



TOTAL HOSPITALITY LIMITED

(Formerly Known as Total Exports Limited)

Corp Off: - 1004, 10th Floor, Tower B, Millennium Plaza, Sector 27,
Huda City Centre Metro Station, Gurgaon (Haryana)-122002

CIN- L51102CT1982PLC006773

Date: September 14, 2018

THL/08/00130

To,

The Manager,
Listing Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

The Listing Department,
Delhi Stock Exchange Limited,
DSE House, 3/1, Asaf Ali Road,
New Delhi-110002

The Listing Department,
Madhya Pradesh Stock Exchange Limited,
201, Palika Plaza, Phase-II, M.T.H. Compound,
Indore(MP)-452001

Ref: Scrip Code 523878

Subject: Notice of 36th Annual General Meeting

Dear Sir,

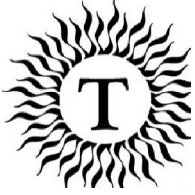
We wish to inform you that Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith notice of 36th Annual General Meeting of Total Hospitality Limited ("the Company") to be held on Saturday, September 29, 2018 at 10:30 A.M at registered office of the Company at Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai, Chhattisgarh- 490020.

Kindly acknowledge and take the same of records.

Thanking you,
For Total Hospitality Limited


Divya Seengal
(Managing Director)
DIN: 00507943

Regd Office: Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai, Chhattisgarh-490020
Email: info@totalhospitality.in, Website: www.totalhospitality.in
Phone No.: 0124-6541514



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NOTICE

NOTICE is hereby given that the 36th (Thirty Sixth) annual general meeting of the members of Total Hospitality Limited ("**Company**") will be held on Saturday, September 29, 2018 at 10:30 A.M. at the registered office of the Company at Saanvi Restaurant, Narsinha Vihar, Katulbod, Bhilai, Chhattisgarh-490020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended on March 31, 2018, including the audited balance sheet as at March 31, 2018, the Statement of Profit and Loss Account and Cash Flow Statement of the Company for the year ended on that date together with the Reports of the Board of Director's and Auditor's thereon.
2. To appoint a Director in Place of Mr. Kanad Kashyap (DIN: [00508054](#)), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. Appointment of M/s. Nikhil Chaudhary & Associates to fill casual vacancy

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**

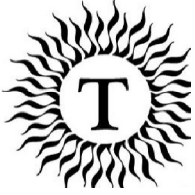
"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Nikhil Chaudhary & Associates, Chartered Accountants (Firm Registration No. 025546N), be and are hereby appointed as statutory auditor of the company to fill the casual vacancy caused by the resignation of M/s. Hemant Gaurav & Associates, Chartered Accountants.

"RESOLVED FURTHER THAT M/s. Nikhil Chaudhary & Associates, Chartered Accountants, be and is hereby appointed as the statutory auditors of the company to hold the office from May 21, 2018, until the conclusion of the 36th Annual General Meeting of the Company, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

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4. Appointment of Statutory Auditors

To appoint auditors of the Company and to fix their remuneration and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Nikhil Chaudhary & Associates, Chartered Accountants (Firm Registration No. 025546N), be and is hereby appointed as statutory auditor of the Company, to hold office from the conclusion of 36th Annual General Meeting for a tenure of 5 (five) years, subject to ratification by the members at every annual general meeting of the said tenure, at such remuneration as may be determined and recommended by the Audit Committee in consultation with the auditors and duly approved by the Board of Directors of the Company.

“RESOLVED FURTHER THAT any director of the company be and are hereby authorized to do such act, deeds and things and to file necessary e-forms with the concerned Registrar of companies, to give effect to the aforementioned resolution.”

**By the order of the Board
FOR TOTAL HOSPITALITY LIMITED**

Place: Gurgaon

Date: 14th August, 2018

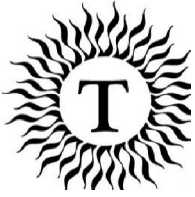
Sd/-

**Divya Seengal
(Managing Director)
DIN: 00507943**

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NOTES

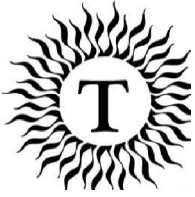
1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the annual general meeting is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the Annual General Meeting. Proxies submitted on behalf of limited Companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Books of the Company will be closed from 24th September, 2018 to 29th September, 2018.
4. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s Beetal Financial & Computer Services (P) Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Beetal Financial & Computer Services (P) Limited directly.

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

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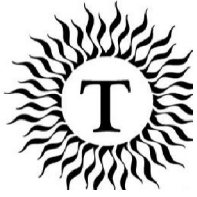
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7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal Financial & Computer Services (P) Limited for assistance in this regard.
8. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Beetal Financial & Computer Services (P) Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes thereon.
9. Members seeking any information with regard to Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information available at the annual general meeting.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to Beetal Financial & Computer Services (P) Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
12. The Notice of the AGM along with the Annual Report 2017-18 and instructions for E-voting, Attendance slip and Proxy form is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their E-mail addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and the Annual Report 2017-18 will be available on the Company's website i.e. www.totalhospitality.in.
13. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, on all the resolutions set forth in this Notice. The instructions for E-voting are given herein below. Resolution(s) passed by members through E-voting is/are deemed to have been passed as if they have been passed at the annual general meeting.
14. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote E-voting shall be able to exercise their right to vote at the AGM.

