

Annual Report 2019 - 2020



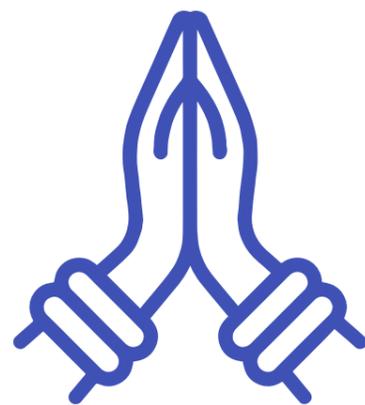
BUILT TO LAST

The Byke Hospitality Limited



Registered Office:

The Byke Hospitality Limited
Shree Shakambhari Corporate Park
Plot No. 156-158, Chakravarti Ashok Complex
J. B. Nagar, Andheri (East), Mumbai 400 099
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“Atithi Devo Bhava”

VISION

To be a leader and preferred choice in the Hospitality Industry while sustaining our Indian culture of ‘Atithi Devo Bhava’.

MISSION

Providing excellent contemporary Hospitality services with a touch of tradition across the country and optimal returns to stakeholders with extraordinary unmatched strategies.

BUILT TO LAST

One of the fastest-growing.
One of the most asset-light.
One of the most broadbased.
One of the most consistent.

CONTENTS

| | |
|--|----|
| Things you need to know about Byke | 2 |
| The Byke’s Pride | 3 |
| Director’s profile and Corporate Information | 7 |
| Our Performance | 10 |
| Changing the Game with Management Contract Model | 11 |
| MD’s Message | 12 |
| Built to Last | 14 |
| Management Discussion & Analysis Report | 19 |
| Director’s Report | 25 |
| Report on Corporate Governance | 39 |
| Independent Auditor’s Report | 52 |
| Financial Statements | 60 |
| Notice | 91 |

FORWARD-LOOKING STATEMENT

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipates’, ‘estimates’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

THINGS YOU NEED TO KNOW ABOUT THE BYKE HOSPITALITY LIMITED



ABOUT THE COMPANY

The Byke is one of the fastest growing companies in India's hospitality sector. The Company's portfolio comprises business hotels and luxury resorts across India. The Company focuses to target the mid-market segment and is the first of its kind of Hotel Chains operating in the mid-market segment.

PORTFOLIO AND EXPANSION

The Company is headquartered in Mumbai with business interests in 20 properties across Goa, Mumbai, Thane (2), Matheran (2), Jaipur, Ooty, Kochi, Kovalam, Shimla, Bangalore, Manali, Bhavnagar, Nashik, Dwarka, Junagadh, Shirdi (2), Bodhgaya. The Company has proposed to expand its presence in Lonavla, Mahabaleshwar, Chandigarh, Dalhousie, Jodhpur, Darjeeling and Gangtok across the foreseeable future.

AWARDS

The Company was given the 'Best Pure Vegetarian Hotel Chain India' award at the eleventh Hospitality India & Explore the World Annual International Travel Awards. The Company figured in Forbes Asia's Best Under a Billion list for two successive years. The Byke Group was awarded with the Iconic Pure Vegetarian Hotels & Resorts Group award.

ASSET LIGHT APPROACH

The Company is principally an asset-light hospitality company. The Company selects to enter into long-term leases of properties rather than buy them outright. The Company also has ventured into the mid-market segment with the Management Contract Model, keeping the asset light approach of the Company intact.

GUEST TESTIMONIALS

- "A true sample of excellent hospitality. Excellent stay, Food and Services were amazing. Will definitely revisit and recommend The Byke to my family and friends."
- "The Byke Resorts have a beautiful aura, peaceful environment and various fun activities which make you feel at home. Truly loved the experience...Looking forward to more of them."
- "Amazing customer centric staff. A true example of Customer delight. We felt valued, Kudos to the management for maintaining and training the staff to such level. Must visit."
- The Byke Old Anchor Beach Resort- The name itself has created memories for me and my family for life. Undoubtedly Hospitality shown by the Byker's was amazing. They made our wedding days the best days of our life. If you are planning for an event in Goa, there might be 100s of places, but I will recommend "The Byke".

THE BYKE'S PRIDE



The Byke Old Anchor



Location
Goa



Type
Leased



No. of Rooms
240

USP

- Only hotel with the sea on one side and a river on the other.
- The property provides a sea view from the lobby.
- Serves 100% pure veg cuisine.
- This is the largest hospitality property in Goa, comprising 240 villas.



The Byke Suraj Plaza

Location: Thane
Type: Leased
No of Rooms: 122

USP: Biggest hotel in Thane. Specialises in authentic global vegetarian cuisine. Provides a panoramic view from all Rooms.



The Byke Heritage

Location: Matheran
Type: Owned
No of Rooms: 80

USP: Heritage property within our portfolio. Renowned for its traditional vegetarian thali. Property surrounded by lush green trees.



The Byke Brightlands Resort

Location: Matheran
Type: Owned
No of Rooms: 63

USP: Surrounded by lush green tree. The resort is in close proximity to Matheran Railway Station, the main market and the other 36 viewpoints of Matheran.



The Byke Spice Heritage

Location: Cochin
Type: Leased
No of Rooms: 25

- USP:**
- Located in close proximity to Fort Kochi Beach, Jain Temple & Mattancherry Palace.



The Byke Suraj Club

Location: Junagadh
Type: Management Contract
No of Rooms: 39

- USP:**
- Located near the Girnar Parvat which attracts a large amount of tourists throughout the year.
 - Equipped with modern amenities which makes the stay comfortable.



The Byke Grassfield

Location: Jaipur
Type: Leased
No of Rooms: 54

- USP:**
- Resort located in the heart of the city. Located just 5 kms from the Jaipur Railway Station.
 - Serves vegetarian cuisine.



The Byke Puja Samudra

Location: Kovalam
Type: Leased
No of Rooms: 42

- USP:**
- Serves pure vegetarian cuisine.
 - Located in the heart of Kovalam, just 5 minutes from the beach.



The Byke Apartments

Location: Thane
Type: Leased
No of Rooms: 84

- USP:**
- Apartments located in city of Thane for mid budget segments.
 - Located next to The Byke Suraj Plaza.



The Byke Niranjana

Location: Bodhgaya
Type: Leased
No of Rooms: 28

- USP:**
- Located in Bodhgaya which is a busy pilgrimage centre throughout the year.
 - Its traditional hut style structure gives it a traditional yet modern feel.



The Byke Nature Vilas

Location: Shimla
Type: Leased
No of Rooms: 36

- USP:**
- Panoramic view from all rooms. Excellent view of the snow-clad Himalayan mountains right through the year.



The Byke Neelkanth

Location: Manali
Type: Leased
No of Rooms: 40

- USP:**
- Only property that provides a valley view from all rooms.



The Byke Signature

Location: Bangalore
Type: Leased
No of Rooms: 36

- USP:**
- Located in the heart of the IT hub of Whitefield.



The Byke Sunshine Grand

Location: Ooty
Type: Leased
No of Rooms: 73

- USP:**
- Located in the beautiful city of Ooty.
 - It is one of the largest properties with the breathtaking mountain view.



The Byke Govind Sai

Location: Shirdi
Type: Management Contract
No of Rooms: 32

- USP:**
- Located in the city of Shirdi which serves as a pilgrimage to lakhs of tourists throughout the year.
 - It is situated away from the hustle of the city which gives the guests an added advantage to experience the serenity along with devotion.

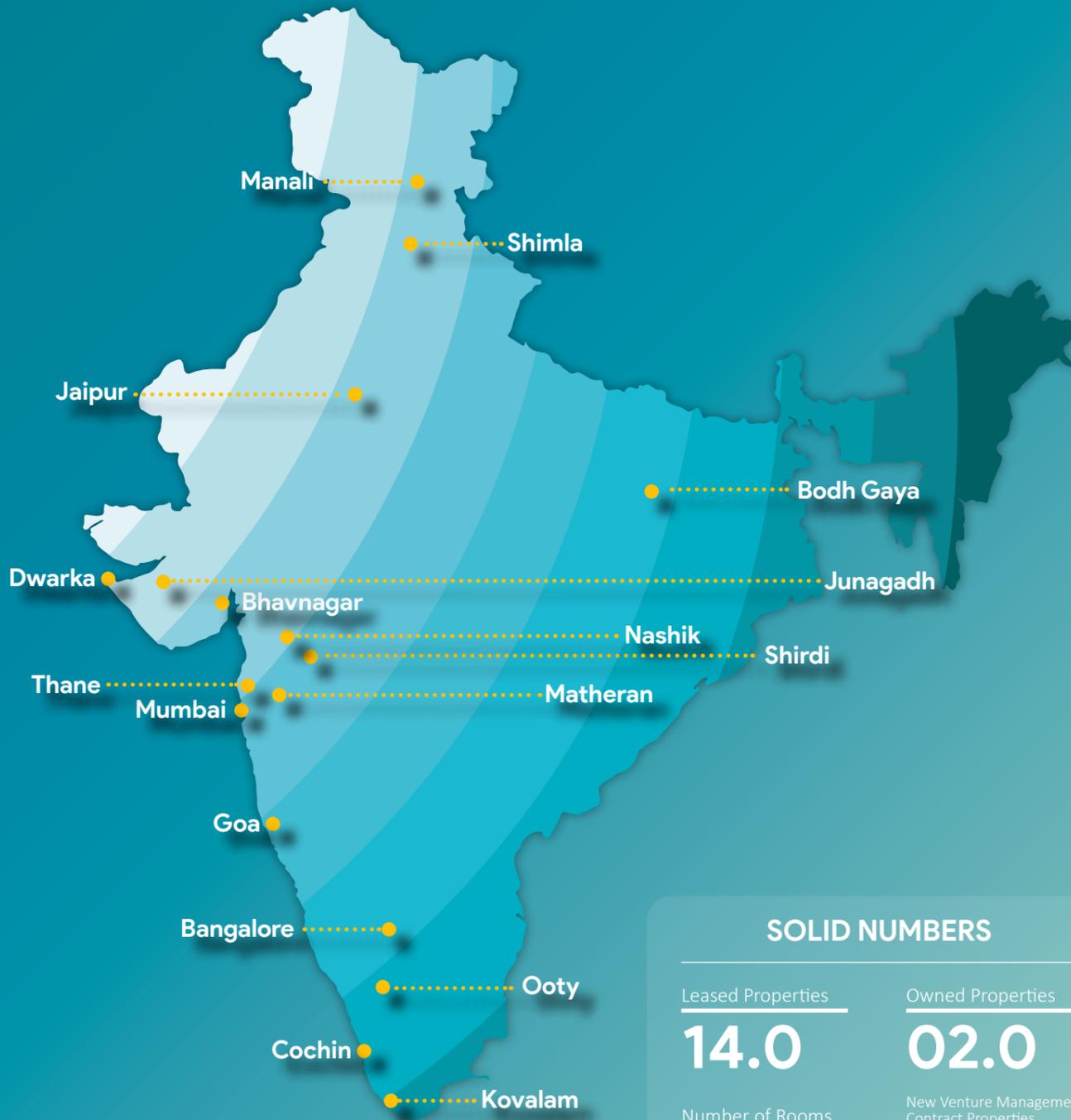


The Byke Classico Suites

Location: Shirdi
Type: Management Contract
No of Rooms: 36

- USP:**
- Located in the city of Shirdi which serves as a pilgrimage to lakhs of tourists throughout the year.
 - It is situated away from the hustle of the city which gives the guests an added advantage to experience the serenity along with devotion.

PORTFOLIO



| SOLID NUMBERS | |
|--|--|
| Leased Properties | Owned Properties |
| 14.0 | 02.0 |
| Number of Rooms | New Venture Management Contract Properties |
| 1190 | 04.0 |
| No. of Rooms Under Management Contract | Number of Agents |
| 145 | 300+ |

Director Details



Mr. Anil Patodia
Managing Director

A commerce graduate with more than 20 years of experience in the hospitality and service industries, he assumed the role of Managing Director in 2010. By leveraging his in-depth knowhow of running sustainable enterprises, he formulated value accretive strategies to carve out a niche for the Company. Currently he is the Director of the Lions Club of Mumbai Heritage Galaxy.



Mrs. Archana Patodia
Non-Executive Director

A BA from the University of Rajasthan, she aggregated rich experience in managerial and administrative functions. She is also the Director of Lions Club of Mumbai Heritage Galaxy. She is also the DC Village Development of Lions Club International. (Dist. 323183)



Mr. Satyanarayan Sharma
Non-Executive Director

An electrical engineer, with more than 25 years of experience, he is one of the founder promoters of the Company. He has played an instrumental role in the Company's growth.



Mr. Pramod Patodia
Executive Director

By banking on his hospitality industry experience of more than 20 years in the field of management and administration, he helped the Company climb new heights. He oversees all the hotel operations of the Company.



Mr. Sandeep Singh
Independent Director

A postgraduate in rural development from Xavier Institute of Social Sciences, Ranchi, he specialised in media planning (short-term) from Mudra Institute of Communications, Ahmedabad, and in business management from IIM, Bangalore. He has also worked with ASSO-CHAM, RK Swamy BBDO Private Limited, HTA, AC Nielsen ORG-MARG Private Limited, ETC, SAB TV and Sahara News.



CA. Ram Ratan Bajaj
Independent Director

A fellow member of the Institute of Chartered Accountants of India, he enjoys more than 40 years of post qualification experience in handling finance, taxation, corporate law, accounts, project implementation, cost control and other related matters. He has been associated with the Company since March 30, 2011. He is also a member of Bharat Vikas Parishad, an organisation engaged in organising sociocultural activities.



Mr. Ramesh Vohra
Independent Director

He has been engaged in supplying and servicing engineering products for more than 40 years. As a part of his responsibilities, he engages with major oil and gas and marine construction companies like ONGC and the Indian Railways, among others. He has also been a member of the Lions Club for two decades.



Dr. Dinesh Kumar Goyal
Independent Director

Prior to being a part of the 1981 batch of the Indian Administrative Services, he was a scientist with the Department of Atomic Energy, Government of India. A Master's degree holder from the London School of Economics, IIT Bombay as well as the Birla Institute of Technology and Science, Pilani, he has worked as a district magistrate, collector and head of departments like procurement, computers, energy, finance, labour, mines, tourism, youth affairs, among others, for more than 30 years.

Corporate Information



Registered and Corporate Office

Shree Shakambhari Corporate Park,
Plot No. 156-158, Chakravarti
Ashok Complex,
J.B. Nagar, Andheri (East),
Mumbai 400 099.
T: +91 22 6707 9666
E: investors.care@thebyke.com
W: www.thebyke.com

Chief Financial Officer

Mr. Sumit Bajaj

Company Secretary and Compliance Officer

Ms. Ankita Sharma

Bankers

ICICI Bank Limited
HDFC Bank Limited
Axis Bank Limited
Yes Bank
Union Bank of India
Kotak Mahindra Bank Limited
Bandhan Bank

Statutory Auditor

M/s. Borkar & Mazumdar,
Chartered Accountants
21/168, Anand Nagar, Om CHS,
Anand Nagar Lane, Off Nehru
Road, Vakola, Santacruz (East),
Mumbai 400 055

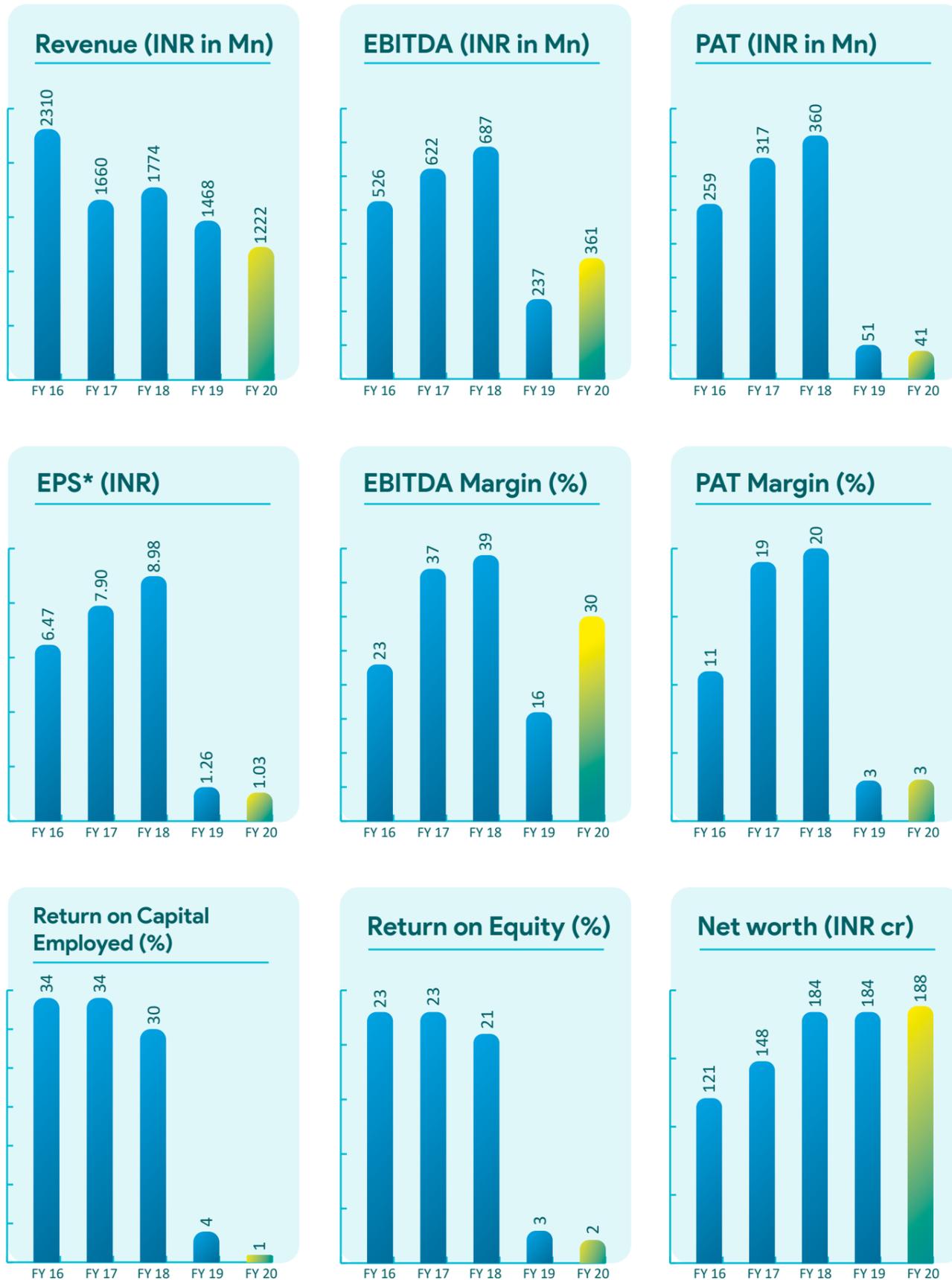
Secretarial Auditor

M/s Suman Sureka & Associates,
Company Secretaries,
302-A Wing, Mukti Tower, Eastern
Express Highway, Mulund East,
Mumbai 400081

Registrar and Share Transfer Agent

Sharex Dynamic (India) Private Limited
C101, 247 Park,
LBS Marg, Vikhroli West,
Mumbai 400083
T: 285145644 /28515606
W: www.sharexindia.com
E: investor@sharexindia.com

OUR PERFORMANCE



CHANGING THE GAME WITH MANAGEMENT CONTRACT MODEL



Operational efficiency and profitability go hand in hand for the hospitality industry and is a result of expertise and efficiency. The Byke Group possesses expertise and experience in catering to the middle class segment for more than a decade. Venturing into the Management Contract segment has given us the opportunity to leverage this expertise and experience not only in the Country but also internationally. Here we play the role of operator by utilizing our management expertise through established methods and procedures and providing appropriate direction and supervision.

