerialization/ rematerialisation of shares as well systems and procedures following to track investor complaints and suggest measures for improvement from time to time.

Composition: The Shareholders and Investor's Grievance Committee comprises of Mr. Kanad Kashyap, Mr. Siddharth Seengal, Mr. Anil Kumar. All of them are Non Executive Directors. Ms. Divya Seengal is also a member of Shareholders and Investor's Grievance Committee who is executive Director. The Committee is headed by a Non-Executive Director, Mr. Kanad Kashyap.

Meeting and Attendance: The Committee met Seventeen times during the financial year 2012-13 on 10th May 2012, 30th June 2012, 31st July 2012, 21st August 2012, 10th September 2012, 15th September 2012, 10th October 2012, 20th October 2012, 31st October 2012, 10th November 2012, 30th November 2012, 14th December 2012, 21st December 2012, 28th December 2012, 7th January 2013, 1st February 2013, 14th February 2013.

The attendance of present members of the Committee is given below:

Committee Member	No. of Meetings held	Number of meetings Attended
Kanad Kashyap (Independent Director)	17	17
Siddharth Seengal (Non-Executive Director)	17	17
Divya Seengal (Executive Director)	17	17
Anil Kumar (Independent Director)	17	17

Details of Queries/grievances/requests, received and redressed by the Shareholder's Grievance Committee during the Financial Year 2012-13

Nature of complaints/request	Received during 2012-13	Resolved during 2012-13	Pending as on 31.03.2013
Transfer/Transmission	4	4	Nil
Non- receipt of Share certificates	3	3	Nil
Others	1	1	Nil

- C. Remuneration Committee-** Remuneration Committee is constituted to review the market practices and decide remuneration packages to Executive and Non- Executive Directors

Composition: The Remuneration Committee comprises of Non- Executive Directors viz. Mr. Kanad Kashyap, Mr. Siddharth Seengal and Mr. Anil Kumar. All the Directors of remuneration Committee are Non-Executive Directors.

Objective: Apart from above, Remuneration Committee also look into the matters regarding the formulation and implementation of Remuneration policy of the Company. The broad terms of reference, terms of appointment of Chairperson, Managing Directors and other Key Managerial Personnel's are recommended by the committee to the Board of Directors.

Remuneration to Directors: Details of the Remuneration for the year ended March 31, 2013:

Executive Director

Name of the Director	Consolidated Salary including perquisite (not exceeding) (Rs.)	Commission & Retiral Benefits	Stock Options	Tenure	Notice Period
Ms. Divya Seengal	75000	NIL	N.A	1 April, 2011 to 31 March 2014	Nil

There is no separate provision for payment of severance fees

Non-Executive Directors

Name of the Director	Consolidated Salary (not exceeding) (Rs.)
Mr. Siddharth Seengal	50,000

Director's Shareholding: Details of shares of the Company held by the Directors as on March 31, 2013 are given below:

Name of Director	Category	No. of shares held
Ms. Divya Seengal	Executive Director	313550
Mr. Kanad Kashyap	Non - Executive Independent Director	NIL
Mr. Siddharth Seengal	Non- Executive Director	413800
Mr. Anil Kumar	Non - Executive Independent Director	NIL

IV. GENERAL BODY MEETINGS

A. Annual General Meetings: Details of last three Annual General Meetings are as follows:

Year	Date	Time	Venue	Special Resolutions passed
2011-2012	21.09.2012	12:00 Noon	Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai, Chhattisgarh-490020	1
2010-2011	30.09.2011	12:00 Noon	C-22, Saket Colony, Katulbod, P.O. SAF Lines, Bhilai, Durg, Chhattisgarh-490020	1
2009-2010	29.09.2010	10:30 A.M	124, New Civic Centre, Bhilai, Chhattisgarh-490001	Nil

- ❖ At the last AGM held on 21.09.2012, one Special Resolution was passed approving the issuance of 950000 no. of equity shares to M/s Kartigya Trading Private Limited on Preferential basis.
- ❖ All resolutions including Special resolution set out in the respective notice were passed by the requisite majority of Shareholders.

B. Extra-ordinary General Meeting: During the financial year 2012-13, no Extra Ordinary General Meeting of Members was held.

- C. **Postal Ballot:** The following resolution was passed through Postal Ballot, pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. The details/results of the Postal Ballot so conducted are as under:

Date of notice of Postal Ballot	Date of declaration of results	Description of the Resolution Passed	Results
14 th July, 2012	1 st October, 2012	Resolution 1: Special Resolution under Section 17 read with Section 146(2) of the Companies Act, 1956	No. of Vote cast in Favor of resolution: 24,78,222 No. of votes against the resolution: Nil

Mr. Sanjeev Sharma, Company Secretary in whole-time practice, was appointed as Scrutinizer and conducts the Postal Ballot exercise.

V. DISCLOSURES

- A. **Code of Conduct:** The Code has been laid down by the Board, which has been circulated to all the concerned and the same is also hosted on the website of the Company www.totalhospitality.in. As required under clause 49 of the Listing Agreement, all Board Members and senior management have affirmed compliance with this code. A declaration signed by the Managing Director to this effect is forming part of this report.
- B. **Risk Assessment:** Procedures for assessment of risk and its minimization have been laid down by the Company and reviewed by the Board. These procedures are periodically reassessed to ensure that executive management controls risks through means of properly defined framework.
- C. **CEO/CFO Certification:** The Executive Chairman and Managing Director have given a certificate to the Board as contemplated in Clause 49 of the Listing Agreement.
- D. **Related Party Transactions:** During the year, there was no related party transaction i.e. transactions of the Company of material nature entered with its Promoters, the Directors or the management or relatives etc. that may have potential conflict with the interest of Company at large. The details of the related party transactions are disclosed under the notes on accounts, as required under the Accounting Standard 18 issued by the Institute of Chartered Accountants of India.
- E. **Accounting treatment in preparation of Financial Statements:** The Company has followed the Accounting Standards prescribed by the Company (Accounting Standards Rules 2006) in preparation of its financial statements.
- F. **Details of Non- Compliance:** The Company has complied with all the requirements of SEBI and the Stock Exchanges on the matters relating to the capital markets as applicable from time to time. There has been no instance of non-compliance by the company or penalty or strictures imposed on the company by the stock exchanges or SEBI or any statutory authority on any matter related to capital market.
- G. **Management Discussion and Analysis:** The Annual Report has a detailed section on Management Discussion and Analysis.
- H. **Reconciliation of Share Capital Audit:** As stipulated by SEBI, a qualified practicing Company Secretary carries out share capital audit to reconcile the total admitted capital with Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and report thereon is submitted to the Stock Exchanges.