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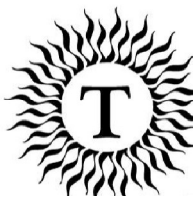
15. The Members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
16. The instructions for E-voting are as under:
- The voting period begins from 26th September, 2018 from 10:00 a.m. (IST) and end on 28th September, 2018 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 22nd September, 2018, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - Log on to the E-voting website www.evotingindia.com.
 - Click on "Shareholders" tab.
 - Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in Demat form and had already logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

| | |
|------------|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both Demat as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/Client ID number in the PAN field.In case the folio number is less than 8 digits enter the applicable number |
|------------|---|

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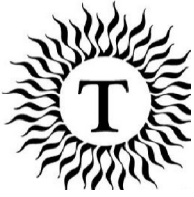
| | |
|-------------------------------------|--|
| | <p>of 0's before the number after the first two characters of the name in Capital letters.</p> <p>Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</p> |
| Dividend Bank Details or DOB | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (v).</p> |

- I. After entering the details appropriately, click on “**Submit**” tab.
- J. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- K. For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- L. Click on “EVSN” (Electronic Voting Sequence Number) of Total Hospitality Limited on which you choose to vote.
- M. On the voting page, you will see “**Resolution Description**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- N. Click on the “**Resolutions File Link**” if you wish to view the entire Resolution details.

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- O. After selecting the resolution you have decided to vote on, click on **“Submit”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“Ok”**, else to change your vote, click on **“Cancel”** and accordingly modify your vote.
- P. Once you **“Confirm”** your vote on the resolution, you will not be allowed to modify your vote.
- Q. You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- R. If the Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- S. Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their votes.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- T. In case you have any queries or issues regarding E-voting you may refer the Frequently Asked Questions (“FAQs”) and E-voting manual available at www.evotingindia.com under help section or write an email to helpdesk at evoting@cdslindia.com.
- U. You are advised to cast your vote only through E-voting or through Poll at the AGM. In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and votes cast at the meeting through Poll would be rejected.

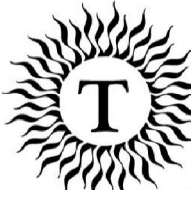
V. OTHER INSTRUCTIONS

- The E-voting period commences on 26th September, 2018 from 10:00 a.m (IST) and ends on 28th September, 2018 at 5:00 p.m. (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their votes electronically. The E-Voting module shall be disabled by CDSL for

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voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

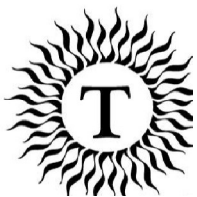
- Shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date 22nd September, 2018, not casting their vote electronically, may cast their vote at the Annual General Meeting.
- The voting rights of the shareholders shall be in proportion to the shares held by them, of the paid-up equity share capital of the Company as on the cut-off date of 22nd September, 2018.
- The Scrutinizer shall, within a period of not exceeding three days from the conclusion of the E-Voting period, unlock the votes in the presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.totalhospitality.in and on the website of CDSL within two days of passing of the resolutions at the 36th Annual General Meeting of the Company on 29th September, 2018 and shall be communicated to BSE Ltd.

W. The investors may contact the Company Secretary for Redressal of their grievances/queries. For this purpose, e-mail grievances/queries to the Company Secretary at the following e-mail address i.e. info@totalhospitality.in

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BRIEF RESUME OF THE DIRECTOR SEEKING APPOINTMENT/ REAPPOINTMENT AT THE 36TH ANNUAL GENERAL MEETING

| | |
|--|---|
| Name | Mr. Kanad Kashyap |
| Date of Birth | 09 th July, 1980 |
| Date of Appointment | 28 th December, 2015 |
| Expertise in specific Functional area | Kanad Kashyap, a Computer Engineer with a Master's degree in Computer Networks from Middlesex University, UK. His expertise lies in bringing, executing and managing projects from concepts to marketing. Being in UK, he worked with brands like KFC and Nandos, gaining substantial knowledge and experience in managing fast food joints. A keen entrepreneur, he brings his invaluable experience and creative ideas for the company. He truly believes to succeed in life, one must take up an idea, breathe, dream, and live that idea. That's the only way to success. |
| Directorship held in other Companies | 5 |
| Membership/ Chairmanship of Committees in other Public Companies other than THL | None |
| Number of shares held in the Company | NIL |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

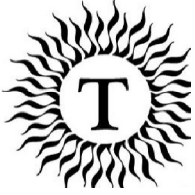
ITEM NO 4.

M/s. Hemant Gaurav & Associates, Chartered Accountants (Firm Registration Number-025780N) who held office as the statutory auditor of the company had shown their unwillingness to continue as the statutory auditors of the company. The Company had received resignation letter from the auditors. Hence to fill up the casual vacancy of the statutory auditors, the Company had appointed M/s. Nikhil Chaudhary & Associates, Chartered Accountants in the Board Meeting held on May 21, 2018 to conduct the audit for the financial year 2017-2018.

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In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. Nikhil Chaudhary & Associates, Chartered Accountants, in the General Meeting of the Company.

Hence, the company has proposed the approval of the members in the item number 3 of the notice.

Further, the company has proposed their appointment in the item number 4 of the notice, for a period of 5 (five) years subject to the ratification by the members at every Annual General Meeting.

The board of directors has proposed the two resolutions for your approval.

None of the directors and key managerial personnel are interested in this resolutions.

**By the order of the Board
FOR TOTAL HOSPITALITY LIMITED**

**Place: Gurgaon
Date: 14th August, 2018**

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