With relevant expertise and experience on board your Company is confident and focused to succeed in this venture and bring more profitability to the Byke Group along with Risk reduction. The Company has currently started Management Contract based operations at The Byke Suraj Club situated in Junagadh, The Byke Govind Sai and The Byke Classio Suites situated in Shirdi.



The Company has maintained an asset light model over the years by entering into Long term Lease Agreements for majority of its properties along with contribution from the Chartering business. This model will provide us an opportunity to diversify our portfolio without taking the risk of putting our own capital at stake unlike the existing lease model followed by the Company. This model emphasizes on alignment of goals for owners and operators to enjoy the optimal boost to their business, as the greater is the goal alignment, the better the hotel's performance.

Benefits of Management Contract Model:

- It gives the Company the opportunity to leverage their expertise and contribute to the revenue.
- Supports the asset-light approach of the Company.
- Less Risky as the Company's capital is not required to be invested.
- The Company is among the few and first's to take up this model for the mid-market segment.
- Opportunity to increase the reach of The Byke Brand nationally and internationally.

This model has been gaining recognition from the last few years, but majorly for the upscale and heritage properties. The management at the Byke with the help of their team identified the need for such model for the mid-market segment properties and decided to materialize its experience by taking advantage of the same. Your Company possesses high amount of technical know-how and practical experience that the operators need to put in to ensure appropriate design, strategy, pre-opening setup and success of the overall business.

MD'S MESSAGE



“LEADERS ARE THOSE WHO ALWAYS EMPOWER OTHERS; IN WORD AND DEED”

MD'S MESSAGE:

Namaste..!

In recent years the world travel and tourism industry was showing robust growth. The industry was outperforming global economic growth and was poised for greater contribution to prosperity and employment. However, this year we have had unprecedented disruptions due to the COVID-19 pandemic. This pandemic is now a major health crisis in India and around the world. The travel industry was amongst the first to be affected by the pandemic and will, in all probability, be the last to recover.

The travel and tourism industry accounts for nearly more than 10% of the global GDP and generates 1 out of 10 jobs. In India, it is a significant contributor to GDP and also contributes to the overall workforce. Thus, given its significance, the industry will have a crucial role to play in any economic revival and with tourism likely to look inwards in the new normal; India is well placed with its rich heritage and cultural diversity.

In the year 2019-20 the Company maintained its overall performance and protected its Balance Sheet, a validation of the robustness of its business model. During the year under review the Company reported an EBITDA of 37 crores, EBITDA margin was an attractive 30% and return on equity was 2%.

At Byke we believe, success comes with quality and not quantity. We endeavor to invest emotionally for our guests and create delightful experiences for them, thereby creating a brand image for ourselves in their minds. The marketing messages and activities, sales strategies and our efficient operational teams work as secondary forces in building and strengthening this brand image.

Due to the COVID-19 pandemic, we expect very few foreign travellers to visit India in the current year and in the next year and therefore, we are concentrating on the domestic travellers. Your company is well positioned to serve the domestic tourism market. Given that the risks originating from the pandemic are likely to abate only gradually, demand for short trips to destinations closer to homes is likely to increase. Such holidays help in reducing monotony. Business-leisure travel is another segment that is likely to revive sooner as Indians seek better work-life balance. As is the case with every other industry, technology is challenging traditional business models and paving the emergence of new ones. Over the past few years, there has been a rapid growth in online transactions with increased preference for simplicity and convenience. This trend is likely to accelerate further in a post-COVID world where social distancing is a way of life. The four strategic areas to focus on are recovering revenue, rebuilding operations, rethinking the organization, and accelerating the adoption of digital solutions.

Whilst the pandemic has changed the way of life for all of us, it has been particularly challenging for our team with us having to follow Government Advice to temporarily shut down our hotels and restaurants. I am very proud of the way our team has come together in such trying times to look after each other and their local communities. They have also contributed by playing key part on making sure that the Group emerges from the crisis along with the strength to succeed in delivering its strategic priorities. Throughout this period, as always, the health and safety of our teams and guests has been paramount in our decision-making. For many, the toughest leadership test is now looming as how to bring a business back in an environment where a vaccine has yet to be found and economies are still reeling. I believe in times like these, leaders must be even more respectful and attentive to the needs of the employees, customers and shareholders.

In the last couple of months, the world around us has changed rapidly and we have had to adapt and become more thoughtful in the way we do things. As hotels begin to reopen and the world begins to return to some sort of normalcy, the one thing we know is that the definition of “normal”, as we knew it, has changed forever. We believe the Brands that can create meaningful offers which speak to the needs of guests will lead the way to recovery.

Your Company is capable enough to face this temporary crisis and I have no doubt that your Company will emerge stronger and more resilient after this crisis is over. Your Company shall continue to assess the emerging consumer behaviour and demand drives thereby and suitably realign its business strategy with a view to be a dominant player in the marketplace.

I take this platform as an opportunity to thank our Byke Team across the hotels that have borne tough times during the crisis. Our team has adapted admirably to the new safety and sanitisation protocols.

We at The Byke are thankful for your continued support and wish you and your dear ones good health always.

Travel will bounce back and The Byke stands ready to welcome guests and help them experience outstanding hospitality all over again.

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We at The Byke are thankful for your continued support and wish you and your dear ones good health always.

Travel will bounce back and The Byke stands ready to welcome guests and help them experience outstanding hospitality all over again.

We look forward to welcoming our guests in the new normal.

Anil Patodia
Managing Director



BUILT TO LAST



Over the past few years, India has emerged as a key destination for travel and tourism. Rising consumption, growing disposable income, favourable demand supply dynamics of hotel rooms and, above all, growing demand for personalised and immersive experiences have been reshaping the industry.

Come 2020 and the world as we know it, changed completely due to the global pandemic. With governments across the world imposing bans on international travel as well as lockdowns, the travel and tourism industry has been hit the hardest.

A BUSINESS WELL PLACED TO WITHSTAND TURBULENT TIMES

The Byke is one of the fastest growing companies in India's hospitality sector. The Company's portfolio comprises business hotels and luxury resorts across India. We are confident that Our thorough knowledge of the Indian Hospitality industry has and will stand us in good stead in what is not only the changing face of the competition, but what could be construed as an existential crisis for companies that are not prepared or ill equipped to deal with this situation. The Byke as a Brand along with Our unique marketing strategies, our niche vegetarian-only cuisine, our battle-hardened management team, as well as the symmetry of revenue-generating options if brought to the Table assures us that The Byke Brand is prepared and future-proof to handle any challenge that micro and macro scenarios throw up.

BRAND CHARACTERISTIC:

- **Vegetarian niche:** The Company has positioned itself as a progressively pan-India hospitality chain addressing vegetarian preferences in the country. This culturally-sensitive vegetarian positioning has helped the Company strengthen its recall in a sector where all hospitality chains address dual (vegetarian cum non-vegetarian) preferences and enhance its brand among customers who are completely vegetarian.
- **Regional presence:** The Company has selected to grow its presence largely across the tourist / business hubs of western and northern India. The Company invested in a clusterised approach with the objective to widen its footprint across contiguous locations, resulting in economies of brand, communication and recruitment.
- **Asset-light and asset-free:** The Company has established its reputation as a disruptor in a conventional business through its decision to lease hospitality properties for the long-term rather than buy them outright. This asset-light business model has been complemented by asset-free revenue complements like property management.



COVID-19 Priorities

- Health and safety of our teams and guests
- Sustain a strong balance sheet and liquidity, including maximising our cash flow and benefiting from Government support schemes where appropriate
- Prepare the business to reopen, once the pandemic abates, in a position of strength to gain long term market share and delight our customers
- Maintain excellent guest reviews
- Focus on pricing algorithms to enable us to optimise our occupancy and rate mix across the booking curve
- Focus on optimising revenues in individual catchments more effectively
- Retention and engagement of teams
- Build on our everyday efficiency programme
- Improve technology capabilities
- Continued investment for health and safety for hotels and restaurants
- Cyber security compliance

Whilst our reaction to the COVID-19 crisis has been robust, our actions have been taken with a view of the long-term impact on the business. We believe it is important to act responsibly in times of crisis and treat our stakeholders fairly.

Examples of these actions include:

- Providing full cash refunds to our customers for all cancelled bookings.
- Trying our best to continue paying our suppliers, many of which are small or medium sized businesses, in a timely manner.
- Paying statutory dues.

The road to recovery: Making the hotel experience safe.

With a clear focus on a road map for recovery, the business processes and arrangements are being suitably realigned that includes an increased focus on health and safety of our guests and associates. We strive to constantly improve the safety standards and eliminate any potential hazards that may dwindle our service standards. Our team members have been well trained with regards to the safety equipment and newly reformed precautionary steps these include social distancing signage and protocols, health screening and illness response procedures, correct use and regular changing of PPE equipment and enhanced cleaning standards. Our operating model and end-to-end ownership will ensure that these new standards and ways of working can be rigorously enforced across our entire estate.

Post COVID Strategy: Positioning the business for a successful recovery; Ready to re-open safely

Our operational focus prior to, and during, the reopening phase includes increased engagement with our customers to help leverage brand loyalty and emphasise our high standards, maintaining our focus on both B2B and leisure customers, and the active management of our supply chain to ensure we are able to provide a near-full customer offering. We have introduced a wider range of cancellation options into our booking conditions, giving our customers greater confidence when they book. Overall, we believe our leading customer proposition positions us very well to attract customers in a post lockdown environment, as customers seek value and are expected to rely on their most trusted brands.

Post COVID Strategies adopted by the Company:

- Enhanced safety and hygiene
- Mandatory Safety Protocols
- Complete end to end contactless Check-In/Check-Out
- Contactless ordering of hotel services during hotel stay
- Home Delivery and Takeaways.
- Well trained and equipped staff members.

Being a Force for Good during the COVID-19 pandemic

Being a Force for Good is not a principle that we leave behind when we face challenges; it is a central part of our ethos.

As an act of community service, we have distributed over 4000 cooked food packets to the needy in Thane and Jaipur. In collaboration with the Lions Club, we have distributed essential grocery items in packages to over 1500 underprivileged families in Mumbai and over 900 packets of grains in Matheran. The Byke Hotels & Resorts is also associated with the Feeding India initiative to distribute 200 packets of food every day, in Jaipur. Apart from food, basic essentials like towels and utensils were also distributed among 400 migrated workers in Mumbai.

Being Reshaped By Emerging Realities: Following Consumer Trends

- **DEMAND FOR STAYCATIONS, BUSINESS LEISURE TRAVEL LIKELY TO CULTIVATE**

Given that the risks emanating from the pandemic are likely to abate only gradually, demand for short trips to destinations closer to homes is likely to increase. Such holidays help in reducing monotony. Business-leisure travel is another segment that is likely to revive sooner as Indians seek better work-life balance.

- **GROWING PREFERENCE FOR ONLINE FOOD ORDERING, FOOD DELIVERY**

The need to maintain social distancing has led to reduced footfall and seating capacity at restaurants. Restaurants within leading hotels though are better equipped to meet the safety and hygiene standards and thus could witness better traction. Online food ordering, food delivery, meetings and events for smaller corporate groups, catering at residences for small gatherings could witness faster demand recovery.

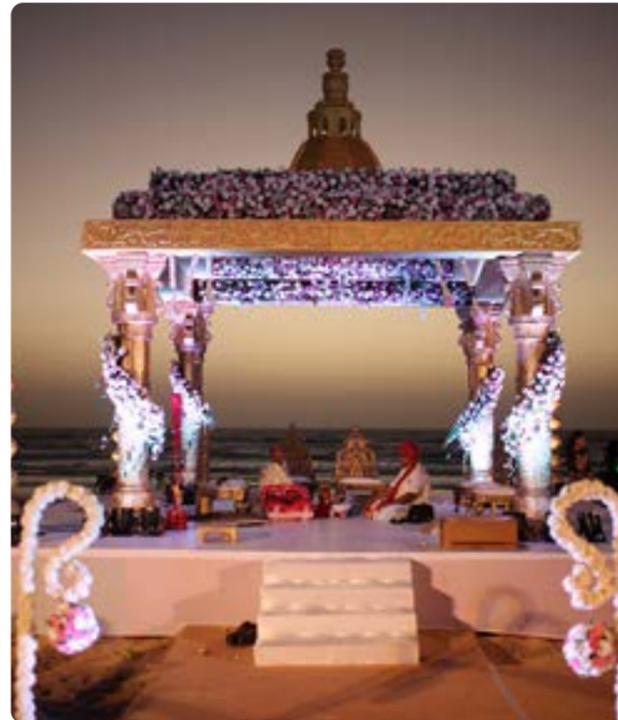
- **FLEXIBLE BOOKING OPTIONS WILL BE A PREFERRED CHOICE**

Large uncertainty during the transition period as lockdown restrictions are removed is expected. Guests will need more flexibility in case the situation changes again, and some may be fearful of committing to advance purchase rates with inflexible terms. Hotels that offer (and promote) greater booking flexibility will be more likely to secure bookings in uncertain times.

The Byke Launched “Kal Ka Safar”

Kal Ka Safar proposes the hope of pushing through this pandemic and getting back to the normalcy of life through travel. For that very purpose Kal Ka Safar, gives a chance to pre-book your stay at any of The Byke Properties. Our guests can pre-book their dates of stay any time before 31/03/2021 and have the freedom to reschedule the dates even 48 hours prior to check-in.

The Company is continuously assessing the emerging consumer behaviour and demand drivers to suitably realign its business strategies. The management team at the hotel continue to proactively engage with their key stakeholders and guests.



WHAT MAKES THE BYKE BRAND SOLID AND DURABLE

- Consistent customer offerings of quality and value
- Highly engaged and well-trained teams
- Optimal locations for our hotels
- Existing end-to-end operations, with consistent execution of high standards at low cost
- Equipousing Our large network among the freehold, leasehold and management contract properties.



LET'S REBOOT 2020



- R** Revenue Growth
- E** Evolution of best practices
- B** Best in Class Services
- O** Optimum focus on Guest Well Being & Safety
- O** Occupancy optimisation
- T** Transformational Initiatives and new ways of working

MANAGEMENT DISCUSSION & ANALYSIS



INDIAN ECONOMY

The world economy witnessed yet another year of poor economic performance with significant deceleration of growth in 2019. According to the International Monetary Fund (IMF), global economic growth came down to 2.9% in 2019 from 3.6% in 2018. Not only is this a decadal low, the slowdown was broad-based, affecting both advanced economies and the developing world. For the year 2020 the real GDP growth for India was 4.2% however in wake of the current situation, the projected real GDP growth for the year 2020 corrected considerably to 1.9%. While the relief packages announced by the government are expected to provide a substantial boost to the economy, the near term forecast will continue to bear scars of the pandemic. With the announced phased withdrawal of lockdown, there is hope of an economic recovery in the mid-term.

INDIAN TOURISM AND HOSPITALITY SECTOR:

Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains, and places of natural beauty spread across the country. India ranks 3rd in The World Travel & Tourism Council's list for Travel & Tourism Power and Performance. It markedly improved its position from the 40th rank in 2018 to 34th in 2019 in the World Economic Forum's Travel and Tourism Competitive Index (TTCI).

The Indian hospitality industry is undoubtedly one of the biggest casualties of the COVID-19 outbreak as demand has declined to an all-time low. The lockdown has had an unfortunate impact on the hospitality sector where the occupancy levels and the ARR (Average Room Rent) have taken a major hit.

It is also likely that there will be lasting changes in holidaying preferences for instance greater interest in domestic destinations, within drivable distances and heightened expectations in terms of safety and hygiene. The Byke with an unparalleled experience ecosystem is well positioned to take advantage of the expected recovery in domestic travel.

BUSINESS OVERVIEW:

The Byke Hospitality Limited is an established hospitality brand addressing India's mid-market segment. The Company which has leased properties across the Northern and Western Region has now catered to the Southern Region as well. The Company's restaurants and banquets serve only vegetarian food. The unique, asset-light approach has enhanced the Company's profitability around a low-equity capital. The Byke has expanded its portfolio with 5 openings in this year. The Byke is driven by the overarching objective to retain its position as the fastest growing Indian hospitality chain addressing the country's vast mid-market segment and, in doing so, report profitable growth that enhances value for all stakeholders.