VI. SUBSIDIARY COMPANIES

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary company. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary company are periodically placed before the Board of Directors of the Company.

VII. MEANS OF COMMUNICATION

The Company has always promptly reported to the Bombay Stock Exchange Limited, Delhi Stock Exchange Limited and Madhya Pradesh Stock Exchange Limited, all the material information including declaration of quarterly/half yearly and annual financial results in the prescribed formats.

The said results are also made available on the Company's website www.totalhospitality.in. Official Press releases, Company Information and Annual Reports are also displayed on the Company's website.

VIII. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting	
Date & Time	25 th September, 2013, 12:00 Noon
Venue	Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai, Chhattisgarh-490020
Financial Calendar for the F.Y. 2013-14	a. 1 st Quarterly Results – On 14 th August 2013
	b. 2 nd Quarterly Results- On or before 14 th November 2013
	c. 3 rd Quarterly Results- On or before 14 th February 2014
	d. 4 th Quarterly Results- On or before 30 th May 2014
Date of Book Closure	20 th September, 2013 – 25 th September, 2013 (both days are inclusive)
Listing on Stock Exchanges	<p>Bombay Stock Exchange Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400001</p> <p>Delhi Stock Exchange Limited DSE House, 3/1, Asaf Ali Road, New Delhi-110002</p> <p>Madhya Pradesh Stock Exchange Limited 201, Palika Plaza, Phase-II, M.T.H Compound, Indore (M.P)- 452001</p>
Stock Code	Bombay Stock Exchange Limited – 523878, TOTEX Delhi Stock Exchange Limited – 6263
ISIN Number	INE109E01013

Annual Listing fees for the financial year 2013-14 have been paid to Bombay Stock Exchange Limited, Delhi Stock Exchange Limited and Madhya Pradesh Stock Exchange Limited.

Corporate Identification Number: All the forms, returns, balance sheets, charges and all other documents, papers etc filed by the Company with Registrar of Companies are available for inspection on the official website of MCA www.mca.gov.in, under the Company Identification Number (CIN- L51102CT1982PLC006773)

Stock Market data: High and Low prices and trading volumes at BSE

Month	Company's Share		Volume (No. of Shares)
	High (Rs.)	Low (Rs.)	
Aug, 2012	16.70	12.05	21100
Sep, 2012	31.55	15.25	59200
Oct, 2012	32.00	30.95	500
Nov, 2012	30.40	30.40	100
Jan, 2013	28.90	24.85	10500
Feb, 2013	26.10	26.10	3700

Registrar & Transfer agent: M/s Beetal Financial & Computer Services Private Limited, New Delhi is the registrar and share transfer agent of the company for handling the share transfer work in physical and electronic form. All correspondence relating to share transfer, transmissions, dematerialization, rematerialisation etc. can be made at the following address:

Beetal Financial & Computer Services Private Limited

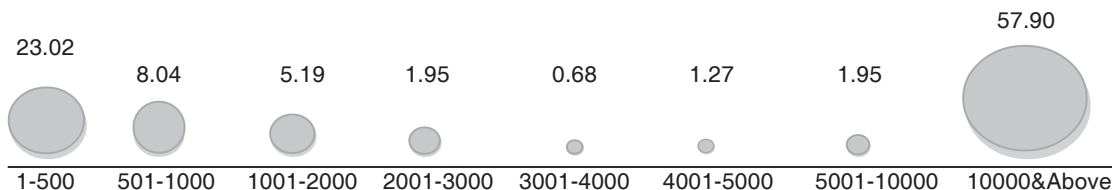
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
New Delhi- 110062
Phone No: 011-29961281, 82, 83
Fax: 011-29961284
Email: beetal@beetalfinancial.com

Share Transfer System: The Company processes the Share Transfer and other related Shareholders services through Registrar and Share Transfer Agent (RTA) on a fortnight basis. The share transfer in physical form is registered within 15 days from the date of receipt, provided the documents are complete in all respects. The Company has a shareholder's / Investor's Grievance Committee, which considered and approve the share transfers and to resolve any query or problem in relation thereto.

Distribution of equity shareholding as on 31st March 2013:

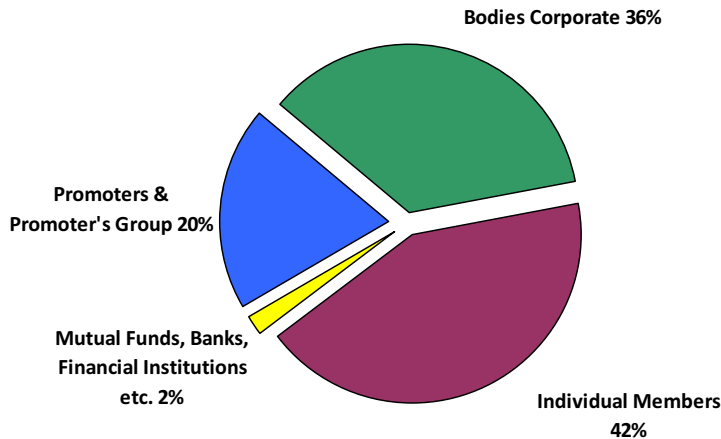
No. of Shares	No. of Shareholders	%	No. of Shares held	% of Share Holding
1-500	7681	88.76	15,33,830	23.02
501-1000	627	7.25	5,35,600	8.04
1001-2000	232	2.68	3,45,900	5.19
2001-3000	50	0.58	1,29,600	1.95
3001-4000	13	0.15	45,100	0.68
4001-5000	18	0.21	84,800	1.27
5001-10000	17	0.20	1,30,300	1.95
10001 & above	15	0.17	38,58,270	57.90
Total	8653	100	66,63,400	100

Distribution of Shareholding (Equity) of the Company as on 31st March 2013



Categories of equity shareholders as on 31st March, 2013

Category of Shareholder	Total No. of Shares	Total Shareholding as a % of total No. of Shares
A) Promoter's holding		
Individuals	727350	10.92
Bodies Corporate	590000	8.85
Total Shareholding of Promoters	1317350	19.77
B) Public Shareholding		
Mutual Funds / UTI	119500	1.79
Bodies Corporate	2414820	36.24
Individual shareholders holding nominal share capital up to Rs. 1 lakh	2741610	41.14
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	69220	1.05
Hindu Undivided Families	900	0.01
Total Shareholding of Public	5346050	80.23
Total (A)+ (B)	6663400	100

Distribution of Shareholding Pattern of the Company as on 31st March 2013:

* Figures are rounded off

Pledge of Shares: No Pledge has been created over the Equity Shares held by the Promoters and/or Promoters Group Shareholders as on 31st March 2013

Dematerialization of Shares and Liquidity: The Company's shares are compulsorily traded in dematerialized form and are available for trading on Central Depository Services (India) Limited (CDSL). Equity Shares of the Company representing 44.30% of the Company's Equity Share Capital are dematerialized as on 31st March 2013.