With the closure of all our Hotels and Resorts, in wake of the current COVID-19 environment, and to adhere to the Guidelines issued by the Government of India, we have had to re-prioritise our near-term actions to focus on the health and safety of our guests and staff members, as well as maintain the Company's cash flow. We believe this will help us to be in a strong position once the virus subsides.

OWNED AND LEASED BUSINESS

Under this business segment the company operates 20 properties of which 2 properties are owned and 14 properties are on Long term lease and 4 properties are under Management Contract under The Byke Brand. The Business contributed revenue of Rs. 122.19 cr during the year under review. Rooms generated Rs. 57.94 cr in revenues; revenues from food and beverages (restaurants and bars) and events generated Rs. 64.24 cr in revenues (around 52.58% of O&L revenues).

PROJECT MANAGEMENT

The year in review was the second year the Company entered the business of project management, where it leveraged its understanding of hotel property management to advise prospective hotel owners on how to maximise room occupancy and operating efficiency. This year the Company has added 2 properties under this segment. This vertical has potential for growth and the Company will be pursuing this avenue in the times to come as well.



FINANCIAL OVERVIEW

The Byke reported the following performance in FY20: Revenues were ₹ 122.19 crores from hotel business in FY20.

Overall EBITDA was ₹ 37 crores in FY20.

EBITDA margin was 30% in FY20.

PAT was ₹ 4 crores in FY20 and PAT margin was 3% during the year under review.

RESOURCES AND LIQUIDITY

As on Mar 31, 2020, the Company's net worth stood at ₹ 188 cr, while total debt was ₹ 20 cr. The Company had cash and cash equivalents of ₹ 3 cr at the end of March 31, 2020.

STRATEGY & GROWTH

With a sharp focus on improving guest experiences, driving efficiencies and adapting swiftly to emerging trends, we continue to sustain long-lasting associations with our customers, employees, suppliers and other stakeholders. We are present in carefully selected, high-potential markets and will continue to expand in the future. Given our prominent industry position and unwavering focus on refreshing and realigning our portfolio in sync with changing guest preferences, we are well poised to take Indian hospitality places.

RISK MANAGEMENT:

Your Company operates in a highly competitive industry and success is dependent on our ability to compete on various factors such as attractiveness and quality of our offerings, quality of accommodation, food and beverage, location, service levels, and amenities, together with our brand reputation. The Company faces the following risks:

- **Competition:** The hospitality sector presents immense growth opportunity thereby attracting strong competition from hotel majors. Your Company may also have to compete with the new hotel properties that commence operation in the markets in which it operates or intend to commence operations.
Mitigation: Byke is present in the mid-market segment which faces low competition from branded hotels. Byke has created a strong brand in this segment.
- **Consumer Demand and General Economic Conditions:** Economic growth drives business and leisure travel as well as conferences, banquets and events which impact the success of our operations. In addition, the hotel industry and the demand for rooms is also affected by travel advisories, worldwide health concerns, geo-political developments, natural disasters in the region and inflation.



Mitigation: Byke has also increased focus on F&B/ Restaurants/ Events revenue which has been growing at a faster rate than room revenue. Also, there has been a focus to steadily increase in the ARR and occupancy levels by extensively improving its service standards.

- **Seasonality and Cyclicity of Business:** The hospitality industry is seasonal in nature. Our revenues are higher during the second half of each financial year as compared to first half of the financial year. Seasonality affects leisure travel and the MICE segment (meetings, incentives, conferences and events); however, business travel is generally more consistent throughout the year. Seasonality can be expected to cause quarterly fluctuations in our revenue, profit margins and earnings.

Mitigation: At Byke we also undertake regular activities towards Marketing and branding, Customer engagement and Dealer and partner engagement.

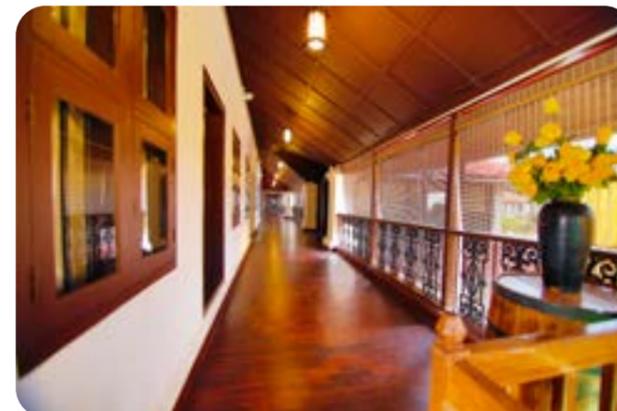
- **Business Continuity Risk:** In the event of disruption in the conduct of business due to incidents like fire, natural calamity, breakdowns of infrastructure etc. could adversely impact the business.
Mitigation: Byke has been rapidly expanding its portfolio across India. Thus pan-India presence lowers the risk.

Mitigation and Management Strategies:

Our risk management policy encompasses identification and evaluation of business risks. We implement mitigative steps to manage the same on a continuous basis. The Risk Management exercise is conducted annually with a periodic review. It involves internal participation, scanning of environment, objective setting, risk assessment, control activities, information & communication and monitoring. This framework seeks to create transparency, minimise adverse impact on business objectives and enhance our competitive advantages. Our risk management committee guides this entire process.

HEALTH AND SAFETY

Your Company continues to remain committed to making the Company a safe and secure place for all stakeholders. Safety is part of the integral agenda for all Executive Committee and Board meetings. Routinely identifying safety risks associated with operations helps the Company implement appropriate and effective mitigation plans and ensures overall safety compliance.



FOOD SAFETY, HYGIENE AND CLEANLINESS

Your Company is committed to continually improving the Food Safety Management System by training and optimising the capacities of people, processes and technologies within

the system and ensuring implementation of all applicable internal and external standards. Food Safety, Hygiene and Cleanliness audits are conducted regularly ensuring implementation of FSSAI guidelines and standards. Internal Food Safety workshops are organised at regular intervals to discuss the way forward for the implementation of food safety, hygiene and cleanliness at the hotels.

HUMAN RESOURCES:

Our growing talent pool is instrumental in driving our strategies and enabling the business to stay ahead in a dynamic business scenario, where today's wow becomes tomorrow's ordinary. We have created a culture that promotes team effectiveness and enables our colleagues to enhance the connect with all our stakeholders.

Your Company recognises that human resource is key to organisational success. Thus, the goal of the Human Resources (HR) department is to ensure that the employees are recruited, engaged, retained and motivated to contribute to the Company's growth and strategic mission. The HR department proactively engages with employees at all levels for this purpose.



We have implemented various employee initiatives during the year which focuses on:

- Mindfulness training -Continuing the senior leadership team's emphasis on emotional intelligence, we conducted a session on mindfulness.
- Induction/orientation of new hires for acquaintance with the culture of the Company.
- Training on operational risk, audit, compliance and regulatory aspects for frontline staff

- People management, customer-centric, and compliance-based programmes for employees in leadership roles.

The Company has also initiated a comprehensive review of its reward and recognition framework.

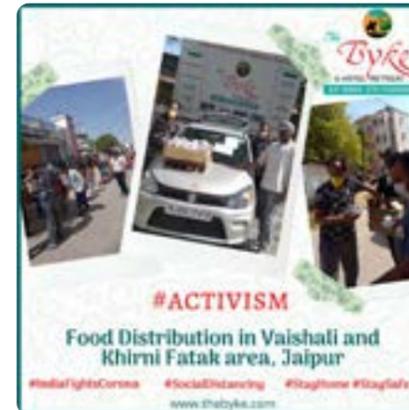
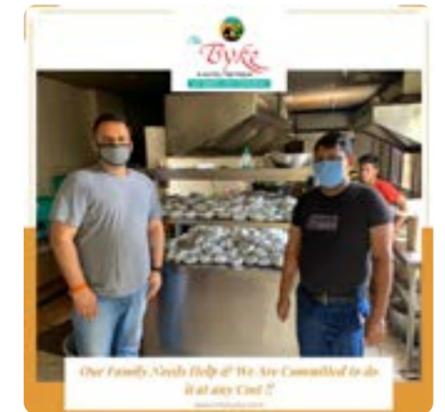
CORPORATE SOCIAL RESPONSIBILITY:

The Byke Hospitality Limited's Management believes in taking the environment and social responsibility sincerely, and aims to play an active role in contributing towards the society. It endeavours to integrate community development, social responsibility and environmental sustainability into its CSR strategy and formalise the integration of sustainability into its business practices. In pursuance of Section 135 of the Companies Act, 2013 the Company has put in place a formal CSR Policy. At the core, the endeavour is to evolve the eco-system the Company operates in. The Company believes in the concept of inclusive growth by reaching out and empowering the community.

Some key CSR Initiatives undertaken by the Company during FY20 comprised:

- **During outbreak of COVID-19:** As an act of community service, we have distributed over 4000 cooked food packets to the needy in Thane and Jaipur. In collaboration with the Lions Club, we have distributed essential grocery items packages to over 1500 underprivileged families in Mumbai and over 900 packets of grains in Matheran. The Byke Hotels & Resorts is also associated with the Feeding India initiative to distribute 200 packets of food every day, in Jaipur. Apart from food, basic essentials like towels and utensils were also distributed among 400 migrated workers in Mumbai.
- **Health and community welfare:** The health programme is attributed to development of awareness and provides basic necessary health support, awareness for improvement of hygiene. The Company is periodically engaged in blood donation, medical check-up camps and awareness building sessions in the areas of general health, natural remedies.
- **Education, skill development and livelihoods:** The education programme are run through various pre-primary and primary schools across various areas and assisting them to enter the proper education system. The Company adopted rural schools and anganwadis and renovated their infrastructure. It provides educational material and amenities to underprivileged students. The Company distributed sewing machines to women to catalyse sustainable livelihoods.
- **Environment:** The Company planted trees in Maharashtra, Goa, Rajasthan and Himachal Pradesh and responded to the Swachh Bharat Abhiyaan through cleanliness drives in the vicinity of its resorts.

The Company has been and shall always remain committed to the wellbeing of its neighbouring communities, society, environment and the nation at large.



OUTLOOK:

India's hotel industry was on an upswing on the back of robust prospects in the domestic tourism industry, increasing foreign tourist arrivals, improving forex inflows, high demand for air travel and muted supply growth. With the outbreak of the on-going Covid-19 pandemic worldwide the Tourism and Hospitality Industry in the Country has been facing burnt of the economic slowdown worldwide. In view of the current scenario the major focus for the hospitality industry has been temporarily shifted to the domestic tourist market. Your Company is highly equipped to unleash the potential of the budget segment that domestic market audience possess. Our focus is on delivering the best at an optimum cost.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The large size and nature of the business demands the Company to maintain a proper internal control system. Efforts are made by the Management to maintain a sound financial and commercial practice capable of improving the efficiency of the operation and sustainability of the business. The systems provide for adequate checks and balances; adherence to applicable statutes, accounting policies and approval procedures; and for ensuring optimum use of available resources. The system are regularly reviewed and improved upon.

The Board's Audit Committee oversees the adequacy of the internal control environment through periodic reviews of audit findings and by monitoring implementation of internal audit recommendations through compliance reports. The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors.

CAUTIONARY STATEMENT:

Statements in the Management's Discussion and Analysis report describing the Company's projection, 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 that would make a difference to the Company's operations include demand supply conditions, raw material prices, change in governmental regulations, tax regimes, economic developments within the country and other factors such as litigation and labour negotiations.



DIRECTOR'S REPORT

Dear Members,

Your Directors take great pleasure in presenting the Thirtieth Annual Report of your Company's business and operations together with the audited accounts for the financial year ('FY') ended March 31, 2020.

FINANCIAL PERFORMANCE

The Company's financial performance, for the financial year ended March 31, 2020 on standalone basis is summarized below:

| PARTICULARS | INR in Lakhs | |
|--|---------------------------|---------------------------|
| | Year Ended March 31, 2020 | Year Ended March 31, 2019 |
| Income: | | |
| Income from Operations | 12,218.58 | 14,676.57 |
| Other Income | 100.49 | 90.90 |
| Total Income | 12,319.07 | 14,767.47 |
| Expenditure: | | |
| Less: Operating & Other Expenses | 8,610.16 | 12,309.27 |
| Profit before Depreciation, Finance Costs and Tax | 3,708.91 | 2,458.19 |
| Less: Depreciation | 2,804.69 | 1,494.64 |
| Less: Finance Costs | 658.48 | 203.71 |
| Profit before Tax | 245.74 | 759.85 |
| Less: Provision for Taxes | (168.89) | 253.67 |
| Profit after Tax | 414.63 | 506.18 |
| Add: Other Comprehensive Income for the year (net of tax) | (1.27) | (2.34) |
| Total Comprehensive Income for the year | 413.36 | 503.84 |
| Add: Surplus brought forward from the previous year | 12,200.64 | 12,179.41 |
| Less: Prior period item | 0 | 0 |
| Amount available for appropriation | 12,614.00 | 12,683.25 |
| Appropriations: | | |
| Dividend (In respect of the previous year, a final dividend of 10% i.e. Re 1/- per Equity Share was declared and paid to the Members) | 0 | 400.98 |
| Tax on Dividend | 0 | 81.63 |
| Amount transferred to General Reserve | 0 | 0 |
| Surplus carried forward | 12,614.00 | 12,200.64 |

DIVIDEND

The Company is in regular expansion mode and also upgrading its existing properties. Therefore in order to fund new projects/up gradation, the Board has not recommended dividend and proposes to utilize the profits for its ongoing projects.

TRANSFER TO RESERVES:

The Company did not transfer any amounts to General Reserve during the year.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

The particulars of loans, guarantee and investments has been disclosed in the Financial Statements.

DEPOSITS

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

RELATED PARTY TRANSACTION

All Related Party Transactions entered during the financial year were on an arm's length basis and in the ordinary course of the Business.

Company has formulated policy on materiality of Related Party Transaction. The policy is available on the Company's website <http://thebyke.com/corporate-governance>

Since all related party transaction entered into by the company were on an arm's length basis and in the ordinary course of business, Form AOC-2 is not applicable.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT – 9, as provided under Section 92 (3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed hereto as Annexure - A to this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Cessation of tenure of directorship of Mr. Bharat Thakkar

During the year under review, Mr. Bharat Thakkar (DIN No. 03187892) Non-Executive Independent Director of the Company ceased to be the Director of the Company with effect from September 27, 2019.

BOARD EVALUATION

The Board of Directors have carried out an annual evaluation of their own performance, board committees and individual directors pursuant to provisions of the Act and the corporate governance requirement as prescribed by the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation 2015.

The performance of the board was evaluated by the board after taking inputs from all the directors on the basis of the criteria such as the Board Composition and structure, effectiveness of board process, information and functioning, etc. as provided through the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of Independent directors which was held on February 13, 2020, performance of non-independent directors and the board as whole was evaluated. Performance evaluation of Independent director was done by the entire board, excluding the independent director being evaluated.

DECLARATION BY INDEPENDENT DIRECTORS

As on March 31st, 2020, your Company has following Independent Directors:

1. C.A. Ram Ratan Bajaj
2. Mr. Ramesh Vohra
3. Mr. Sandeep Singh
4. Mr. Dinesh Goyal

In pursuance of Section 149(7) of the Companies Act, 2013, all the Independent Directors of the Company have submitted, a declaration, under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the LODR, that they meet the criteria of independence.

COMMITTEES OF THE BOARD

As on March 31st 2020, your Board has following Statutory Committees:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Stakeholders Relationship Committee
- d. Corporate Social Responsibility Committee
- e. Risk Management Committee

The details of the composition, meetings held during the year and attendance of the meetings and the terms of reference of the above Committees of the Board are provided in the Corporate Governance Report.

BOARD MEETINGS

During the year under review, Four Board Meetings were held and the intervening gap between the meetings did not exceed the period prescribed under the Act, the details of which are given in the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134 of the Companies Act, 2013, your Directors confirm having:

- a. followed in the preparation of the Annual Accounts, the applicable accounting standards with proper explanation relating to material departures if any;

- b. selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit of your Company for that period;
- c. taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d. prepared the Annual Accounts on a going concern basis;
- e. laid down internal financial controls to be followed by your Company and that such internal financial controls were adequate and operating effectively; and
- f. devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITOR

M/s Borkar & Mazumdar, Chartered Accountant were appointed as statutory auditor of your company at the Annual General Meeting held on September 20, 2016 for a term of five years.

The Auditor's Report to the Shareholders does not contain any qualifications hence does not require any comments on the same. The Auditor's Report is enclosed with the financial statements in this Annual Report.

INTERNAL AUDITOR

Pursuant to provision of Section 138 and other applicable provision of Companies Act, 2013, P.P. Kapoor & Co., Chartered Accountants (Firm Registration No. 104806W) has been appointed as internal auditor of the company for the financial year under review.

SECRETARIAL AUDITOR

Pursuant to the provision of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Board of Directors of the company has appointed M/s Suman Sureka & Associates, Practising Company Secretary as secretarial auditor of the company.

The Secretarial Auditor's Report for the year does not contain any qualifications hence does not require any comments on the same. The Secretarial Auditor's Report is enclosed as ANNEXURE B to the Board's report in this Annual Report.

Annual Secretarial Compliance Report

In terms of Clause 3(b)(iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020 issued by M/s Suman Sureka & Associates, Practising Company Secretaries is annexed as ANNEXURE C to this report.

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the initiatives undertaken by your Company on (Corporate Social responsibility) CSR activities during the year is set out in ANNEXURE D of this report. The CSR Committee decided to continue with existing programs and increase focus on health and education in the years ahead. The CSR policy is available on the website of your Company. Detailed Composition of the CSR Committee, number of meetings held during the year under the review and other related details are set out in the Corporate Governance report which forms a part of this report.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There is no subsidiary company, associate company or joint venture of your company within the meaning of section 2(87) & 2(6) of the Companies Act 2013 respectively.

DEVELOPMENT IN HUMAN RESOURCES

The Company continues to maintain a very cordial and healthy relationship with its workforce across all its units. The total number of persons working in the group (permanent employees on rolls and contractual employees) as at March 31, 2020 was 720 across all its units in the group.