Address for Investors Correspondence: In case of any query or assistance, the investors may contact or write to:

Corporate Office

Total Hospitality Limited
Unit No. 1152, B-2,
Spaze I Tech Park, Sector-49,
Sohna Road, Gurgaon-122018
Telephone: 0124-4111514
Website: www.totalhospitality.in
E-mail: corp.relations@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, 2013.

Place : Gurgaon
Date : 30.05.2013

Sd/-
Divya Seengal
(Managing Director)

CERTIFICATE AS PER CLAUSE 49 OF THE LISTING AGREEMENT

To,
The Members
Total Hospitality Limited
(Formerly Total Exports 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, 2013. 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 efficiency 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 Om Harendra & Co.
(Chartered Accountants)

Place : Gurgaon
Date : 30.05.2013

Sd/-
Harendra Kumar
Partner
M.No. 518078

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 31st March 2013 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

Place : Gurgaon
Date : 30.05.2013

Sd/-
Divya Seengal
(Managing Director)

To the Members of
TOTAL HOSPITALITY LIMITED

REPORT ON THE FINANCIAL STATEMENTS

1. We have audited the accompanying financial statements of **Total Hospitality Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for purpose of expressing an opinion on the effectiveness of the Companies internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
 - (b) in the case of the Profit and Loss Account, of the profit/ loss for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **Om Harendra and Co.**
Chartered Accountants
FRN: 024307N

Sd/-

Harendra Kumar
Partner

Place : Gurgaon
Date : 30.05.2013

(Membership No: 518078)

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- I. Having regard to the nature of the company's business/ activities during the year, clause (xiii) of paragraph 4 of the order is not applicable to the company.
- II. Company has no fixed assets, hence this clause of the order is not applicable.
- III. No inventory is held by the company, hence this clause of the order is not applicable.
- IV. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted/taken any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c), iii (d), iii(e) and iii(f) of the order are not applicable to the Company.
- V. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
- VI. According to the information and explanations given to us, there are no contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered in the register required to be maintained under that section. Accordingly, Clause (VI) of the Order is not applicable to the Company.
- VII. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
- VIII. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
- IX. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act for the activities carried on by the company.
- X.
 - (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st March, 2013 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- XI. The Company has accumulated losses and has incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- XII. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- XIII. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

- XIV. According to information and explanations given to us, the Company is not trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
- XV. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
- XVI. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
- XVII. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2013, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
- XVIII. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has made preferential allotment of equity shares during the year and the price at which shares have been issued are not prejudicial to the interest of the company.
- XIX. The Company has no outstanding debentures during the period under audit.
- XX. The Company has not raised any money by public issue during the year.
- XXI. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For **Om Harendra and Co.**
Chartered Accountants
FRN: 024307N

Sd/-

Harendra Kumar
Partner

(Membership No: 518078)

Place : Gurgaon
Date : 30.05.2013

Particulars	Note	(in Rs.)	
		As at 31st March, 2013	As at 31st March, 2012
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	1	66,634,000	55,167,320
(b) Reserves and surplus	2	(56,487,329)	(56,657,259)
(c) Money received against share warrants		—	491,680
Current liabilities			
(a) Short-term borrowings	3	5,944,010	9,240,000
(b) Other current liabilities	4	10,804,166	14,900,465
(c) Short-term provisions	5	—	—
TOTAL		26,894,847	23,142,208
ASSETS			
Non-current assets			
(a) Non-current investments	6	16,117,000	16,117,000
(b) Long-term loans and advances	7	—	251,400
Current assets			
(a) Cash and cash equivalents	8	4,356,177	223,270
(b) Short-term loans and advances	9	6,421,670	6,549,364
(c) Other current assets	10	—	1,173
TOTAL		26,894,847	23,142,208

The notes to accounts referred to above form an integral part of the Financial Statements.

1 to 14

As per our report of even date attached

For Om Harendra & Company
Chartered Accountants

For and on behalf of the board

Sd/-
Harendra Kumar
Partner
Membership No. 518078

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

Sd/-
Kanad Kashyap
(Director)
DIN: 00508054

Place : Gurgaon
Date : 30.05.2013

(in Rs.)

Particulars	Note	For the year ended 31st March, 2013	For the year ended 31st March, 2012
Revenue from operations		-	-
Other income		-	-
Total Revenue		-	-
Expenses:			
Employee benefits expense	11	2,882,500	3,741,634
Other expenses	12	757,070	1,874,584
Total Expenses		3,639,570	5,616,218
Profit before exceptional and extraordinary items and tax		(3,639,570)	(5,616,218)
Exceptional items		-	-
Profit before extraordinary items and tax		(3,639,570)	(5,616,218)
Extraordinary Items		-	-
Profit before tax		(3,639,570)	(5,616,218)
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
Profit / (Loss) for the period from continuing operations		(3,639,570)	(5,616,218)
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit / (Loss) for the period		(3,639,570)	(5,616,218)
Earnings per equity share:			
(1) Basic		(0.55)	(1.04)
(2) Diluted		(0.55)	(1.03)
Significant Accounting Policies Notes on Financial Statements	1 to 14		

As per our report of even date attached

For Om Harendra & Company
Chartered Accountants

For and on behalf of the board

Sd/-
Harendra Kumar
Partner
Membership No. 518078

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

Sd/-
Kanad Kashyap
(Director)
DIN: 00508054

Place : Gurgaon
Date : 30.05.2013

SIGNIFICANT ACCOUNTING POLICIES**1. Accounting Convention :**

- (i) The accounts are prepared on a going concern basis under the historical cost convention in accordance with the provisions of the Companies Act, 1956 and materially comply with mandatory accounting standards issued by The Institute of Chartered Accountants of India.
- (ii) In our opinion, the value on realization of Current Assets and Loans & Advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet

2. Revenue Recognition

- (i) The income is accounted for on accrual basis unless referred otherwise.

3. Fixed Asset, Depreciation/Amortisation:

- (i) There are no Fixed Assets in the Company, hence no depreciation provided during the year.

4. Investments

- (i) Investments are stated at cost or realisable value, whichever is less.

5. Inventory Valuation

- (i) There is no inventory as the company is not in operation.

**NOTES ON FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31ST MARCH, 2013**

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

1. SHARE CAPITAL

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number	Amount	Number	Amount
AUTHORISED Equity Shares of Rs. 10/- each	7,000,000	70,000,000	6,000,000	60,000,000
ISSUED Equity Shares of Rs. 10/- each	6,663,400	66,634,000	5,516,732	55,167,320
SUBSCRIBED & PAID UP Equity Shares of Rs. 10/- each fully paid	6,663,400	66,634,000	5,516,732	55,167,320
Total	6,663,400	66,634,000	5,516,732	55,167,320

i. The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number	Rs.	Number	Rs.
Equity Shares outstanding at the beginning of the year	5,516,732	55,167,320	5,320,066	53,200,660
Equity Shares Issued during the year	1,146,668	11,466,680	196,666	1,966,660
Equity Shares bought back during the year	-	-	-	-
Equity Shares outstanding at the end of the year	6,663,400	66,634,000	5,516,732	55,167,320

ii. Shareholders holding more than 5% shares :

Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Divya Seengal	313,550	4.71%	286,000	5.18%
Siddharth Seengal	413,800	6.21%	286,000	5.18%
Seengal Capital Advisors Private Limited	590,000	8.85%	393,332	7.13%
Kartigya Trading Private Limited	1,594,520	23.93%	644,520	11.68%
Abjit Merchantile Private Limited	590,000	8.85%	590,000	10.69%

Particulars	As at 31 March 2013 Rs.	As at 31 March 2012 Rs.
2. RESERVES & SURPLUS		
Surplus		
Opening balance	(56,657,259)	(51,041,040)
(+) Net Profit/(Net Loss) For the current year	(3,639,570)	(5,616,218)
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	(60,296,829)	(56,657,259)
Share Premium	3,809,500	-
Total	(56,487,329)	(56,657,259)
3. SHORT TERM BORROWINGS		
Unsecured		
Others:		
Abjit Mercantile Pvt. Ltd.	1,655,000	1,655,000
Kartigya Trading (P) Ltd.	-	3,470,000
Seengal Capital Advisors Pvt Ltd.	3,324,010	3,150,000
Laser Infomedia Ltd.	965,000	965,000
Total	5,944,010	9,240,000
4 OTHER CURRENT LIABILITIES		
(i) Imprest from Directors	-	3,251,064
(ii) Statutory Liability		
TDS Payable	782	-
(iii) Other Payables*	767,592	1,426,081
(iv) Advance from Customers	10,000,000	10,000,000
(iv) Other Liabilities	35,792	223,320
Total	10,804,166	14,900,465
* Other Payable includes expenses payable		
5 SHORT TERM PROVISION		
(a) Others (Specify nature)		
Income Tax Provision	-	-
Total	-	-

Particulars	As at 31 March 2013 Rs.	As at 31 March 2012 Rs.
6 NON-CURRENT INVESTMENTS		
Shares in SKD Restaurants Private Limited (1611700 Equity Share of Rs. 10/- each)	16,117,000	16,117,000
Total	<u>16,117,000</u>	<u>16,117,000</u>
7 LONG TERM LOANS AND ADVANCES		
a. Security Deposits		
Secured, considered good		
Security Deposit(Rent)	-	248,400
Security Deposit(Telephone)	-	3,000
Total	<u>-</u>	<u>251,400</u>
8 CASH AND CASH EQUIVALENTS		
Cash and Cash Equivalents	4,356,177	223,270
Total	<u>4,356,177</u>	<u>223,270</u>
9 SHORT-TERM LOANS AND ADVANCES		
SKD Restaurants Private Limited	6,421,670	6,549,364
Total	<u>6,421,670</u>	<u>6,549,364</u>
10 OTHER CURRENT ASSET		
TDS	-	1,173
Total	<u>-</u>	<u>1,173</u>
11 EMPLOYEE COST		
(i) Salary & Wages		
Salary & Wages	1,931,919	1,934,430
Director Remuneration	945,000	1,800,000
Sub Total	<u>2,876,919</u>	<u>3,734,430</u>
(ii) Staff Welfare	5,581	7,204
Sub Total	<u>5,581</u>	<u>7,204</u>
Total	<u>2,882,500</u>	<u>3,741,634</u>
12 OTHER EXPENSE		
Power and Fuel	63,750	42,560
Rent	101,562	1,010,656
Rates & Taxes	236,207	129,190
Payment to the auditor as		
(i) auditor	25,000	100,000
(ii) for taxation matters	-	-
(iii) for other services	-	-
Other Expenses	330,551	592,179
Total	<u>757,070</u>	<u>1,874,585</u>

13. (i) Related Party Disclosure

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

Name of Related Parties	Relationship
SKD Restaurants Private Limited	100% Subsidiary
Seengal Capital Advisors Pvt. Ltd.	Enterprises owned or significantly influenced by key management personnel or their relatives
Laser Infomedia Ltd.	Enterprises owned or significantly influenced by key management personnel or their relatives

(ii) Transaction during the year with related party

Nature of Transaction	Related party	Amount (Rs.) 31-Mar-13	Amount (Rs.) 31-Mar-12
Loan Taken	Seengal Capital Advisors Pvt. Ltd.	174,000	1,375,000
Amount received against Loan given	Laser Infomedia Ltd.	-	7,035,000
Loan Taken	Laser Infomedia Ltd.	-	965,000

(iii) Balances as at 31st March 2013**Due from Related Parties:**

(Amount in Rs.)