The Company is ensuring the best place to work to attract and retain good employees in the Company. The Company continued to strive towards attracting, retaining, training, multiskilling employees. With the increase in workforce due to expansion in business, envisaging the requirement of adequate on the job training across the various levels of employees. The Human Resource Team carried out the following programs across the group during the year:

1. Hospitality Training Program.
2. Food Festivals to make staff experience cuisines of multiple types.
3. Plantation drives as an environmental awareness initiative.
4. Blood donation camp and staff health check-up camps.

PARTICULARS OF EMPLOYEES & RELATED DISCLOSURE

The information required under section 197 of Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 forms part of this Annual Report. However this information is not sent along with this report pursuant to provision of section 136 of the Act. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary / Compliance Officer at the registered office of the Company.

CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 forms an integral part of this report. A certificate from M/s Borkar & Mazumdar, Chartered Accountant, Statutory Auditor of the company regarding compliance on conditions of corporate governance as stipulated in the Listing Regulations is also appended to the report on Corporate Governance.

MANAGEMENT'S DISCUSSION & ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 is presented in a separate section forming part of the Annual Report.

INVESTOR EDUCATION & PROTECTION FUND (IEPF)

Pursuant to applicable provision of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rule, 2016 ('the Rules'), all unpaid or unclaimed dividend are required to be transferred by the company to the IEPF established by the Central Government, after the completion of seven years. In accordance with the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall be transferred to the demat account created by the IEPF Authority. Accordingly your company has transferred the unclaimed and unpaid dividend and shares.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under section 134(3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rule, 2014, as amended is annexed as ANNEXURE E to this report.

INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK

The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

RISK MANAGEMENT

The Company has established an effective Compliance Mechanism to mitigate the risk and will be reviewed by the Board periodically. The Company has adopted Risk Management Policy, pursuant to the provision of Section 134 of the Act, to identify and evaluate business risks and approach for mitigation of such risks.

VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance with Section 177(9) and (10) of the Companies Act, 2013, and regulations specified under LODR.

The Company has adopted a channel for receiving and redressing of employees' complaints. Under this policy, we encourage our employees to report any reporting of fraudulent financial or other information to the stakeholders, any conduct that results in violation of the Company's Code of Business Conduct. Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind

against any employees who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring. Details of the policy is available on the company's website at www.thebyke.com

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at its workplace and in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under, your Board of Directors has approved and adopted a "Policy on Prevention of Sexual Harassment at Workplace" to provide equal employment opportunity and is committed to provide a work environment that ensures every woman employee is treated with dignity and respect and afforded equitable treatment. During the year under review the Company has received no complaints on sexual harassment.

DISCLOSURE OF FRAUDS IN THE BOARDS' REPORT UNDER SECTION 143 OF THE COMPANIES ACT, 2013:

During the year under review, your Directors did not observe any contract, arrangement and transaction which could result in a fraud; your Directors hereby take responsibility to ensure you that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2019 - 2020.

PAYMENT OF LISTING FEE AND CUSTODIAL FEE

Your Company has paid the Annual Listing Fee and Annual Custodial Fee for the Financial Year 2019 - 2020, to the National Stock Exchange ("NSE"), Metropolitan Stock Exchange (MSEI) and the Bombay Stock Exchange ("BSE") and to National Securities and Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) respectively.

DEMATERIALIZATION

The Company's shares are available for dematerialization with both the Depositories viz., NSDL and CDSL. About 98.31% of the paid-up equity share capital of the Company has been dematerialized as on March 31, 2020.

MATERIAL ORDER PASSED BY THE REGULATORS

There are no significant material order passed by the Regulators or court or tribunal impacting the going concern status of the Company and its operation in future.

GREEN INITIATIVES

The Company, in order to promote green initiative, has sent electronic copies of the Annual Report for Financial Year 2019 - 2020, along with the Notice of the 30th Annual General Meeting, are sent to all members whose email addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA").

Members are requested to register their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA"). Pursuant to Ministry of Corporate Affairs (MCA) General Circular No. 20/2020 dated May 05, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 the requirement of sending physical copies of Annual Report has been dispensed with for FY 2019-2020 and Companies are permitted to send the Notice of Annual General Meeting (AGM) and Annual Report for FY 2019-20 through electronic means to the members considering the safety measures to be taken in the times of the outbreak of the Covid-19 pandemic worldwide and hence there shall be no physical circulation of Notice for Annual General Meeting (AGM) and Annual Report for FY 2019-20.

ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. We are sure you will join our Directors in conveying our sincere appreciation to all employees of the Company and its associates for their hard work and commitment. Their dedication and competence has ensured that the Company continues to be a significant and leading player in the Hospitality Industry.

For and on behalf of the Board of Directors

(Anil Patodia)
Managing Director
DIN: 00073993

(Archana Patodia)
Non-Executive Director
DIN: 00795826

Place: Mumbai

Date: September 14, 2020

ANNEXURE "A" TO THE DIRECTOR'S REPORT



EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2020

Pursuant to Section 92(3) of the Companies Act, 2013 read with [The Companies (Management and Administration) Rules, 2014] **FORM NO. MGT-9**

A. REGISTRATION AND OTHER DETAILS:

| | |
|---|---|
| CIN:- | L67190MH1990PLC056009 |
| Registration Date: | 29-03-1990 |
| Name of the Company: | The Byke Hospitality Limited. |
| Category / Sub-Category of the Company | Public Company/ Limited by shares |
| Address of the Registered office and contact details: | Shree Shakambahri Corporate Park, Plot No: 156-158, Chakravarti Ashok Complex, J.B.Nagar, Andheri East, Mumbai 400 099 Tel: +91 22 6707 9666 Fax:+91 22 6707969 |
| Whether listed company | Yes |
| Name, Address and Contact details of Registrar and Transfer Agent, if any | Sharex Dynamic (India) Private Limited Unit-1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanti Marg, Andheri- Kurla Road, Safed Pool, Andheri East, Mumbai 400072 |

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service% to total turnover of the company | % to total turnover of the company |
|---------|--|--|------------------------------------|
| 1 | Hotels and Resorts | 55101 | 100 |

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and address of the company | CIN/GLN | Holding/Subsidiary/ Associate | % of shares held |
|----------------|---------------------------------|---------|-------------------------------|------------------|
| Not Applicable | | | | |

D. SHARE HOLDING PATTERN

i. Category-wise Share Holding

| Category of Shareholder | No. of Shares held at the beginning of the year 01/04/2019 | | | | No. of Shares held at the end of the year 31/03/2020 | | | | % Change during the year |
|----------------------------|---|----------|----------|-------------------|---|----------|----------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (a). Individual | 8719238 | 0 | 8719238 | 21.74 | 8863184 | 0 | 8863184 | 22.10 | 0.36 |
| (b). Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (c). State Govt(s). | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d). Bodies Corpp. | 9925098 | 0 | 9925098 | 24.75 | 9925098 | 0 | 9925098 | 24.75 | 0.00 |
| (e). FIINS / BANKS. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (f). Any Other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | | | | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (A) (1) | 18644336 | 0 | 18644336 | 46.50 | 18788282 | 0 | 18788282 | 46.86 | 0.36 |

| Category of Shareholder | No. of Shares held at the beginning of the year 01/04/2019 | | | | No. of Shares held at the end of the year 31/03/2020 | | | | % Change during the year |
|---|--|----------|----------|-------------------|--|----------|----------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| 1. FOREIGN | | | | | | | | | |
| (a) Individual NRI/ For Ind | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b) Other Individual | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c) Bodies Corporates | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e) Qualified Foreign Investor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (f) Any Other Specify | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A) (2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total shareholding of Promoter (A) = A(1)+(A(2)) | 18644336 | 0 | 18644336 | 46.50 | 18788282 | 0 | 18788282 | 46.86 | 0.36 |

B. 1) PUBLIC SHAREHOLDING

| | | | | | | | | | |
|-----------------------------------|---------|---|---------|-------|---------|---|---------|------|-------|
| (a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| (b) Alternate Funds | 180000 | 0 | 180000 | 0.45 | 180000 | 0 | 180000 | 0.45 | 0.00 |
| (c) Banks / FI | 3560 | 0 | 3560 | 0.01 | 1264 | 0 | 1264 | 0.00 | -0.01 |
| (d) Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (e) State Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (f) Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (g) Insurance Companies | 375972 | 0 | 375972 | 0.94 | 375972 | 0 | 375972 | 0.94 | 0.00 |
| (h) FIs | 3930943 | 0 | 3930943 | 9.80 | 2764074 | 0 | 2764074 | 6.89 | -2.91 |
| (i) Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (j) Others (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (B) (1) | 4490475 | 0 | 4490475 | 11.20 | 3321310 | 0 | 3321310 | 8.28 | -2.92 |

B. 2) Non-Institutions

| | | | | | | | | | |
|---|----------|---------|----------|--------|----------|--------|----------|--------|-------|
| (a) BODIES CORP. | | | | | | | | | |
| (i) Indian | 2097225 | 6600 | 2103285 | 5.25 | 2190633 | 6600 | 2197233 | 5.48 | 0.23 |
| (ii) Overseas | | | | | | | | | |
| (b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto Rs.1 lakh | 7317230 | 550324 | 7867554 | 19.62 | 6960595 | 542322 | 7502917 | 18.71 | -0.91 |
| (ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh | 1672394 | 605022 | 2277416 | 5.68 | 4513555 | 95600 | 4609155 | 11.49 | 5.81 |
| (c) Other (specify) | | | | | | | | | |
| Non Resident Indians | 790796 | 0 | 790796 | 1.97 | 958349 | 0 | 958349 | 2.39 | 0.42 |
| Overseas Corporate Bodies | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0.00 |
| Clearing Members | 3609037 | 200 | 3609237 | 9.00 | 2720049 | 200 | 2720249 | 6.78 | -2.22 |
| IEPF | 202 | 0 | 202 | 0.00 | 305 | 0 | 305 | 0 | 0.00 |
| NBFC | 314499 | 0 | 314499 | 0.78 | 0 | 0 | 0 | 0 | 0.00 |
| Sub-total (B) (2) | 15800843 | 1162146 | 16962989 | 42.30 | 17343486 | 644722 | 17988208 | 44.84 | 2.87 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 20291318 | 1162146 | 21453464 | 53.50 | 20664796 | 644722 | 21309518 | 53.14 | -0.36 |
| C. Shares held by Custodian for GDRs & ADRs | | | | | | | | | |
| Grand Total (A+B+C) | 38935654 | 1162146 | 40097800 | 100.00 | 39453078 | 644722 | 40097800 | 100.00 | 0 |

(ii) Shareholding of Promoters

| Sr. No. | Shareholder's Name | No. of Shares held at the beginning of the year 01/04/2019 | | | No. of Shares held at the end of the year 31/03/2020 | | | % Change in Share Holding During the Year |
|---------|-----------------------------------|--|----------------------------------|---|--|----------------------------------|---|---|
| | | No. of Shares | % of total Shares of the company | No of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | No of Shares Pledged / encumbered to total shares | |
| 1 | HOTEL RELAX PVT LTD. | 8925098 | 22.26 | 0 | 8925098 | 22.26 | 0 | 0.00 |
| 2 | CHOICE CAPITAL ADVISORS PVT. LTD. | 1000000 | 2.49 | 425000 | 1000000 | 2.49 | 0 | 0.00 |
| 3 | VINITA SUNIL PATODIA | 4658340 | 11.62 | 0 | 4658340 | 11.62 | 0 | 0.00 |
| 4 | ANIL CHOTHMAL PATODIA | 1837500 | 4.58 | 0 | 1981446 | 4.94 | 0 | 0.36 |
| 5 | ARUNKUMAR PODDAR | 570888 | 1.42 | 570000 | 570888 | 1.42 | 0 | 0.00 |
| 6 | ARCHANA ANIL PATODIA | 549150 | 1.37 | 0 | 549150 | 1.37 | 0 | 0.00 |
| 7 | KAMAL PODDAR | 350000 | 0.87 | 350000 | 350000 | 0.87 | 0 | 0.00 |
| 8 | HEMLATA KAMAL PODDAR | 340000 | 0.85 | 340000 | 340000 | 0.85 | 0 | 0.00 |
| 9 | ANIL CHOTHMAL PATODIA (HUF) | 43360 | 0.11 | 0 | 43360 | 0.11 | 0 | 0.00 |
| 10 | AAYUSH ANIL PATODIA | 370000 | 0.92 | 0 | 370000 | 0.92 | 0 | 0.00 |
| | Total | 18644336 | 46.50 | 1685000 | 18788282 | 46.86 | 0 | 0.36 |

(iii) Change in Promoter's Shareholding

| Sr. No. | Name of Promoter | Date of Event | Shareholding at the Beginning of the Year | | Cumulative Shareholding during the year | |
|---------|-------------------------------------|---------------|---|----------------------------------|---|----------------------------------|
| | | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 1 | Anil Patodia | | | | | |
| | At the Beginning of the Year | | 1837500 | 4.58 | 1837500 | 4.58 |
| | Purchase of share | 24-02-2020 | 143946 | 0.36 | 1981446 | 4.94 |
| | At the end of the year | | | | 1981446 | 4.94 |

(iv) Shareholding of top ten shareholders

| Sr. No. | Top 10 Shareholders | Shareholding at the beginning of the year (01-04-2019) | | Bought during the year | Sold during the year | Shareholding at the end of the year (31-03-2020) | |
|---------|---|--|----------------------------------|------------------------|----------------------|--|----------------------------------|
| | | No. of Shares | % of total shares of the Company | | | No. of Shares | % of total shares of the Company |
| 1 | HOTEL RELAX PVT LIMITED | 8925098 | 22.26 | 0 | - | 89,25,098 | 22.26 |
| 2 | VINITA SUNIL PATODIA | 4658340 | 11.62 | 0 | 0 | 46,58,340 | 11.62 |
| 3 | JUPITER INDIA FUND | 2237580 | 5.58 | 0 | 53534 | 21,84,145 | 5.47 |
| 4 | ANIL CHOTHMAL PATODIA | 1837500 | 4.58 | 1,43,946 | 0 | 19,81,446 | 4.94 |
| 5 | ORBIS FINANCIAL CORPORATION LIMITED | 1691061 | 4.22 | 1,52,000 | 0 | 18,43,061 | 4.60 |
| 6 | FLORENCE AGROFOODS PRIVATE LIMITED | 1587500 | 3.96 | 1,62,000 | 0 | 17,49,500 | 4.36 |
| 7 | CHOICE CAPITAL ADVISORS PRIVATE LIMITED | 1000000 | 2.49 | 0 | 0 | 10,00,000 | 2.49 |
| 8 | PROGRESSIVE SHARE BROKERS PRIVATE LIMITED | 661045 | 1.65 | 0 | 0 | 6,61,045 | 1.65 |
| 9 | ARUNKUMAR PODDAR | 570888 | 1.42 | 0 | 0 | 5,70,888 | 1.42 |
| 10 | ARCHANA ANIL PATODIA | 549150 | 1.37 | 0 | 0 | 5,49,150 | 1.37 |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sr. No. | No. of Shares at the beginning (1-04-2019) / end of the year (31-03-2020) | Shareholding at the beginning of the year 01/04/2019 | | | Cumulative Shareholding during the year 31/03/2020 | | |
|---------|---|--|------|-------------------------------------|--|---------------|----------------------------------|
| | | % of total shares of the Company | Date | Increase / Decrease in shareholding | Reason | No. of Shares | % of total shares of the Company |
| | | | | | | | |

* Mr. Anil Patodia, Managing Director and Mrs. Archana Patodia, Director held shares in the Company. The details of their shareholding is disclosed under the head -Promoter's Shareholding

V. INDEBTEDNESS

Indebtedness of the Company Including Interest Outstanding/Accrued But Not Due for Payment

| | Secured Loans Excluding Deposits | Unsecured Loans | Cumulative Shareholding during the year | Total Indebtedness |
|--|----------------------------------|-----------------|---|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | NIL | NIL | NIL | NIL |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | | | | |
| Change in Indebtedness during the financial year | | | | |
| • Addition | NIL | NIL | NIL | NIL |
| • Reduction | | | | |
| Net Change | | | | |
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | NIL | NIL | NIL | NIL |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | NIL | NIL | NIL | NIL |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNE

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sr. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | Total Amount |
|---------|---|--|--------------|
| 1 | Gross salary | Mr. Anil Patodia | 6000000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 60,00,000 | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | |
| 2 | Stock Option | - | |
| 3 | Sweat Equity | - | |
| 4 | Commission | - | |
| | - as % of profit | - | |
| | - others, specify... | - | |
| 5 | Others, please specify | - | |
| | Total (A) | 60,00,000 | 6000000 |
| | Ceiling as per the Act | It is in accordance within the ceiling as specified under section 197 of the companies Act,2013. | |

B. Remuneration to other directors:

| Sr. No. | Particulars of Remuneration | Name of Directors Manager | | | | | Total Amount |
|---------|--|--|------------------|--------------------|-------------------|------------------------|--------------|
| | | Mr. Bharat Thakkar | Mr. Ramesh Vohra | Mr. Ramratan Bajaj | Mr. Sandeep Singh | Mr. Dinesh Kumar Goyal | |
| 1 | Independent Directors | | | | | | |
| | • Fee for attending board / committee meetings | Nil | 60,000 | 80,000 | 80,000 | 80,000 | 3,00,000 |
| | • Commission | | | | | | |
| | • Others, please specify | | | | | | |
| 2 | Total (1) | Nil | 60,000 | 80,000 | 80,000 | 80,000 | 3,00,000 |
| 3 | Other Non-Executive Directors | | | | | | |
| 4 | • Fee for attending board / committee meetings | | | | | | |
| | • Commission | | | | | | |
| | • Others, please specify | | | | | | |
| 5 | Total (2) | | | | | | |
| | Total (B)=(1+2) | Nil | 60,000 | 80,000 | 80,000 | 80,000 | 3,00,000 |
| | Total Managerial Remuneration | Nil | 60,000 | 80,000 | 80,000 | 80,000 | 3,00,000 |
| | Overall Ceiling as per the Act | It is in accordance with the ceiling as specified under section 197 of the Companies Act, 2013 | | | | | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | Total Amount |
|---------|--|--------------------------|-------------------|--------------|
| | | CFO | Company Secretary | |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961" | 13,20,000 | 4,25,528 | 17,45,528 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - | |
| 2 | Stock Option | - | - | |
| 3 | Sweat Equity | - | - | |
| 4 | "Commission - as % of profit - others, specify..." | - | - | |
| | Others, please specify | - | - | |
| | Total | 13,20,000 | 4,25,528 | 17,45,528 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority [RD / NCLT/ COURT] | Authority [RD / NCLT/ COURT] |
|-------------------------------------|------------------------------|-------------------|--|------------------------------|------------------------------|
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |

ANNEXURE “B” TO THE DIRECTOR’S REPORT



SECRETARIAL AUDIT REPORT

Form No. MR-3

(For the financial year ended 31st March, 2020)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
The Byke Hospitality Limited
Shree Shakambhari Corporate Park, 156-158,
Chakravorty Ashok Society, J. B. Nagar, Andheri (East),
Mumbai – 400099

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Byke Hospitality Limited (CIN: L67190MH1990PLC056009)** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that in our opinion, during the audit period covering the financial year ended on 31st March, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2020 according to the provisions of undernoted Acts, regulations and guidelines as applicable to the Company:

- i. The Companies Act, 2013 (the Act) and the rules made there under.
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **(Not Applicable).**
- v. The following Regulations and guidelines prescribed under Securities and Exchange Board of India Act, 1992(‘SEBI Act’):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable, since the Company did not issue any securities during the financial year under review);**
 - d. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - e. The Securities and Exchange Board of India (Share based employee Benefit) Regulation 2014 **(Not applicable);**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008 **(Not Applicable, since the Company has not issued any debt securities, during the financial year under review);**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable, as the Company has not delisted its equity shares from any stock exchange during the financial year under review);**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable, as the Company has not bought any of its securities during the financial year under review);**
- vi. OTHER APPLICABLE ACTS,
 - a. The Provident Funds Act.
 - b. Food Safety and Standards Act, 2006 (Central Government).
 - c. Shops & Establishments Act, 1973.
 - d. Luxuries (in Hotels and Lodging House) Act, 1969.
 - e. Lifts and Escalators Act, 1939 / Elevators and Lifts Act, 2002

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with respect to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that,

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b. Adequate notice is given to all directors to schedule the Board Meetings/Committee Meetings, agenda and detailed notes on agenda were sent generally seven days in advance.
- c. A system exist for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
- d. Decisions at the Board Meetings/ Committee Meetings were taken with requisite majority.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company of applicable financial laws including but not limited to direct and indirect tax laws has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professional.

I further report that,

During the audit period, there were no instances of:

- i. Public/ Rights/ Preferential issue of shares/ debentures/ sweat equity, etc.;
- ii. Redemption/ buy-back of securities;
- iii. Foreign technical collaborations;
- iv. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- v. Merger / amalgamation / reconstruction, etc.

Place: Mumbai
Date: September 14, 2020

For Suman Sureka & Associates
sd/-

Suman Murarilal Sureka
Proprietor
FCS No. – 6842 C.P. No. - 4892

This report is to be read along with our letter annexed as Annexure-A and forms an integral part of this report.

ANNEXURE-A

To,
The Members,
The Byke Hospitality Limited
Shree Shakambhari Corporate Park, 156-158,
Chakravorty Ashok Society, J. B. Nagar, Andheri (East),
Mumbai – 400099

Our Secretarial Audit Report for the financial year ended 31st March, 2020 is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records, based on our audit.
2. We have followed the audit practices and processes as were appropriate, to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have relied on the audited financial statements of the Company for the correctness and appropriateness of financial records and Books of Accounts.
4. We have obtained the Management representation, wherever required, about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: September 14, 2020

For Suman Sureka & Associates
sd/-

Suman Murarilal Sureka
Proprietor
FCS No. – 6842 C.P. No. - 4892

ANNEXURE “C” TO THE DIRECTOR’S REPORT



SECRETARIAL COMPLIANCE REPORT OF THE BYKE HOSPITALITY LIMITED

(For the year ended 31.03.2020)

I, Suman Murarilal Sureka proprietor of M/s Suman Sureka & Associates, Practicing Company Secretaries have examined:

- All the documents and records made available to us and explanation provided by The Byke Hospitality Limited (the listed entity),
- The filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2020 in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not applicable for the reporting period 2019-20.
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: Not applicable for the reporting period 2019-20.
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not applicable for the reporting period 2019-20.

g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: Not applicable for the reporting period 2019-20.

h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder; and based on the above examination,

I hereby report that, during the Review Period:

- The listed entity has complied with all the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr.No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|-------|--|----------------|---|
| | | Not Applicable | |

b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records. However the correctness of the records lies with the management.

c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

| Sr.No | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|-------|-----------------|----------------------|---|--|
| | | | | Not Applicable |

d. The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr.No | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned) | Actions taken by the listed entity, if any. | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|-------|--|--|---|--|
| | | | | Not Applicable |

For Suman Sureka & Associates
sd/-

Place: Mumbai
Date: 25th June, 2020
UDIN- F006842B000378224

Suman Murarilal Sureka
Proprietor
FCS No. – 6842
C.P. No. - 4892

ANNEXURE “D” TO THE DIRECTOR’S REPORT



REPORT ON CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility of the Company and its Policy

The company has framed a CSR Policy in compliance with section 135 of the Companies Act, 2013. The Policy prescribes the broad framework to ensure that all the activities carried out by the Company towards sustainability and social responsibility are in the best interest of the company and guided by the principles of this policy. Through CSR initiatives, your company is committed to its duty of providing environment friendly products and services and improve the lives of individuals and communities in the country.

The company Board has formed CSR Committee which will oversee the policy execution and prepare monitoring mechanism to ensure implementation of the projects, programmes and activities proposed to be undertaken by the Company as per the Policy.

Composition of Committee

- Mr. Anil Patodia:- Chairman
- Mr. Satyanarayan Sharma :- Member
- Mr. Ramesh Vohra :- Member

Total amount spent for the financial year:

| Sr. No. | Amount (INR in lakhs) |
|--|-----------------------|
| Avg.net profit of three years | 3,704.79 |
| 2% of Avg. net profits as per Sec 135 of Companies Act, 2013 | 74.10 |
| Amount spent on CSR Activities | 76.22 |
| Amount unspent | Nil |

Manner in which the amount spent during the financial year is detailed below:

| Sr.No | CSR project or activity Identified | Sector in which the Project is Covered | Location of Projects or Programmes | Amount outlay (budget) project or programmes wise (INR in Lakhs) | Amount spent on project or programmes wise (INR in Lakhs) | Cumulative expenditure upto the reporting period March 31, 2020 (INR in Lakhs) | Amount spent: Direct or through implementing agency |
|-------|------------------------------------|--|------------------------------------|--|---|--|--|
| 1 | Health awareness/ | Health | Mumbai | 10.00 | 9.28 | 9.28 | Direct as well as Lions Club, Mumbai |
| 2 | Distribution of food items Slum | Health | Mumbai | 10.00 | 12.26 | 12.26 | Direct as well as Lions Club, Mumbai |
| 3 | Mid-day Meal | Education | Mumbai | 20.00 | 21.83 | 21.83 | Through Navasrushti International Trust |
| 4 | Promotion of Education | Education | Mumbai | 25.00 | 22.47 | 22.47 | Direct as well as Lions Club & Swabhiman Trust, Mumbai |
| 5 | Environment | Environment | Mumbai | 10.00 | 10.38 | 10.38 | Through Hindu Spirituals & Services Fairs |
| | | | Total | 75.00 | 76.22 | 76.22 | |

ANNEXURE “E” TO THE DIRECTOR’S REPORT



PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULE, 2014

A. Conservation of Energy

I. The steps taken or impact on conservation of energy:

The Company is making continuous efforts on on-going basis for energy conservation by adopting innovative measures to reduce wastage and optimise consumption.

- Installation of LED Lights which will reduce the power consumption and also reduce heating thereby minimising the need for cooling in those areas.
- Installation of five star rating air conditioners in all hotels
- Eliminated leakages in utility systems
- Ensured best possible automation to reduce electricity wastage
- Appropriate system developed and plants installed for waste management at the hotels.

II. The Steps taken by the company for utilising alternate source of energy

- Installation of Solar plant which helps in energy generation at The Byke Brightlands Resort, Matheran.

III. Capital Investment on Energy Conservation Equipment

During the year, Company invested in energy conservation equipment at various properties.

B. Technology Absorption

The Company continues to absorb and upgrade modern technologies and advanced hotel management techniques in various areas.

C. Foreign Exchange Earnings and Outgo

There were no foreign exchange earnings or outgo during the year.

REPORT ON CORPORATE GOVERNANCE



The Directors present the Company’s Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPANY’S PHILOSOPHY

Your Company believes Good Corporate Governance is a set of internal controls, systems, policies, standards, procedures which are pre-eminent for the conventional operations of the Company. These set of Corporate Governance policies play an important and decisive role in mitigation of risks and compliance throughout, it helps in improving the organisational efficiency.

The Company considers and has been practising the principles of accountability and transparency in implementation of all the policies, procedures, standards and systems. The Management at the Company demonstrates responsible leadership by acting as trustees to the shareholder’s capital. The Company exercises the principles of integrity, fairness, equitability as a part of its Corporate Governance practices and adapts a decorous process for the welfare of its stakeholders.

Comprehensive list of Board of Directors and Board Committees:

| Managing Director | | Executive Director | |
|---------------------------------------|--|---|--|
| Mr. Anil Patodia | | Mr. Pramod Patodia | |
| Non - Executive Independent Directors | | Non-Executive Non-Independent Directors | |
| Mr. Sandeep Singh | | Mrs. Archana Patodia | |
| C.A. Ram Ratan Bajaj | | Mr. Satyanarayan Sharma | |
| Mr. Ramesh Vohra | | | |
| Mr. Dinesh Goyal | | | |
| Audit Committee | | | |
| C.A. Ram Ratan Bajaj | | Chairman | |
| Anil Patodia | | Member | |
| Mr. Sandeep Singh | | Member | |
| Stakeholder’s Relationship Committee | | | |
| Mr. Satyanarayan Sharma | | Chairman | |
| C.A Ram Ratan Bajaj | | Member | |
| Mr. Anil Patodia | | Member | |
| CSR Committee | | | |
| Mr. Anil Patodia | | Chairman | |
| Mr. Ramesh Vohra | | Member | |
| Mr. Satyanarayan Sharma | | Member | |

| Nomination and Remuneration Committee | |
|---------------------------------------|----------|
| Mr. Ramesh Vohra | Chairman |
| C.A Ram Ratan Bajaj | Member |
| Mrs. Archana Patodia | Member |

BOARD OF DIRECTORS:

1. Re-appointment of Directors

During the financial year under review, the following Directors were re-appointed on the Board by the Shareholders:

- Mrs. Archana Patodia (DIN: 00795826), Non-Executive Non-Independent Director, retired by rotation and being eligible offered herself for re-appointment and was re-appointed by the shareholders at the 29th AGM held on September 27, 2019.
- Mr. Ramesh Vohra (DIN: 03502651), Non-Executive Independent Director, was re-appointed for a tenure of 5(Five) years with effect from September 27, 2019 by the shareholders by a passing a special resolution on September 27, 2019 at the 29th AGM conducted by the Company.
- Mr. Ram Ratan Bajaj (DIN: 03502832), Non-Executive Independent Director, was re-appointed for a tenure of 5(Five) years with effect from September 27, 2019 by the shareholders by a passing a special resolution on September 27, 2019 at the 29th AGM conducted by the Company.
- Mr. Sandeep Singh (DIN: 02814440), Non-Executive Independent Director, was re-appointed for a tenure of 5(Five) years with effect from September 27, 2019 by the shareholders by a passing a special resolution on September 27, 2019 at the 29th AGM conducted by the Company.

2. Cessation of Directorship

During the financial year under review, Mr. Bharat Thakkar, Non-Executive Independent Director (DIN: 03187892) of the Company ceased to be the Director of the Company with effect from September 27, 2019 on account of end of his tenure of 5 (five) years as an Independent Director.

3. Composition of the Board

As on March 31, 2020 the company has eight directors out of which two are Executive Directors, two are Non-Executive Non-Independent Directors and four are Non-Executive Independent Directors. The Composition of the Board of Directors is in conformity with requirement of Regulation 17 SEBI (LODR) Regulations, 2015. The profiles of the directors are available on the Company’s Website i.e. www.thebyke.com. Mrs. Archana Patodia - Non-Executive Director is the Woman Director on the Board.

| Category | No. of Directors | Percentage to Total no. of Directors |
|--------------------------------------|------------------|--------------------------------------|
| Executive Directors | 2 | 25 |
| Non- Executive Independent Directors | 4 | 50 |
| Other Non-Executive Directors | 2 | 25 |
| Total | 8 | 100 |

| Name of the Director | Category of Directors | No. of Directorship and Committee Membership/ Chairmanships in other Indian Public Companies | | | Directorships in other Listed Entities | Qualification/Expertise |
|------------------------|------------------------|--|--------|----------|---|--|
| | | Director | Member | Chairman | | |
| Mr. Anil Patodia | Managing Director | NIL | NIL | NIL | | Qualification: Bachelor of Commerce. Expertise: Business Management, Finance and Strategic Management & Planning, rich experience in hospitality and service industry. |
| Mrs. Archana Patodia | Non-Executive Director | NIL | NIL | NIL | | Qualification: Bachelor of Arts Expertise: Management and Administrative functions |
| Mr. Pramod Patodia | Executive Director | NIL | NIL | NIL | | Qualification: Bachelor of Commerce. Expertise: Business Management |
| Mr. S.N. Sharma | Non-Executive Director | NIL | NIL | NIL | | Qualification: Electrical Engineer Expertise: Operations and Management |
| Mr. Ram Ratan Bajaj | Independent Director | NIL | NIL | NIL | | Qualification: Fellow member of the Institute of Chartered Accountants of India Expertise: finance, taxation, corporate law, accounts, project implementation, cost control and other related matters. |
| Mr. Ramesh Vohra | Independent Director | NIL | NIL | NIL | | Qualification: Bachelor of Commerce. Expertise: Finance, Economics & Business Management |
| *Mr. Bharat Thakkar | Independent Director | 1 | 1 | NIL | | Qualification: Post Graduate in Commerce Expertise: Finance and Investment |
| Mr. Sandeep Singh | Independent Director | 3 | 5 | NIL | Solid Containers Limited – in the capacity of Independent Director. Bhageria Industries Limited – in the capacity of Independent Director. Navkar Corporation Limited – in the capacity of Independent Director. | Qualification: Postgraduate in Rural Development, General Business Management Expertise: Business Management, Finance and Strategic Management |
| Mr. Dinesh Kumar Goyal | Independent Director | 3 | NIL | NIL | H.G. Infra Engineering Limited (Part IX) – in the capacity of Non- Executive Non-Independent Director. SPML Infra Limited – in the capacity of Independent Director. | Qualification: Retired IAS Officer, Masters in Physics & Economics Expertise: Business & Strategic Management and Economics |

Notes:

- The directorship held by directors as mentioned above, do not include directorship in The Byke Hospitality Limited, in Private Companies, Foreign Companies and Section 8 Companies.
- Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies other than The Byke Hospitality Limited.
- Mr Bharat Thakkar ceased to be the director of the Company with effect from September 27, 2019 as he did not seek reappointment on account of completion of his tenure of 5 (Five) years as an Independent Director.
- Mr. Sandeep Singh resigned from the Board of Bhageria Industries Limited with effect from July 02, 2020.
- Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.
- Maximum tenure of Independent Directors is in accordance with the Act and Rules made thereunder.

| Name of the Director | No. of Shares held in the Company | No. of Board meetings held during the tenure of the Directors | No. of Board meetings attended | Attendance at last AGM |
|------------------------|-----------------------------------|---|--------------------------------|------------------------|
| Mr. Anil Patodia | 19,81,446 | 4 | 4 | Yes |
| Mrs. Archana Patodia | 5,49,150 | 4 | 4 | Yes |
| Mr. Pramod Patodia | NIL | 4 | 2 | Yes |
| Mr. S.N.Sharma | NIL | 4 | 2 | Yes |
| Mr. Ram Ratan Bajaj | NIL | 4 | 4 | Yes |
| Mr. Ramesh Vohra | NIL | 4 | 3 | Yes |
| Mr. Bharat Thakkar* | NIL | 2* | NIL | Yes |
| Mr. Sandeep Singh | NIL | 4 | 4 | Yes |
| Mr. Dinesh Kumar Goyal | NIL | 4 | 4 | No |

*Mr Bharat Thakkar ceased to be the director of the Company with effect from September 27, 2019 as he did not seek reappointment on account of completion of his tenure of 5 (Five) years as an Independent Director.

1. Meetings and Attendance:

During the year 2019-20 Board met four times in a year. The intervening period between two Board meetings did not exceed 120 days as stipulated under Section 173(1) of the Act, and Regulation 17(2) of the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. During the financial year ended 31st March, 2020, four meetings of the Board were held, as follows:

| Sr. No | Date | Board Strength | No. of directors present |
|--------|-------------------|----------------|--------------------------|
| 1 | May 29, 2019 | 9 | 7 |
| 2 | August 13, 2019 | 9 | 5 |
| 3 | November 13, 2019 | 8 | 8 |
| 4 | February 13, 2020 | 8 | 7 |

None of the Directors hold directorships in more than ten public companies of which directorships in listed entities is less than eight. Further, none of them serve as members of more than 10 Committees nor they are Chairman of more than 5 Committees, as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements).