Particulars	As at 31-Mar-13	As at 31-Mar-12
SKD Restaurant Private Limited	6,421,671	6,549,364
Total	6,421,671	6,549,364

Due to Related Parties:

Particulars	As at 31-Mar-13	As at 31-Mar-12
Seengal Capital Advisors Pvt Ltd.	3,324,000	3,150,000
Laser Infomedia Ltd.	965,000	965,000
Total	4,289,000	4,115,000

14 The balances of parties are subject to confirmation.

For Om Harendra & Company

Chartered Accountants

Sd/-

Harendra Kumar

Partner

Membership No. 518078

For and on behalf of the board

Sd/-

Divya Seengal

(Managing Director)

DIN: 00507943

Sd/-

Kanad Kashyap

(Director)

DIN: 00508054

Place : Gurgaon

Date : 30.05.2013

(in Rs.)

	March, 2013	March, 2012
A. Cash flows from operating activities		
Profit before tax and after prior period items	(3,639,570)	(5,616,218)
Adjustments for:		
Depreciation	–	–
Bad debts and advances written off	–	(76)
Cash flow from operating activities before working capital changes	(3,639,570)	(5,616,295)
Changes in working capital		
Decrease/ (increase) in sundry debtors	–	–
Decrease/(increase) in loans and advances and other current assets	380,267	8,922,184
Increase in inventories	–	–
Increase in current liabilities and provisions	(4,096,300)	1,620,799
Cash flow from operating activities	(7,355,603)	4,926,689
Provision for Income Tax	–	–
Net cash generated from operating activities	(7,355,603)	4,926,689
B. Cash flows from investing activities		
(Purchase)/Sale of Fixed Assets	–	–
Purchase of investment	–	(16,117,000)
Net cash used in investing activities	–	(16,117,000)
C. Cash flows from financing activities		
Issue of equity share capital	11,466,680	1,966,660
Money received against Share Warrants	(491,680)	(491,660)
Share Premium	3,809,500	–
Repayment of unsecured loans	(3,295,990)	–
Proceeds from unsecured loans	–	7,465,000
Net cash (used in)/generated from financing activities	11,488,510	8,940,000
Net increase in cash and cash equivalents	4,132,907	(2,250,311)
Cash and cash equivalents at the beginning of the year	223,270	2,473,582
Cash and cash equivalents at the end of the year	4,356,177	223,270

Note: The Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard – 3 on Cash Flow Statements of the Companies (Accounting Standard) Rules, 2006. This is the Cash Flow Statement referred to in our report of even date.

For Om Harendra & Company
Chartered Accountants

Sd/-
Harendra Kumar
Partner
Membership No. 518078

Place : Gurgaon
Date : 30.05.2013

For and on behalf of the board

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

Sd/-
Kanad Kashyap
(Director)
DIN: 00508054

To
The Board of Directors
TOTAL HOSPITALITY LIMITED

REPORT ON THE FINANCIAL STATEMENTS

1. We have audited the accompanying Consolidated Financial Statements of **Total Hospitality Limited** ("the Company"), its subsidiaries (the company and its subsidiaries constitute "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2013, and the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

2. The Companies Management is responsible for the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Principles Generally Accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for purpose of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

6. In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;
 - (b) in the case of the Consolidated Statement of Profit and Loss Account, of the profit/(loss) for the year ended on that date; and
 - (c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

For **Om Harendra and Co.**
Chartered Accountants
FRN: 024307N

Sd/-

Harendra Kumar
Partner

(Membership No: 518078)

Place : Gurgaon
Date : 30.05.2013

(in Rs.)

Particulars	Note	As at 31st March, 2013	As at 31st March, 2012
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	1	66,634,000	55,167,320
(b) Reserves and surplus	2	(59,772,086)	(56,965,553)
(c) Money received against share warrants		—	491,680
Non-current liabilities			
(a) Long-term borrowings	3	43,622,295	39,982,554
(b) Deferred tax liabilities (Net)		257,279	349,229
Current liabilities			
(a) Short-term borrowings	4	6,193,739	5,620,240
(b) Trade payables	5	2,082,006	989,536
(c) Other current liabilities	6	36,587,070	24,627,482
(d) Short-term provisions	7	—	9,636
TOTAL		95,604,304	70,272,125
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	29,388,847	33,630,652
(ii) Intangible assets	8	261,579	170,053
(b) Long-term loans and advances	9	3,958,220	4,029,620
Current assets			
(a) Inventories	10	607,250	450,502
(b) Trade receivables	11	965,874	68,355
(c) Cash and cash equivalents	12	33,367,164	1,522,818
(d) Short-term loans and advances	13	6,880,551	5,160,589
(e) Other current assets	14	20,174,819	25,239,536
TOTAL		95,604,304	70,272,125

Significant Accounting Policies and notes to accounts form an integral part of the Financial Statements.

1 to 22

As per our report of even date attached

For Om Harendra & Company

Chartered Accountants

Sd/-

Harendra Kumar

Partner

Membership No. 518078

For and on behalf of the board

Sd/-

Divya Seengal

(Managing Director)

DIN: 00507943

Sd/-

Kanad Kashyap

(Director)

DIN: 00508054

Place : Gurgaon

Date : 30.05.2013

(in Rs.)

Particulars	Note	For the year ended 31st March, 2013	For the year ended 31st March, 2012
Revenue from operations	15	57,420,533	11,848,949
Other income	16	190,662	1,832,437
Total Revenue		57,611,195	13,681,386
Expenses:			
Cost of materials consumed	17	18,563,441	3,552,031
Employee benefits expense	18	12,524,730	8,417,000
Finance costs	19	5,046,604	632,548
Depreciation and amortization expense	8	4,448,340	1,076,212
Other expenses	20	23,736,062	5,569,243
Total Expenses		64,319,178	19,247,034
Profit before exceptional and extraordinary items and tax		(6,707,983)	(5,565,648)
Exceptional items		-	-
Profit /(Loss) before extraordinary items and tax		(6,707,983)	(5,565,648)
Extraordinary Items		-	-
Profit before tax		(6,707,983)	(5,565,648)
Tax expense:			
(1) Current tax		-	9,636
(2) Deferred tax		91,950	349,229
Profit / (Loss) for the period from continuing operations		(6,616,033)	(5,924,513)
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit / (loss) from Discontinuing operations (after tax)		-	-
Profit / (Loss) for the period		(6,616,033)	(5,924,513)
Earnings per equity share:			
(1) Basic		(0.99)	(1.10)
(2) Diluted		(0.99)	(1.08)

Significant Accounting Policies and Notes to accounts form integral part of Financial Statements

1 to 22

As per our report of even date attached

For Om Harendra & Company

Chartered Accountants

Sd/-

Harendra Kumar

Partner

Membership No. 518078

Place : Gurgaon

Date : 30.05.2013

For and on behalf of the board

Sd/-

Divya Seengal

(Managing Director)

DIN: 00507943

Sd/-

Kanad Kashyap

(Director)

DIN: 00508054

SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS**A. Principles of consolidation**

The consolidated financial statements relate to Total Hospitality Limited ('the Company') and its subsidiary company SKD Restaurants Private Limited.