Details of equity shares of the Company held by the directors as on March 31, 2020 are given below:

| Name | Category | Number of Equity Shares |
|----------------------|------------------------|-------------------------|
| Mr. Anil Patodia | Managing Director | 19,81,446 |
| Mrs. Archana Patodia | Non-Executive Director | 5,49,150 |

2. Disclosure of relationships between directors inter-se

Mrs. Archana Patodia is the spouse of Mr. Anil Patodia. Mr. Pramod Patodia and Mr. Anil Patodia are brothers. None of the other directors are related to any other director on the board.

3. Performance Evaluation

The Board of Directors have carried out an annual evaluation their own performance, board committee's and individual directors pursuant to provision of the Act and the corporate governance requirement as prescribed by the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation 2015.

The performance of the board was evaluated by the board after taking inputs from all the directors on the basis of criteria such as the Board Composition and structure, effectiveness of board process, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of Independent directors which was held on February 13, 2020, performance of non-independent and the board as whole was evaluated, taking into account the views of executive directors and non-executive directors. A consolidated summary of the ratings given by each Director was then prepared. The report of performance evaluation was then discussed and noted by the Board. Performance evaluation of Independent director was done by the entire board, excluding the independent director being evaluated. The Directors expressed their satisfaction with the evaluation process.

4. Appointment and Meeting of Independent Directors:

All Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulation read with Section 149(6) of the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulation read with Section 149(6) of the Act.

Terms and conditions of Independent director's appointment are available on Company's website www.thebyke.com. During the year, The Independent Directors meeting was held on February 13, 2020 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the board.

INDEPENDENT DIRECTOR DATABANK REGISTRATION

Pursuant to the notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, all Independent Directors associated with the Company have completed the registration with the Independent Directors Databank.

5. Re-appointment of Director retiring by rotation & Appointment of Director:

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 is annexed to the Notice convening the Annual General Meeting and forms part of this Annual Report.

6. Code of Conduct:

Board of Directors have laid down Code of Conduct ("the Code") for all the Board Members and senior management personnel. All the Directors and Senior Management have affirmed compliance with the Code of Conduct as approved and adopted by The Board of Directors and declaration to this effect signed by the Managing Director has been posted on the website of the company www.thebyke.com

COMMITTEES OF THE BOARD

1. Audit Committee:

- Composition:** Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligation & Disclosure Requirement) 2015, read with section 177 of the Act. The Audit Committee presently comprises three Directors, two of whom are Independent Directors. The Chairman of the Committee is an Independent Director.

All members of the Audit Committee have accounting and financial management expertise. The Chairman of the Audit Committee, CA Ram Ratan Bajaj, a Chartered Accountant, is a renowned financial professional in the industry and possessed strong accounting and financial management expertise. Ms. Ankita Sharma Company Secretary of the Company acts as the Secretary of the Committee.

- Meetings and Attendance**

During the year, four meetings of the Audit Committee were held, as follows:

| Date | Committee Strength |
|---------------------|--------------------|
| 1 May 29, 2019 | 4 3 |
| 2 August 13, 2019 | 4 3 |
| 3 November 13, 2019 | 3 3 |
| 4 February 13, 2020 | 3 3 |

Attendance of Audit Committee Meetings during the financial year

| Director | Category | Number of Meetings Attended during the year |
|-------------------------------|------------------------------------|---|
| CA Ram Ratan Bajaj – Chairman | Non-Executive Independent Director | 4 |
| Mr. BharatThakkar* – Member | Non-Executive Independent Director | NIL |
| Mr. Sandeep Singh – Member | Non-Executive Independent Director | 4 |
| Mr. Anil Patodia – Member | Executive Director | 4 |

* Mr Bharat Thakkar ceased to be the director of the Company with effect from September 27, 2019 as he did not seek reappointment on account of completion of his tenure of 5 (Five) years as an Independent Director.

• **The role of the Committee includes the following:**

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- To recommend the appointment, remuneration, terms of appointment, and removal of Statutory Auditors, and to review the manner of rotation of Statutory Auditors;
- To recommend the appointment, remuneration and removal of Cost Auditors, where necessary;
- To approve transactions of the Company with related parties, including modifications thereto;
- To review and monitor the Statutory Auditors' independence and performance, and effectiveness of the audit process;
- To evaluate the Company's internal financial controls and risk management systems;
- To review with the management the following:
 - Annual financial statements and Auditors' Report thereon before submission to the Board for approval;
 - Quarterly financial statements before submission to the Board for approval;
- To review the following:
 - Management discussion and analysis of financial condition and results of operations;
 - Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
 - Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;
 - System for storage, retrieval, security etc. of books of account maintained in the electronic form;
 - Functioning of Whistle Blower mechanism in the Company.

2. Stakeholder & Relationship Committee:

Composition: The Stakeholder's Relationship Committee of the company is constituted in line with the provision of Regulation 20 of SEBI (Listing Obligation & Disclosure Requirement) 2015, read with section 178 of the Act. The Stakeholder's Relationship Committee presently comprises three Directors, two of whom are Independent Directors. The Chairman of the Committee is a Non Executive Non Independent Director. Ms. Ankita Sharma, Company Secretary of the Company acts as Secretary to the Committee.

• **Meetings and Attendance**

During the year, four meetings of the Stakeholder & Relationship Committee were held, as follows:

| Sr. No | Date | Committee Strength | No. of Members Present |
|--------|-------------------|--------------------|------------------------|
| 1 | May 29, 2019 | 4 | 2 |
| 2 | August 13, 2019 | 4 | 2 |
| 3 | November 13, 2019 | 3 | 3 |
| 4 | February 13, 2020 | 3 | 2 |

Attendance of Stakeholder & Relationship Committee Meetings during the financial year

| Director | Category | Number of Meetings Attended during the year |
|---------------------------------------|------------------------------------|---|
| Mr. Bharat Thakkar * – Chairman | Non-Executive Independent Director | NIL |
| Mr. Sandeep Singh – Member | Non-Executive Independent Director | 4 |
| Mr. Satyanarayan Sharma ** – Chairman | Non-Executive Director | 2 |
| Mr. Anil Patodia – Member | Executive Director | 4 |

* Mr Bharat Thakkar ceased to be the director of the Company with effect from September 27, 2019 as he did not seek reappointment on account of completion of his tenure of 5 (Five) years as an Independent Director.

** Mr. Satyanarayan Sharma was appointed as the Chairman of the Stakeholders Relationship Committee of the Company; after the cessation of directorship of Mr. Bharat Thakkar.

• **The role of the Committee includes the following:**

Consider & Resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend /notice/ annual report, etc and all other securities- holders' related matters.

Consider and approve issue of share certificate (including issue of renewed or duplicate share certificates), transfer and transmission of securities.

During the financial year, the Company/Company's Registrar and Transfer Agents received 1 complaint which was duly resolved.

3. Nomination and Remuneration Committee:

Composition: The Nomination and Remuneration Committee of the company is constituted in line with the provision of Regulation 19 of SEBI (Listing Obligation & Disclosure

Requirement) 2015, read with section 178 of the Act. The Nomination and Remuneration Committee presently comprises of one Non-Executive Non Independent Director and two Non- Executive Independent Directors.

• **Meetings and Attendance**

During the year, one meetings of the Nomination Committee were held, as follows:

| Sr. No | Date | Committee Strength | No. of Members Present |
|--------|-------------------|--------------------|------------------------|
| 1 | November 13, 2019 | 3 | 2 |

Attendance of Nomination and Remuneration Committee Meetings during the financial year

| Director | Category | Number of Meetings Attended during the year |
|-------------------------------|------------------------------------|---|
| Mr. Ramesh Vohra – Chairman | Non-Executive Independent Director | 1 |
| CA Ram Ratan Bajaj – Member | Non-Executive Independent Director | 1 |
| Mr. Bharat Thakkar * – Member | Non-Executive Independent Director | - |

* Mr Bharat Thakkar ceased to be the director of the Company with effect from September 27, 2019 as he did not seek reappointment on account of completion of his tenure of 5 (Five) years as an Independent Director.

Note: Mrs. Archana Patodia was appointed as a member of the Committee with effect from November 13, 2019.

• **The role of the Committee includes the following:**

- Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, positive attributes and independence of a Director. The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or re-appointment of Directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of Key Managerial Personnel (KMP as defined by the Act) and executive team members of the Company (as defined by this Committee).
- Carry out evaluation of every Director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include formulation of criteria for evaluation of Independent Directors and the Board.
- Recommend to the Board the remuneration policy for Directors, Executive team or Key Managerial Personnel as well as the rest of the employees.

iv. On an annual basis, recommend to the Board the remuneration payable to the Directors and oversee the remuneration to Executive team or Key Managerial Personnel of the Company.

v. Oversee familiarisation programmes for Directors.

vi. Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).

vii. Recommend to the Board on voting pattern for appointment and remuneration of Directors on the Boards of its material subsidiary companies.

viii. Performing such other duties and responsibilities as may be consistent with the provisions of the Committee charter.

• **Details of the Remuneration for the year ended March 31, 2020:**

a. Independent Directors:

Independent Directors were paid a sitting fee of Rs. 20,000 each for attending the Board Meetings. The details of the remuneration paid to the Independent Directors by way of sitting fee during the financial year ended on March 31, 2020 are as under:

| Name | Sitting Fees |
|------------------------|--------------|
| CA. Ramratan Bajaj | Rs. 80,000 |
| Mr. Ramesh Vohra | Rs. 60,000 |
| Mr. Bharat Thakkar | NIL |
| Mr. Sandeep Singh | Rs. 80,000 |
| Mr. Dinesh Kumar Goyal | Rs. 80,000 |

b. Managing Directors:

The company pays remuneration to its Managing Director by way of salary, commission and perquisites. The remuneration is approved by the Nomination and Remuneration Committee and is within the overall limits approved by the shareholders.

| Name | Salary & Perquisites |
|------------------|----------------------|
| Mr. Anil Patodia | Rs. 60,00,000/- |

4. Corporate Social Responsibility:

Composition: In accordance with the provisions of Section 135 of the Companies Act, 2013, the Company has constituted a CSR Committee. The CSR Committee provides guidance on various CSR activities to be undertaken by the Company and monitors its progress. CSR Committee presently comprises of Executive director, Non-executive director and Non- Executive Independent Directors.

• **Meetings and Attendance**

The composition of the Corporate & Social Responsibility Committee and the details of meeting attended by its members are as follows:

| Name | No. of meeting Held during the year | No. of Meetings Attended during the year |
|-----------------------------|-------------------------------------|--|
| Mr. Anil Patodia – Chairman | 1 | 1 |
| Mr. Ramesh Vohra | 1 | 1 |
| Mr. Satyanarayan Sharma | 1 | 1 |

During the year the members met on May 29, 2019.

• **The role of the Committee includes the following:**

Terms of reference of the Committee inter alia include to:

- Formulating and recommending to the Board, the CSR Policy which shall indicate the activities to be undertaken by the Company.
- Reviewing and Monitoring the CSR Policy of the company from time to time.
- Approve CSR activities.
- Recommend to the Board the amount of expenditure to be incurred on the CSR activities.
- Monitor the CSR Policy of the Company from time to time.
- Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.
- Carry out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory/ regulatory authorities.

5. Risk Management Committee:

The Risk Management Committee of the company is constituted in line with the provisions of the Regulation 21 of the SEBI (Listing Obligation & Disclosure Requirement) 2015.

• **Composition of Committee**

| Name | Category |
|-----------------------------|------------------------------------|
| Mr. Anil Patodia (Chairman) | Executive Director |
| Mr. Pramod Patodia | Executive Director |
| Mr. Sandeep Singh | Non-Executive Independent Director |

Ms. Ankita Sharma Company Secretary of the Company acts as Secretary to the Committee.

• **The role of the Committee includes the following:**

- The board of the company has formed a risk management committee to frame, implement and monitor the risk management plan for the company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

The Risk Management Committee (RM Committee) was constituted by the Board on February 06, 2015 adhering to the requirements of the Companies Act, 2013 and Regulation 21 of the Listing Obligation & Disclosure Requirement. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company. The Committee's constitution meets with the requirements of and Regulation 21 of the Listing Obligation & Disclosure Requirement.

• **General Body Meetings:**

The details of the Annual General Meetings held in the past three years and the special resolutions passed there at are as follows:

| Year | Date & Venue | Time | No. of Special Resolution Passed |
|-----------|---|-----------|----------------------------------|
| 2016-2017 | September 18, 2017 Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai-400 099 | 10.00 hrs | - |
| 2017-2018 | September 27, 2018 Hotel Radisson, MIDC Central Road, Hanuman Nagar, Andheri (East), Mumbai-400 093 | 12.00 hrs | - |
| 2018-2019 | September 27, 2019 Hotel Kohinoor Continental, Andheri- Kurla Road, J.B Nagar, Andheri (East), Mumbai- 400059 | 11.00 hrs | 3 |

All special resolutions were passed with the requisite majority.

• **Compliance Officer:**

Ms. Ankita Sharma, Company Secretary, is the Compliance Officer and can be contacted at:

Shree Shakambhari Corporate Park,
Plot No 156-158, Chakravarti Ashok Complex,
J.B. Nagar, Andheri (East)
Mumbai - 400 099
Tel: +91 2267079666 Fax: +912267079696
E-mail: investors.care@thebyke.com
Website: www.thebyke.com

The Company Secretary has been designated as Compliance Officer of the Company in line with the requirement of Listing Agreement with the Stock Exchanges.

• **Status Report of Investor Complaints for the year ended March 31, 2020.**

No of Complaints Received - 1
No of Complaints Resolved - 1
No of Complaints Pending – 0

• **Means of Communication:**

The un-audited Quarterly Results are announced within 45 days from the end of the quarter and the Annual Audited Results are announced within 60 days from the end of the financial year as per the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. The company provides the information to the stock exchange where shares of the company are listed. The results are also published in one English Newspaper having national circulation and one Marathi Newspaper.

The financial Results of the company are normally published in the following newspapers:

- The Freepress Journal (English Language)
- Navshakti (Marathi Language)

The Financial Results of the company are displayed on the Company's website www.thebyke.com.

• **Conference Call:**

Conference call discussions were arranged during the year on the following dates:

| Quarter Ended | Conference Call Date |
|---------------|----------------------|
| March 2019 | June 17, 2019 |

CREDIT RATING

The Company has been assigned Credit Rating given below for Bank facilities by the "Credit Analysis and Research Limited. (CARE)".

| Facilities | Amount (Rs. in Crore) | Rating |
|---------------------------|----------------------------------|--|
| Long Term Bank Facilities | 20.00 | CARE BBB+; Stable (Triple B Plus; Outlook: Stable) |
| Total | 20.00 (Rupees Twenty crore only) | 1 |

CLOSURE OF TRADING WINDOW

Pursuant to the BSE Circular No LIST/COMP/01I2019-20 dated 2nd April 2019, in compliance of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) for Regulating, Monitoring and Reporting of Trading in securities by Designated Persons" the Trading Window for dealing in the securities of the Company for all the Designated Persons, shall remain closed from the beginning of every quarter till the expiry of 48 hours after the Audited/Unaudited Financial Results for that quarter ended being published.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has approved and adopted a "Policy on Prevention of Sexual Harassment at Workplace" to provide equal opportunity and is committed to provide a work environment that ensures every woman employee is treated with dignity and respect and afforded equitable treatment. The Company has zero tolerance for sexual harassment at its workplace.

During the year under review the Company has received no complaints; Following is the detailed presentation of the same:

Number of complaints filed during the financial Year : NIL
Number of complaints disposed of during the year: NIL
Number of complaints pending as on end of the financial year: NIL

INTERNAL COMPLAINTS COMMITTEE:

In compliance with Section 4 of The Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013 the Company has constituted an Internal Complaints Committee. Following are the details of the committee constituted:

| Sr. No | Post of Committee Members | Employee Name | Designation |
|--------|---------------------------|----------------------|-------------------|
| 1 | Presiding Officer | Mrs. Archana Patodia | Director |
| 2 | Member | Mrs. Shivali Sharma | Sales Manager |
| 3 | Member | Ms. Ankita Sharma | Company Secretary |
| 4 | External Member | Mrs. Vinita Kulhari | External Member |

CERTIFICATE FROM PRACTISING COMPANY SECRETARY

Certificate as required under Part C of Schedule V of Listing Regulations, received from M/s Suman Sureka & Associates (Company Secretaries) that none of the Directors on the Board of the Company has been debarred or disqualified for being appointed or continuing as directors of the Company is annexed as **Annexure A** to this report.

DETAILS OF REMUNERATION PAID TO STATUTORY AUDITOR

M/s Borkar & Mazumdar, Statutory Auditor of the Company were paid a total remuneration of Rs. 12,00,000/- for the FY 2019-20.

• **Green Initiative:**

The company's philosophy focuses on making the environment greener for the benefit of prosperity. To support the Green Initiative, members (holding shares in electronic form) who have not registered either email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company.

• **Reconciliation of Share Capital Audit**

In keeping with the requirements of SEBI and the Stock Exchanges, a Secretarial Audit by a practicing Company Secretary is carried out to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The said audit confirms that the total issued / paid - up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

• **Ministry of Corporate Affairs (MCA)**

The Company has periodically filed all the necessary documents with the MCA.

• **SEBI Complaints Redress System (SCORES)**

A centralized web based complaints redress system which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaint and its current status.

- Annual Report**

The Annual Report containing inter alia the Audited Accounts, Directors' Report, Auditors' Report, Cash Flow Statement and other important information is circulated to the investors.

Pursuant to the Green Initiative launched by the MCA, the Company also sends e-copies of the Annual Report to Members who have registered for the same.

The Annual Reports are also available in the Investor Relations section on the Company's web site www.thebyke.com.

- Website**

The Company's website is a comprehensive reference on Company's management, vision, mission, policies, corporate governance, investor relations, and updates. The section on 'Investor Relations' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to stock exchanges, registrars and share transfer agents.

- Management Discussion and Analysis**

The Management Discussion and Analysis Report, in compliance with the requirements of SEBI Listing Obligation & Disclosures Requirement and forms part of this Annual Report being sent to all the members of the Company. All matters pertaining to industry structure and developments, opportunities and threats, outlook, existing and proposed ventures, internal control and systems, etc. are discussed in the said report.