The consolidated financial statements have been prepared on the following basis.

- a) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 -"Consolidated Financial Statements"
- b) As there is no difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries no Goodwill or Capital Reserve as the case may be has been recognised in the financial statements.
- c) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

B. Other significant accounting policies

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED **31ST MARCH, 2013**

* The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current year presentation.

** The Consolidated Financial Statement has been prepared in accordance with Accounting Standard 21 on "Consolidated Financial Statements".

*** Financials of SKD Restaurants Private Limited (subsidiary from 29th September, 2011), have been consolidated with the company.

1. SHARE CAPITAL

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number	Amount	Number	Amount
AUTHORISED Equity Shares of Rs. 10/- each	7,000,000	70,000,000	6,000,000	60,000,000
ISSUED Equity Shares of Rs. 10/- each	6,663,400	66,634,000	5,516,732	55,167,320
Subscribed & Paid up Equity Shares of Rs. 10/- each fully paid	6,663,400	66,634,000	5,516,732	55,167,320
Total	6,663,400	66,634,000	5,516,732	55,167,320

i. The reconciliation of the number of share outstanding is set out below:

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number	Rs.	Number	Rs.
Equity Shares outstanding at the beginning of the year	5,516,732	55,167,320	5,320,066	53,200,660
Equity Shares Issued during the year	1,146,668	11,466,680	196,666	1,966,660
Equity Shares bought back during the year	–	–	–	–
Equity Shares outstanding at the end of the year	6,663,400	66,634,000	5,516,732	55,167,320

ii. Shareholder holding more than 5% share:

Name of shareholder	As at 31 March 2013		As at 31 March 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Divya Seengal	313,550	4.71%	286,000	5.18%
Siddharth Seengal	413,800	6.21%	286,000	5.18%
Seengal Capital Advisors Private Limited	590,000	8.85%	393,332	7.13%
Kartigya Trading Private Limited	1,594,520	23.93%	644,520	11.68%
Abjit Merchantile Private Limited	590,000	8.85%	590,000	10.69%

Particulars	As at 31 March 2013 Rs.	As at 31 March 2012 Rs.
2. RESERVES & SURPLUS		
Surplus		
Opening balance	(56,965,553)	(51,041,040)
(+) Net Profit/(Net Loss) For the current year	(6,616,033)	(5,924,513)
Closing Balance	(63,581,586)	(56,965,553)
Share Premium	3,809,500	–
Total	(59,772,086)	(56,965,553)
3. LONG TERM BORROWINGS		
(a) Term Loan		
UBI Loan Account (Hypothecated against Fixed Assets and Other Assets) Terms of Repayment (20 quarterly installments of Rs.15 lacs each starting first quarter of financial year, 2011-12)	17,052,837	22,971,067
UBI Loan	4,059,356	–
Repayable in 120 Equated Monthly Installements of Rs. 78387 secured by equitable mortgage of property at Gurgaon		
(b) Loans and advances from related parties	22,510,102	17,011,487
Total	43,622,295	39,982,554

Particulars	As at 31 March 2013 Rs.	As at 31 March 2012 Rs.
4 SHORT-TERM BORROWINGS		
Secured	1,779,729	1,505,240
UBI-40510(SOD)		
(of the above, 1500000 is guaranteed by Directors and/or others)		
Terms of Repayment: on Demand		
Unsecured		
Others:		
Seengal Capital Advisors Pvt Ltd.	3,324,010	3,150,000
Laser Infomedia Ltd.	965,000	965,000
CICB Consulting Group	125,000	-
Total	6,193,739	5,620,240
5 TRADE PAYABLE		
Creditors		
(a) Sundry Creditor	2,082,006	989,536
Total	2,082,006	989,536
6 OTHER CURRENT LIABILITIES		
(i) Current Maturities of Long Term Liability		
UBI Loan Account	9,940,644	6,000,000
Accrued Interest but not paid	2,343,457	632,540
(ii) Creditors for Expenses	7,864,498	837,505
(iii) Imprest from Directors	-	3,251,064
(iv) Statutory Liability	3,146,626	1,003,390
(v) Other Payables*	3,256,053	2,679,663
(vi) Advance from Customers	10,000,000	10,000,000
(vii) Other Liabilities	35,792	223,320
Total	36,587,070	24,627,482
* Other Payable includes expenses payable		
7 SHORT TERM PROVISIONS		
(a) Others (Specify nature)		
Income Tax Provision	-	9,636
Total	-	9,636

8 FIXED ASSETS

Particulars	Depre- ciation Rate	GROSS BLOCK			DEPRECIATION				NET BLOCK		
		Cost as on 1.4.2012	Additions during the year	Sale/ Adj. during the yr.	Total cost as on 31.03.2013	Provided upto 31.03.2012	Sale/ Adj.	For the year 31.03.2013	Total upto 31.03.2013	W.D.V. as on 31.03.2012	W.D.V. as on 31.03.2013
Building	10.00%	20,536,676.00	-	-	20,536,676.00	408,067.00	-	2,012,860.90	2,420,927.90	18,115,748.10	20,128,609.00
Plant & Machinery	13.91%	4,749,688.00	97,752.00	-	4,847,440.00	289,777.00	-	637,630.02	927,407.02	3,920,032.98	4,459,911.00
Furniture & Fixture	25.89%	2,383,708.00	-	-	2,383,708.00	99,497.00	-	591,382.23	690,879.23	1,692,828.77	2,284,211.00
Vehicles	25.89%	303,987.00	-	-	303,987.00	28,355.00	-	71,361.12	99,716.12	204,270.88	275,632.00
Office Equipment (Freehold)	13.91%	5,479,760.00	27,850.00	-	5,507,610.00	197,957.00	-	737,585.68	935,542.68	4,572,067.32	5,281,803.00
Computer and Printers (Freehold)	40.00%	836,507.00	-	-	836,507.00	45,039.00	-	316,587.20	361,626.20	474,880.80	791,468.00
Other-crockery, cutlery and utensils (Freehold)	Note	409,018.00	19,532.00	-	428,550.00	-	-	19,532.00	19,532.00	409,018.00	409,018.00
Total (A)		34,699,344.00	145,134.00	-	34,844,478.00	1,068,692.00	-	4,386,939.15	5,455,631.15	29,388,846.85	33,630,652.00
Intangible Assets											
Computer Software	25.00%	177,573.00	152,927.00	-	330,500.00	7,520.00	-	61,401.27	68,921.27	261,578.73	170,053.00
Total (B)		177,573.00	152,927.00	-	330,500.00	7,520.00	-	61,401.27	68,921.27	261,578.73	170,053.00
TOTAL (A+B)		34,876,917.00	298,061.00	-	35,174,978.00	1,076,212.00	-	4,448,340.42	5,524,552.42	29,650,425.58	33,800,705.00