- Stock Data**

Table below give the monthly high & low prices and volumes of equity shares of the company at The BSE Limited ("BSE") and NSE Limited for the financial year March 31, 2020

| Month | Date | | Board Strength | |
|----------|-------|-------|----------------|-------|
| | High | Low | High | Low |
| Apr '19 | 33.30 | 27.50 | 32.80 | 27.65 |
| May '19 | 29.75 | 24.95 | 29.80 | 24.85 |
| June '19 | 25.30 | 21.50 | 25.20 | 21.50 |
| July '19 | 25.90 | 17.90 | 24.95 | 17.60 |
| Aug '19 | 21.60 | 14.80 | 21.80 | 14.60 |
| Sep '19 | 26.65 | 16.50 | 27.00 | 16.00 |
| Oct '19 | 23.20 | 17.00 | 24.00 | 16.80 |
| Nov '19 | 23.30 | 18.10 | 23.90 | 18.05 |
| Dec '19 | 20.00 | 15.05 | 19.25 | 15.35 |
| Jan '20 | 22.50 | 18.15 | 22.25 | 17.95 |
| Feb '20 | 20.80 | 15.00 | 21.15 | 15.25 |
| Mar '20 | 16.60 | 7.65 | 17.95 | 7.20 |

- Equity Dividend History of the Company for Last Four Years**

| Financial Year | Date of Declaration | Equity Dividend per share |
|----------------|---------------------|---------------------------|
| 2015-16 | September 20, 2016 | Rs. 1.00/- |
| 2016-17 | September 18, 2017 | Rs. 1.00/- |
| 2017-18 | September 27, 2018 | Rs. 1.00/- |
| 2018-19 | - | - |

- Transfer to Investor Education and Protection Fund (IEPF):**

In terms of Section 124 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unpaid dividend lying in dividend account of the year 2012-13 will be transferred to Investor Education and Protection Fund at appropriate time in current financial year. Members who have not en-cashed their dividend warrants are requested to write to the Registrars & Share Transfer Agents. Shareholders can visit the Company's website www.thebyke.com to check the details of their unclaimed dividend under the Investors' section.

Given below are the proposed dates for transfer of the unclaimed dividend to the IEPF by the Company:

| Financial Year | Date of Declaration | Equity Dividend per share |
|----------------|---------------------|---------------------------|
| 2012-13 | September 16, 2013 | October 15, 2020 |
| 2013-14 | September 27, 2014 | October 26, 2021 |
| 2014-15 | September 26, 2015 | October 25, 2022 |
| 2015-16 | September 20, 2016 | October 19, 2023 |
| 2016-17 | September 18, 2017 | October 17, 2024 |
| 2017-18 | September 27, 2018 | October 26, 2025 |

*Indicative dates, actual dates may vary.

It may be noted that no claims will lie against the Company nor the IEPF in respect of the said unclaimed amounts transferred and unclaimed shares credited to the Fund in accordance with section 124 of the Companies Act, 2013 and IEPF Rules, 2016.

- Shareholding as on March 31, 2020:**

Categories of Shareholders as on March 31, 2020

| Sr. No. | Description | No. of Shares (as on March 31, 2020) | % to capital |
|---------|-------------------------------|--------------------------------------|---------------|
| A. | Promoters | 18788282 | 46.86 |
| B. | Public Shareholding | | |
| | - Foreign Portfolio Investors | 2764074 | 6.89 |
| | - Financial Institution/Banks | 1264 | 0.00 |
| | - Insurance Company | 375972 | 0.94 |
| | - Alternate Investment Funds | 180000 | 0.45 |
| | - NRI | 958349 | 2.39 |
| | - Clearing Members | 2720249 | 6.78 |
| | - Body Corporates | 2197233 | 5.48 |
| | - Individual | 11417010 | 28.48 |
| | - HUF | 695062 | 1.73 |
| | - IEPF | 305 | 0 |
| | Total | 40097800 | 100.00 |

- Distribution of shareholding**

| Sr. No. | Category(Shares) | No. of Share holders | Percentage (%) | No. of Shares | % To Equity Shares |
|---------|------------------|----------------------|----------------|---------------|--------------------|
| 1 | 1-100 | 6559 | 41.967 | 283864 | 0.708 |
| 2 | 101-200 | 3175 | 20.315 | 577155 | 1.439 |
| 3 | 201-500 | 2438 | 15.599 | 884875 | 2.207 |
| 4 | 501-1000 | 1436 | 9.188 | 1161243 | 2.896 |
| 5 | 1001-5000 | 1567 | 10.026 | 3588733 | 8.950 |
| 6 | 5001-10000 | 243 | 1.555 | 1754134 | 4.375 |
| 7 | 10001-100000 | 190 | 1.216 | 4657131 | 11.614 |
| 8 | 100001 TO ABOVE | 21 | 0.134 | 27190665 | 67.811 |

- Registrar and Transfer Agent**

M/s Sharex Dynamic (India) Private Limited, have acted as the Registrar and Share Transfer Agents of the Company in the year 2019-20 to handle all share transfers and related processes.

Pursuant to the Merger of M/s Sharex Dynamic (India) Private Limited with M/s Link Intime India Private Limited; M/s Link Intime India Private Limited shall act as the Registrar and Transfer Agent of the Company.

- M/s Link Intime India Private Limited**

Registered Office Address:

C-101, 247 Park,
L.B.S. Marg,
Vikhroli West, Mumbai 400083.

- Share Transfer System**

Share transfers received by the Company are registered within stipulated time from the date of receipt in most of the cases, provided the documents are complete and valid in all respects. A summary of the transfer / transmission so approved is placed at every Board Meeting. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's Equity shares to a Stakeholders Relationship Committee. The Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited is authorized by the Board for processing of share transfers which are approved by the Company's Stakeholders Relationship Committee.

- Dematerialization of Shares**

All valid requests for dematerialization of shares are processed and confirmation given to all the depositories within stipulated time.

As on March 31, 2020, 98.31% of the paid-up Equity Share Capital is held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The market lot is one share, as trading in the Equity Shares of the Company on exchanges is permitted only in dematerialized form.

The distribution of shares in physical and electronic modes as at March 31, 2020 is as under:

| Shares Held Through | Percentage of Holding |
|---------------------|-----------------------|
| NSDL | 36.38 |
| CDSL | 61.93 |
| Physical | 1.69 |
| Total | 100 |

- Investor Services:**

Shareholders may correspond with the Registrar and Transfer Agent, for the entire range of services with regard to share transfer, change of address, change of mandate, dividend, etc. at the address mentioned here in above. Members may contact Ms. Ankita Sharma, Company Secretary and Compliance Officer for all investor related matters at the registered office of the company at the following address:

The Byke Hospitality Limited
Shree Shakambhari Corporate Park,
156-158, Chakravarty Ashok Society,
J. B. Nagar, Andheri (East)
Mumbai – 400099

Tel. : +91-22-67079666

Fax. : +91-22-67079696

E-mail: investors.care@thebyke.com

- Affirmations and Disclosures:**

a. Related Party Transactions:

The transactions between the Company and the Directors and Companies in which the Directors are interested have been disclosed in notes to the Annual Accounts in compliance with the Accounting Standard relating to "Related Party Disclosures". There is no materially significant Related Party Transaction that may have potential conflict with the interests of the Company.

b. Statutory Compliance, Penalties & Strictures:

Details of non-compliance by the Company, penalties and strictures imposed on the Company by the stock Exchange or SEBI or any other statutory authority, on any matter related to capital markets during the last three years: Nil.

c. Disclosure of Accounting Treatment:

The financial statements have been prepared in accordance with the accounting standards and policies generally accepted in India.

d. Compliance with Listing Regulations and Secretarial Standards:

The company has complied with all mandatory requirements laid down under the provision of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 and Secretarial Standards issued by The Institute of Company Secretaries of India, on various aspects of corporate law and practices. The Company has complied with each one of them.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

e. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three Financial Years:

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three Financial years.

f. Vigil Mechanism / Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Act, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.thebyke.com

g. Disclosure of Accounting Treatment:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Act. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

h. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:

Not Applicable.

i. The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2) of Listing Regulations:

The Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. The Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and sub regulation (2) of Regulation 46 of the Listing Regulations.

j. Details of Compliance with Non- Mandatory requirements:

During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt the best practises to safeguard the practice of unmodified audit opinion.

k. Commodity price risk and Commodity hedging activities:

The Company does not involve in commodity hedging activities. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

• General Shareholders' Information

Annual General Meeting (AGM) for the Financial Year 2019-20

| | |
|----------------------------------|--|
| DAY AND DATE | Monday, November 02, 2020 |
| TIME | 11.30 A.M. |
| MODE | Through Video Conferencing / Other Audio Visual Means as set out in the Notice convening the Annual General Meeting. |
| BOOK CLOSURE DATE FOR AGM | October 27, 2020 to November 02, 2020 |
| FINANCIAL YEAR | April 01, 2019 to March 31, 2020. |

| | | |
|----------|---|--|
| 1 | Financial Calendar (Tentative) | |
| | Financial reporting for the quarter ending June 30, 2020 | 2nd week of September, 2020 |
| | Financial reporting for the half year ending September 30, 2020 | 2nd week of November, 2020 |
| | Financial reporting for the quarter ending December 31, 2020 | 3rd week of February, 2020 |
| | Financial reporting for the year ending March 31, 2021 | 4th week of May, 2020 |
| 3 | Dividend Payment Date | Within 30 days of declaration of dividend; if any. |
| 4 | Registered Office | Shree Shakambhari Corporate Park 156/158 Chakravarti Ashok Complex, J. B. Nagar, Andheri (East), Mumbai – 400 099 Email :investors.care@thebyke.com Website:www.thebyke.com |
| 5 | Listed on Stock Exchanges | National Stock Exchange of India Limited The Bombay Stock Exchange Limited, Metropolitan Stock Exchange of India Ltd |
| 6 | Stock Code | NSE – BYKE BSE – 531373 MCX-SX - THEBYKE |
| 7 | Payment of Annual Listing fees | Listing fees for the financial year 2019-20 has been paid to the exchanges i. e The Bombay Stock Exchange Limited, National Stock Exchange of India Limited, Metropolitan Stock Exchange of India Ltd. |
| 8 | Corporate Identity Number (CIN) | L67190MH1990PLC056009 |

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with The Byke Hospitality Limited Code of Business Conduct and Ethics for the year ended March 31, 2020.

For The Byke Hospitality Limited

(Anil Patodia)
Managing Director

DIN: 00073993

Date: September 14, 2020

Place: Mumbai

(Archana Patodia)
Director

DIN: 00795826

To,
The Members of **The Byke Hospitality Limited**
Shree Shakambhari Corporate Park,
156-158, Chakravorty Ashok Society,
J. B. Nagar, Andheri (East),
Mumbai – 400099.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The Byke Hospitality Limited having Company Identification Number (CIN) L67190MH1990PLC056009 and having registered office at Shree Shakambhari Corporate Park, 156-158, Chakravorty Ashok Society, J. B. Nagar, Andheri (East), Mumbai – 400099 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of Appointment in Company |
|---------|----------------------------------|----------|--------------------------------|
| 1 | Anil Chothmal Patodia | 00073993 | 30/03/2011 |
| 2 | Archana Anil Patodia | 00795826 | 27/09/2014 |
| 3 | Satyanarayan Durgashankar Sharma | 00798388 | 29/03/1990 |
| 4 | Dinesh Kumar Goyal | 02576453 | 13/02/2017 |
| 5 | Sandeep Singh | 02814440 | 27/09/2014 |
| 6 | Ramesh Diwan Vohra | 03502651 | 30/03/2011 |
| 7 | Ramratan Bajaj | 03502832 | 30/03/2011 |
| 8 | Pramod Kumar Patodia | 03503728 | 30/03/2011 |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on the records provided to us by the company. 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.

For Suman Sureka & Associates

Sd/-

Place: Mumbai
Date: 14th September, 2020

Suman Murarilal Sureka
Proprietor
FCS No. – 6842 C.P. No. - 4892

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of **The Byke Hospitality Limited**

We have examined the compliance of conditions of corporate governance by The Byke Hospitality Limited ("the company") for the year ended March 31, 2020, as specified in Regulation 17 to 27, 46(2)(b) to (i) and Para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examinations have been limited to a review of the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Suman Sureka & Associates

Sd/-

Place: Mumbai
Date: 14th September, 2020

Suman Murarilal Sureka
Proprietor
FCS No. - 6842 C.P. No. - 4892

CEO/CFO CERTIFICATION

We the undersigned, in our respective capacities as MD and CFO of
The Byke Hospitality Limited and to the best of our knowledge certify that:

A. We have reviewed the financial statement and the cash flow statements for the year ending March 31, 2020 and to the best of our knowledge and belief we state that:

1. These statements do not contain any materially untrue statements or omit any material fact or contain statement that might be misleading.
2. 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 regulation.

B. There are, to the best of our knowledge and belief, no transaction entered into by the company during the period ending March 31, 2020 which are fraudulent, illegal or violation of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal controls and that we have taken the required steps to rectify these deficiencies.

D. We have indicated the Auditors and Audit Committee that:

1. Significant Changes, if any, in the internal control over financial reporting during the year;
2. Significant Changes, if any, in the accounting policies during the year and the same have been disclosed in the notes to the financial statements;
3. Instances of significant fraud of which we have become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For The Byke Hospitality Limited

Date: September 14, 2020
Place: Mumbai

Sd/-
(Anil Patodia)
Managing Director
DIN: 00073993

Sd/-
(Sumit Bajaj)
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF THE BYKE HOSPITALITY LIMITED



REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of THE BYKE HOSPITALITY LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the Independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Estimates Involving in Capitalisation of Capital Expenditure, and Determining their Useful Lives

(Refer Note 2 "Significant Accounting Policies", Critical Accounting Estimates and Note 3 "Property, Plant and Equipment" for details)

Company has capitalized items of Property, Plant and Equipment (PPE), mainly related to the machinery installed on various leased existing hotels and new hotels acquired in the year. Expenditure such as freight cost and acquisition cost are capitalized. Identification and allocation of the related expenditures involves judgement and estimation of future economic benefit.

The useful lives of PPE items are based on management's estimates regarding the period during which the asset or its significant components will be used. The estimates are based on historical experiences, market practices and Company's decision on technical evaluation of useful lives of the Machinery.

Capital expenditure and new acquisition is not considered to be an area of significant risk for our audit but as it requires considerable time and resource to audit due to its magnitude, it is considered to be a key audit matter.

Principal Audit Procedure

We assessed whether the Company's accounting policy in relation to the capitalisation of expenditures are in sync and in compliance with IND AS and found them to be consistent.

We obtained a listing of capital expenditures and major acquisition during the year and, on a sample basis, checked whether the assets were undertaken based on internal purchase order that had been properly approved by the key person with such authority with no material exceptions noted. We inspected a sample of contracts and underlying invoices to determine whether the classification between capital and operating expenditure was appropriate. We noted no material exceptions.

We evaluated whether the useful lives of the component determined and applied by the management were in line with historical experience, Company's assessment and the market practice.

We checked whether the depreciation of PPE items was commenced timely, by comparing the date of the reclassification from work in progress to asset in use, with the date of the act of completion of the work. We noted no material exceptions.

Reference to related disclosures

The Company has provided information on the disclosure of the addition, deletion of PPE and depreciation for the year on such addition and existing asset in Note 3 of the financial statement.

2. Recognition and Measurement of Deferred Tax

The recognition and measurement of deferred tax items requires, at the level of the tax entity, the complete determination of all differences between the recognition and the measurement of assets and liabilities in accordance with the respective local tax provisions and financial reporting in accordance with IND AS as well as the calculation of tax loss carry forwards. This requires the significant calculation on account of carry forwards of losses, Mat Credit entitlement and identification of temporary differences. Furthermore, the assessment of the ability to use deferred tax assets is based on the expectations of the management regarding the Company's economic development, which is influenced by the current market environment, Co-venture support and the assessment of future market development (Domestic and Overseas) and thus requires the use of judgment.

Deferred Tax disclosed in Note 19 of the Financial Statement of Company for year ended include Deferred tax asset created on temporary, deductible difference of Rs 584.65 lacs. In light of this, the recognition and measurement of deferred taxes was a key audit matter

Principal Audit Procedure

In assessing the recognition and measurement of deferred taxes for the Company, among other procedures, we analyzed the underlying processes for the complete capture and measurement of deferred taxes and examined the controls implemented to prevent or detect and correct errors.

Current tax laws allow to carry forward unused tax loss for 8 assessment years and from the assessment year in which such tax loss was incurred.

During The Year, Taxation Laws (Amendment) Ordinance, 2019 promulgated by President of India which was published in Gazette of India in September 2019. The Ordinance has brought significance changes to Corporate Income Tax Rates. The Ordinance provides an option to domestic Companies to pay Income Tax at lower Rate (22%) instead of Normal Rate 30%.

We have been informed by the Company's Management, Company has exercised Option of Lower Tax rate for Financial Year 2019-20 i.e. Assessment Year 2020-21

We have referred Ind AS Technical Facilitation Group (ITFG –Formed by ICAI) Clarification given in Bulletin 23 regarding effect to lower tax rate as per ordinance while determining current tax and deferred tax asset or liabilities for the purpose of presenting financial statements as on March 31, 2020.

Para 46 and 47 of Ind AS 12, Income Taxes, State as follows:

Current tax liabilities (assets) for the current and prior periods shall be measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

We examined on a sample basis the identification and quantification of differences between the recognition and measurement of assets and liabilities according to tax regulations and financial reporting pursuant to IND AS. We also reperformed the calculation of deferred taxes.

Since, Company has intended to opt for Lower Tax rate as per Ordinance, Company has given effect while determining the current tax and deferred tax asset or liabilities for the purpose of presenting financial statement for the year ending March 2020.

We have also focused on adequacy of the Company's disclosures on deferred income tax positions and assumption used.

Our audit procedures did not lead to any reservations regarding the recognition and measurement of deferred taxes.