Note : No depreciation on crockery and utensils was claimed. Further purchased of crockery and utensils will be treated as its replacement and charged Profit and Loss Account

Particulars	As at 31 March 2013 Rs.	As at 31 March 2012 Rs.
9 LONG TERM LOANS AND ADVANCES		
a. Security Deposits		
Secured, considered good		
Security Deposit(Rent)	2,655,000	2,753,400
Security Deposit(Telephone)	14,500	17,500
Security Deposit(Aqua)	34,500	34,500
Security Deposit(Liquor)	200,000	-
b. Loans and Advances to Related Parties		
Unsecured, considered good		
Rashmee Seengal	904,220	1,104,220
Suresh Kumar	150,000	120,000
Total	3,958,220	4,029,620
10 INVENTORY		
Closing Stock	607,250	450,502
Total	607,250	450,502
11 TRADE RECEIVABLES		
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	965,874	68,355
	965,874	68,355
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	-	-
	-	-
Total	965,874	68,355
12 CASH AND CASH EQUIVALENTS		
Cash and Cash Equivalents	33,367,164	1,522,818
Total	33,367,164	1,522,818
13 SHORT-TERM LOANS AND ADVANCES		
a. Advance to suppliers	694,551	850,589
b. Advance to Staff	-	19,000
c. Other Advances	6,186,000	4,291,000
Total	6,880,551	5,160,589

Particulars	As at 31 March 2013 Rs.	As at 31 March 2012 Rs.
14 OTHER CURRENT ASSETS		
VAT Receivable 12.5%	–	286
Surcharge on VAT Input	–	14
Prepaid Expenses	11,314	53,773
Preliminary Expenses & Preoperative Expenses	20,147,431	25,184,290
TDS Receivable	14,973	–
TCS Receivable	1,101	–
Unadjusted TDS	–	1,173
Total	20,174,819	25,239,536
15 SALE		
Sale	57,420,533	11,848,949
Total	57,420,533	11,848,949
16 OTHER NON-OPERATING INCOME		
Amount Written back	157,739	–
Discount Received	–	4,497
Sale of Malwa	–	1,826,250
Other non-operating income	32,923	1,690
Total	190,662	1,832,437
17 COST OF MATERIALS CONSUMED		
Opening Stock	450,502	–
Add: Purchase of Product	18,113,878	3,786,793
Add: Consumables	606,011	200,940
Add: Freight Inward	300	14,800
	19,170,691	4,002,533
Less: Closing Stock	607,250	450,502
Total	18,563,441	3,552,031
18 EMPLOYEE COST		
(i) Salary & Wages		
Salary & Wages	10,592,684	6,190,655
Director Remuneration	1,620,000	2,030,752
Sub Total	12,212,684	8,221,407

Particulars	For the year ended 31 March 2013 Rs.	For the year ended 31 March 2012 Rs.
(ii) Contribution to Funds		
Employer's Contribution to PF	32,653	40,946
Employer's Contribution to ESIC	166,376	99,687
Employer's Contribution to LWF	10,780	3,710
Sub Total	209,809	144,343
(iii) Staff Welfare Expense		
Staff Welfare	102,237	51,250
Sub Total	102,237	51,250
Total	12,524,730	8,417,000
19 FINANCE COST		
Interest Expense	5,046,604	632,548
Total	5,046,604	632,548
20 OTHER EXPENSE		
Power and Fuel	2,778,666	368,197
Rent	12,264,234	3,143,478
Rates & Taxes	399,404	183,980
Repair & Maintenance	216,197	8,926
Insurance Charges	104,475	13,914
Payment to the auditor as		
(i) auditor	50,000	275,000
Art & Designing Expenses	19,467	170,000
Miscellaneous Expenses	5,036,858	-
House Keeping Expenses	303,166	214,565
Advertisement Expenses	512,433	49,500
Business Promotion	109,939	15,795
Laundry & Drycleaners Expenses	105,231	26,351
Office Running & Maintenance	122,068	40,765
Retainership Fees	202,248	-
Security Expenses	123,196	44,574
Vehicle Running & Maintenance	443,574	66,785
Other Expenses	944,905	947,413
Total	23,736,062	5,569,243

21. (i) **Related Party Disclosure**

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

Name of Related Parties	Relationship
Divya Seengal	Key Management Personnel (Director)
Kanad Kashyap	Key Management Personnel (Director)
P.K. Kashyap	Relative of Key Management Personnel
Suresh Kumar	Relative of Key Management Personnel
Siddhath Seengal	Key Management Personnel (Director)
Premier Brands Private Ltd.	Enterprises owned or significantly influenced by key management personnel or their relatives
Seengal Capital Advisors Pvt. Ltd.	Enterprises owned or significantly influenced by key management personnel or their relatives
Celluloid Dream Pvt. Ltd.	Enterprises owned or significantly influenced by key management personnel or their relatives
Laser Infomedia Ltd.	Enterprises owned or significantly influenced by key management personnel or their relatives

(ii) **Transaction during the year with related party**

Nature of Transaction	Related party	Amount (Rs) 31-Mar-13
Repayment of loan	Celluloid Dream Pvt. Ltd.	75,000
Loan taken	Celluloid Dream Pvt. Ltd.	670,000
Loan taken from director	Divya Seengal	960,000
Loan taken from director	Kanad Kashyap	4,615,000
Repayment of loan	Kanad Kashyap	67,000
Repayment of loan	PBPL, Mumbai	722,337
Loan taken (SKD Restaurants Private Limited)	Seengal Capital Advisors Pvt. Ltd.	117,953
Loan taken (Total Hospitality Ltd.)	Seengal Capital Advisors Pvt. Ltd.	174,000
Amount received against Loan given	Rashmee Seengal	200,000
Loan given	Suresh Kumar	30,000

(iii) **Balances as at 31st March 2013****Due from Related Parties:**

Particulars	As at 31-Mar-13	As at 31-Mar-12
Rashmee Seengal	904,220	1,104,220
Suresh Kumar	150,000	120,000
Total	1,054,220	1,224,220

Due to Related Parties:

Particulars	As at 31-Mar-13	As at 31-Mar-12
Seengal Capital Advisors Pvt. Ltd. (Total Hospitality Ltd.)	3,324,000	3,150,000
Laser Infomedia Ltd.	965,000	965,000
Divya Seengal	2,350,000	1,390,000
Kanad Kashyap	7,038,000	2,490,000
P.K. Kashyap	500,000	500,000
Siddhath Seengal	685,000	685,000
PBPL Mumbai	748,162	1,470,500
Seengal Capital Advisors Pvt. Ltd. (SKD Restaurants Pvt. Ltd.)	9,355,940	9,237,987
Celluloid Dream Pvt. Ltd.	1,833,000	12,380,000
Total	26,799,102	32,268,487

22 Balances of parties are subject to confirmation.

(in Rs.)

	March, 2013	March, 2012
A. Cash flows from operating activities		
Profit before tax and after prior period items	(6,707,983)	(5,565,647)
Adjustments for:		
Depreciation	4,448,340	1,076,212
Bad debts and advances written off	—	(21)
Interest and finance charges	5,046,604	632,548
Cash flow from operating activities before working capital changes	2,786,961	(3,856,908)
Changes in working capital		
Decrease/ (Increase) in Trade Receivables	(897,519)	(68,355)
Decrease/ (Increase) in loans and advances and other current assets	3,416,155	(18,705,625)
Decrease/ (Increase) in inventories	(156,748)	(450,502)
Decrease/ Increase in Trade payables and other current liabilities and provisions	13,042,422	12,337,296
Cash flow from operating activities	18,191,271	(10,744,094)
Provision for Income Tax	—	—
Interest and finance charges	(5,046,604)	(632,548)
Net cash generated from operating activities	13,144,667	(11,376,641)
B. Cash flows from investing activities		
(Purchase)/Sale of fixed assets	(298,060)	(34,876,917)
Purchase of investment	—	—
Net cash used in investing activities	(298,060)	(34,876,917)
C. Cash flows from financing activities		
Issue of equity share capital	11,466,680	1,966,660
Money received against Share Warrants	(491,680)	(491,660)
Share Premium	3,809,500	—
Proceeds from borrowings	4,213,239	43,827,794
Net cash (used in) / generated from financing activities	18,997,739	45,302,794
Net increase in cash and cash equivalents	31,844,346	(950,765)
Cash and cash equivalents at the beginning of the year	1,522,818	2,473,582
Cash and cash equivalents at the end of the year	33,367,164	1,522,818

Components of cash and cash equivalent

Cash and bank balances

(as per note 12 of the financial statements)

Note: The Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard – 3 on Cash Flow Statements of the Companies (Accounting Standard) Rules, 2006. This is the Cash Flow Statement referred to in our report of even date.

For Om Harendra & Company

Chartered Accountants

Sd/-
Harendra Kumar
 Partner
 Membership No. 518078

For and on behalf of the board

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

Sd/-
Kanad Kashyap
 (Director)
 DIN: 00508054

Place : Gurgaon

Date : 30.05.2013

TOTAL HOSPITALITY LIMITED

(FORMERLY TOTAL EXPORTS LIMITED)

Regd. Office: Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai-490020, Chhattisgarh

ATTENDANCE SLIP

31st ANNUAL GENERAL MEETING – SEPTEMBER 25, 2013

Ledger Folio/DP & Client ID No.:

No. of Shares held:

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

I hereby record my presence at the 31st Annual General Meeting of the Company at Saanvi Restaurant, Narsinha Vihar Katulbod, Bhilai -490020, Chhattisgarh, at 12:00 Noon on Wednesday, September 25, 2013.

.....
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

TOTAL HOSPITALITY LIMITED

(FORMERLY TOTAL EXPORTS LIMITED)

Regd. Office: Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai-490020, Chhattisgarh

PROXY FORM

31st ANNUAL GENERAL MEETING – SEPTEMBER 25, 2013

Ledger Folio/DP & Client ID No.:

I/We ofbeing 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 31st Annual General Meeting of the Company to be held on **Wednesday, the 25th day of September, 2013 at 12:00 Noon at Registered Office of the Company at Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai-490020, Chhattisgarh**, and at any adjournment thereof.

Signed this day of, 2013

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)

Corp. Office : Unit No. 1152, B-2,

Spaze I-Tech Park, Sector-49

Sohna Road, Gurgaon-122018



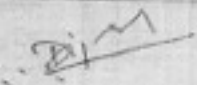
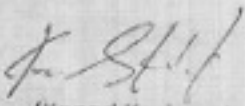
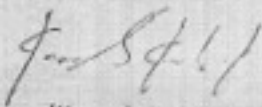
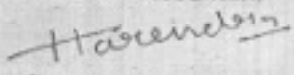
Total Hospitality Limited

(Formerly Known as Total Exports Limited)
Corp Off:- Unit No. 1152, B-2, Space I Tech Park, Sector- 49, Sohna Road,
Gurgaon-122018

FORM A

Clause 31(a) of Listing Agreement

Format of Covering Letter of the Annual Audit Report to be filed with stock exchanges

1.	Name of the Company:	Total Hospitality Limited (Formerly Total Exports Limited)
2.	Annual financial statements for the year ended	March 31, 2013
3.	Type of Audit observation	Unqualified
4.	Frequency Observation	Not applicable
5.	To be signed by:-	
	<ul style="list-style-type: none">CEO/Managing Director	 (Divya Seungal)
	<ul style="list-style-type: none">CFO	 (Kanad Kashyap)
	<ul style="list-style-type: none">Audit Committee Chairman	 (Kanad Kashyap)
	<ul style="list-style-type: none">Auditor of the Company	For Om Harendra & Company Chartered Accountant  (Harendra Kumar) Partner Membership No. 518078

Regd. Office: Saanvi Restaurant, Narshina Vihar, Katulbod, P.O. SAF Lines, Bhalal,
Chattisgarh-490020