Reference to related disclosures

The Company has provided information on the recognition and measurement of deferred taxes in the Note 19 of the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual report, for example Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this our auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with

the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of

not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of the misstatement in the financial statement that, individually or in aggregate, makes it probable that the economic decision of the reasonably knowledgeable user of the financial statement may be influenced. We considered quantitative materiality and qualitative factor in (i) planning the scope of our audit work and in evaluating the result of our work, and (ii) evaluate the effects of any identified misstatement in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matter communicated with those charge with governance, we determine those matters that were of most significance in audit of financial statement of the current period

and are therefore the key audit matters. We describe these matters in our auditor's report unless law and regulation precludes public disclosure about the matters or when, in extremely rare circumstances, we determine that the matters should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- As required by Section 143(3) of the Act, based on our audit we report that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over the financial reporting.
 - With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- The Company does not have any pending litigations.
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- There has been no delay in transferring amount, required to be transferred to the Investor Education and Protection Fund by the Company.

For Borkar & Muzumdar,
Chartered Accountants
FRN: 101569W

Sd/-

Place: Mumbai
Date: July 29, 2020

Deepak Kumar Jain
Partner
Membership No. 154390
UDIN: 20154390AAAAG06114

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’
section of our report to the Members of **THE BYKE HOSPITALITY LIMITED**)

- I. **FIXED ASSET**
- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The Company has a program of verification to cover all the item of fixed assets in a phased manner which, in our opinion, is reasonable, having regard to the size of the Company and nature of its assets. Pursuant to program, certain fixed assets were physically verified by the management during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.
- II. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- III. The Company has not granted any loans, secured or unsecured, to companies, firm, limited liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (“the Act”)
- IV. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of the Section 185 and 186 of the Act in respect to the loans, making investment and providing guarantees and securities, as applicable.
- V. According to the information and explanations given to us, the Company has not accepted any deposit during the year. The Company does not have any unclaimed deposits and therefore the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 are not applicable.
- VI. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- VII. **STATUTORY DUES**
- a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, employees’ state insurance, value added tax, goods and service tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, employees’ state insurance, value added tax, duty of customs, service tax, goods and service tax, cess and other material statutory dues were in arrears as at March 31, 2020 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 are no dues of duty of customs, goods and service tax, valued added tax and Income tax which have not been deposited with the appropriate authorities on account of any dispute.
- VIII. In our opinion and according to the information and explanation given to us the Company has not defaulted in repayment of loans or borrowings to a financial institutions or bank. The Company has not issued any debentures.
- IX. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- X. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year

- XI. In our opinion and according to the information and explanations give to us, the Company has paid managerial remuneration in accordance with the requisite approval mandate by the provision of section 197 read with Schedule V of the Act.
- XII. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, Clause 3(xii) of the Order is not applicable.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the Section 177 and 188 of the Companies Act, 2013 where applicable and the details of transactions with the related parties have been disclosed in the financial statements as required by applicable Indian Accounting Standard
- XIV. According the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable to the Company.
- XVI. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Borkar & Muzumdar.
Chartered Accountants
FRN: 101569W

Sd/-

Place: Mumbai
Date: July 29, 2020

Deepak Kumar Jain
Partner
Membership No. 154390
UDIN: 20154390AAAAGO6114

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **THE BYKE HOSPITALITY LIMITED** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of THE BYKE HOSPITALITY LIMITED (“the Company”) as of March 31, 2020 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Borkar & Muzumdar,
Chartered Accountants
FRN: 101569W**

Sd/-

**Place: Mumbai
Date: July 29, 2020**

**Deepak Kumar Jain
Partner
Membership No. 154390
UDIN: 20154390AAAAGO6114**

BALANCE SHEET

AS AT MARCH 31, 2020

INR in Lakhs

| Particulars | Note No. | As at March 31, 2020 | As at March 31, 2020 |
|---|----------|-------------------------|-------------------------|
| I. ASSETS | | | |
| 1. Non Current Assests | | | |
| (a) Property, Plant and Equipment | 3 | 10,784.23 | 10,404.55 |
| (b) Capital Work-In-Progress | 3 | 1,792.80 | 1,660.87 |
| (c) Intangible Assets | 4 | 247.64 | 199.69 |
| (d) Right of Use Assets | 5 | 3,366.46 | - |
| (e) Financial Assets | | | |
| (i) Other financial assets | 6 | 2,334.62 | 2,171.33 |
| (f) Other Non Current Assets | 7 | 800.88 | 816.61 |
| | | 19,326.63 | 15,253.05 |
| 2. Current Assests | | | |
| (a) Inventories | 8 | 1645.35 | 1,754.68 |
| (b) Financial Assets | | | |
| (i) Trade Receivables | 9 | 2,695.51 | 2,856.17 |
| (ii) Cash and Cash Equivalents | 10 | 297.72 | 610.68 |
| (iii) Other financial assets | 11 | 2,270.48 | 1,726.47 |
| (c) Other Current Assets | 12 | - | 27.22 |
| (d) Current Tax Assests (Net) | 26 | 53.26 | - |
| | | 6,962.32 | 6,975.20 |
| Total Assests | | 26,288.95 | 22,228.26 |
| II. EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 13 | 4,009.78 | 4,009.78 |
| (b) Other Equity | 14 | 14,799.11 | 14,385.75 |
| | | 18,808.89 | 18,395.53 |
| LIABILITIES | | | |
| 1. Non Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 15 | 7.96 | 1.31 |
| (ii) Lease Liabilities | 16 | 3,072.58 | - |
| (iii) Other financial liabilities | 17 | 23.73 | 24.48 |
| (b) Provisions | 18 | 38.41 | 28.76 |
| (c) Deferred Tax Liabilities (Net) | 19 | 584.65 | 822.40 |
| | | 3,727.34 | 876.95 |
| 2. Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 20 | 2,009.65 | 2,022.41 |
| (ii) Lease Liabilities | 21 | 592.49 | - |
| (iii) Trade Payable | 22 | - | - |
| (a) Due to micro and small enterprises | | - | - |
| (b) Due to other then micro and small enterprises | | 423.58 | 444.75 |
| (iv) Other Financial Liabilities | 23 | 238.20 | 264.78 |
| (b) Other Current Liabilities | 24 | 444.67 | 154.35 |
| (c) Provisions | 25 | 44.13 | 37.27 |
| (d) Current Tax Liabilities (Net) | 26 | - | 32.21 |
| | | 3,752.72 | 2,955.78 |
| Total Equity and Liabilities | | 26,288.95 | 22,228.26 |

Summary of Significant Accounting Policies 2
The notes referred to above are an integral part of the financial statements
This is the Balance Sheet referred to in our report of the even date.

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

For and on behalf of the Board of Directors

Deepak Jain
Partner
Membership Number: 154390

Anil Patodia
Managing Director
DIN : 00073993

Pramod Patodia
Director
DIN : 03503728

Place : Mumbai
Date : July 29, 2020

Place : Mumbai
Date : July 29, 2020

Place : Mumbai
Date : July 29, 2020

Sumit Bajaj
Chief Financial Officer

Ankita Sharma
Company Secretary

Place : Mumbai
Date : July 29, 2020

Place : Mumbai
Date : July 29, 2020

STATEMENT OF PROFIT AND LOSS

FOR YEAR ENDED MARCH 31, 2020

INR in Lakhs

| Particulars | Note No. | For the Year ended March 31, 2020 | For the Year ended March 31, 2019 |
|--|----------|--------------------------------------|--------------------------------------|
| I. Revenue | | | |
| Revenue from Operations | 27 | 12,218.58 | 14,676.57 |
| Other Income | 28 | 100.49 | 90.90 |
| Total Income | | 12,319.07 | 14,767.47 |
| II. Expenses | | | |
| Cost of Services | 29 | 2,392.34 | 3,166.78 |
| Employee Benefits Expenses | 30 | 1,284.06 | 1,231.44 |
| Finance Costs | 31 | 658.48 | 203.71 |
| Depreciation Expenses | 32 | 2,804.69 | 1,494.64 |
| Other Expenses | 33 | 4,933.76 | 7,911.05 |
| Total Tax Expense | | 12,073.33 | 14,007.62 |
| III. Profit before tax (I- II) | | 245.74 | 759.85 |
| IV. Less: Tax Expense: | | | |
| Current Tax | 26 | 68.43 | 206.59 |
| Deferred Tax | | (237.32) | 47.07 |
| Total Tax Expense | | (168.89) | 253.67 |
| V. Profit for the Year (III-IV) | | 414.63 | 506.18 |
| VI. Other Comprehensive Income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Re-measurement gains/ (losses) on defined benefit obligations | | (1.70) | (3.58) |
| Tax Effect on above | | 0.43 | 1.24 |
| Other Comprehensive Income for the year, net of tax | | (1.27) | (2.34) |
| VII. Total Comprehensive Income for the year (V+VI) | | 413.36 | 503.85 |
| (Comprising Profit and Other Comprehensive Income for the year) | | | |
| VIII. Earnings Per Equity Share | | | |
| (Face Value INR 10 Per Share): | | | |
| Basic and Diluted (INR) | 34 | 1.03 | 1.26 |
| Summary of Significant Accounting Policies | 2 | | |

The notes referred to above are an integral part of the financial statements
This is the statement of profit & Loss referred to in our report of the even date.

For Borkar & Muzumdar

Chartered Accountants
Firm Registration Number: 101569W

For and on behalf of the Board of Directors

Deepak Jain
Partner
Membership Number: 154390

Anil Patodia
Managing Director
DIN : 00073993

Pramod Patodia
Director
DIN : 03503728

Place : Mumbai
Date : July 29, 2020

Place : Mumbai
Date : July 29, 2020

Place : Mumbai
Date : July 29, 2020

Sumit Bajaj
Chief Financial Officer

Ankita Sharma
Company Secretary

Place : Mumbai
Date : July 29, 2020

Place : Mumbai
Date : July 29, 2020

CASH FLOW STATEMENT

FOR YEAR ENDED MARCH 31, 2020

INR in Lakhs

| Particulars | For the Year ended March 31, 2020 | For the Year ended March 31, 2019 |
|---|--------------------------------------|--------------------------------------|
| A. Cash Flow from Operating Activities | | |
| Net Profit Before Tax | 245.74 | 759.85 |
| Adjustments: | | |
| Depreciation and Amortization | 2,804.69 | 1,494.64 |
| Provision for Gratuity | 10.12 | 6.05 |
| Interest Income | (100.49) | (90.90) |
| Provision/ (Reversal of Provision) for Loss Allowance on Trade Receivables | (6.04) | (1.85) |
| Finance Costs | 658.48 | 203.71 |
| Operating cash flows before working capital changes | 3,612.50 | 2,371.50 |
| Adjustments for Changes in Working Capital | | |
| Decrease/ (Increase) in Inventories | 109.33 | (280.40) |
| Decrease/ (Increase) in Trade receivables | 166.70 | 117.88 |
| Decrease/ (Increase) in Current Financial Assets - Others | (544.01) | 2,458.82 |
| Decrease/ (Increase) in Other Current Assets | 27.22 | (6.76) |
| Decrease/ (Increase) in Non-Current Financial Assets - Others | (157.30) | (499.91) |
| Decrease/ (Increase) in Other Non Current Assets | 15.73 | 9.56 |
| Increase/ (Decrease) in Trade Payables | (21.17) | 20.25 |
| Increase/ (Decrease) in Current Financial Liabilities - Other | (8.21) | (48.59) |
| Increase/ (Decrease) in Other Current Liabilities | 290.31 | (200.82) |
| Increase/ (Decrease) in Non-Current Financial Liabilities - Others | (0.75) | (2.02) |
| Increase/ (Decrease) in Current Provisions | 7.08 | (89.28) |
| Cash generated from operations | 3,497.42 | 3,850.23 |
| Income taxes paid | (153.90) | (1,301.03) |
| Gratuity paid | (2.39) | - |
| Net cash flow from operating activities (A) | 3,341.13 | 2,549.20 |
| B. Cash Flow from Investing Activities | | |
| Purchase or construction of property, plant and equipment (including capital work-in-progress and capital advances) | (2,289.38) | (2,609.14) |
| Proceeds from/ (Investment in) fixed deposits (net) | (5.99) | 132.55 |
| Interest Received | 100.49 | 90.90 |
| Net cash flow from/ (used in) investing activities (B) | (2,194.88) | (2,385.69) |
| C. Cash Flow from Financing Activities | | |
| Dividend paid (including dividend distribution tax) | - | (482.61) |
| Proceeds from/ (Repayment of) Non-Current Borrowings (net) | (11.72) | (24.02) |
| Repayment of Lease Liabilities | (776.26) | - |
| Interest Paid on lease Liabilities | (451.28) | - |
| Increase / (Decrease) in Current Borrowings | (12.76) | 52.96 |
| Finance Costs | (207.20) | (203.71) |
| Net cash flow from financing activities (C) | (1,459.22) | (657.38) |
| Net cash Increase/(decrease) in cash and cash equivalents (A+B+C) | (312.96) | (493.87) |
| Cash and cash equivalents at the beginning of the year (Refer Note 10) | 610.68 | 1,104.55 |
| Cash and cash equivalents at the end of the year (Refer Note 10) | 297.72 | 610.68 |
| Net cash Increase/(decrease) in cash and cash equivalent | (312.96) | (493.87) |

The notes referred to above are an integral part of the financial statements
This is the Cash Flow Statement referred to in our report of the even date.

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

Deepak Jain
Partner
Membership Number: 154390

Place : Mumbai
Date : July 29, 2020

For and on behalf of the Board of Directors

Anil Patodia
Managing Director
DIN : 00073993

Place : Mumbai
Date : July 29, 2020

Sumit Bajaj
Chief Financial Officer

Place : Mumbai
Date : July 29, 2020

Pramod Patodia
Director
DIN : 03503728

Place : Mumbai
Date : July 29, 2020

Ankita Sharma
Company Secretary

Place : Mumbai
Date : July 29, 2020

STATEMENT OF CHANGES IN EQUITY

FOR YEAR ENDED MARCH 31, 2020

A : Equity Share Capital (Equity shares of INR 10 each issued, subscribed and fully paid)

| Particulars | Note No. | Number in Lakhs | Amount in Lakhs |
|---|----------|-----------------|-----------------|
| Balance as at the April 1, 2018 | | 400.98 | 4,009.78 |
| Changes in equity share capital during the year 2018-2019 | | - | - |
| Balance as at March 31, 2019 | 13 | 400.98 | 4,009.78 |
| Changes in equity share capital during the year 2019-2020 | | - | - |
| Balance as at the March 31, 2020 | 13 | 400.98 | 4,009.78 |

B : Other Equity

INR in Lakhs

| Particulars | Note No. | Reserve and Surplus | | | | | Total Other Equity |
|--|----------|---------------------------------|----------------------------|----------------------------|-----------------|-------------------|--------------------|
| | | Capital Reserve on Amalgamation | Securities Premium Reserve | Capital Redemption Reserve | General Reserve | Retained Earnings | |
| Balance at the April 1, 2018 | | - | 2,005.11 | - | 180.00 | 12,179.41 | 14,364.52 |
| Total Comprehensive income for the year | | - | - | - | - | 506.18 | 506.18 |
| Profit for the year | | - | - | - | - | (2.34) | (2.34) |
| Other Comprehensive Income | | - | - | - | - | (482.61) | (482.61) |
| Dividend (including Dividend Distribution Tax) | 14 | - | - | - | - | - | - |
| Balance as at March 31, 2019 | 14 | - | 2,005.11 | - | 180.00 | 12,200.64 | 14,385.75 |
| Total Comprehensive income for the year | | - | - | - | - | 414.63 | 414.63 |
| Profit for the year | | - | - | - | - | (1.27) | (1.27) |
| Other Comprehensive Income | | - | - | - | - | - | - |
| Dividend (including Dividend Distribution Tax) | 14 | - | - | - | - | - | - |
| Balance as at March 31, 2020 | 14 | - | 2,005.11 | - | 180.00 | 12,614.00 | 14,799.11 |

The notes referred to above are an integral part of the financial statements

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

Deepak Jain
Partner
Membership Number: 154390

Place : Mumbai
Date : July 29, 2020

For and on behalf of the Board of Directors

Anil Patodia
Managing Director
DIN : 00073993

Place : Mumbai
Date : July 29, 2020

Sumit Bajaj
Chief Financial Officer

Place : Mumbai
Date : July 29, 2020

Pramod Patodia
Director
DIN : 03503728
Place : Mumbai
Date : July 29, 2020

Ankita Sharma
Company Secretary

Place : Mumbai
Date : July 29, 2020

NOTES TO FINANCIAL STATEMENTS

FOR YEAR ENDED MARCH 31, 2020



Note 1: Company Overview

The Byke Hospitality Limited (the “Company”) is a Public Limited Company domiciled in India and incorporated in 1990 under the provisions of Companies Act, 1956. The Company is engaged in the business of Hospitality. The equity shares of the Company were listed on The National Stock Exchange of India Limited and BSE Limited

Note 2: Summary of Significant Accounting Policies

A. Basis of preparation of financial statements

i. Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (“Ind-AS”) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (‘Act’) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind-AS are prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

ii. Basis of measurement

The financial statements have been prepared on historical cost basis except the following:

- certain financial assets and liabilities are measured at fair value;
- assets held for sale- measured at fair value less cost to sell;
- defined benefit plans- plan assets measured at fair value; and

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest lakhs, except when otherwise stated.

iii. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period and cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least

twelve months after the reporting period. All other assets are classified as non-current. A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

B. Use of estimates

The preparation of the financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note C below. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

C. Critical accounting estimates

i. Income taxes

The Company’s major tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions. Also refer to note 26.

ii. Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset’s expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company’s assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year

end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

iii. Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 40.

iv. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 35-36 for further disclosures.

D. Property, Plant and Equipment

Land (including Land Developments) is carried at historical cost. All other items of property, plant and equipment are stated in the balance sheet at cost historical less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. All other repair and maintenance costs are recognised in profit or loss as incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs

capitalized in accordance with the Company’s accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation respectively. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement cost only if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and land developments) less their residual values over the useful lives, using the straight- line method (“SLM”). Management believes that the useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

| Description of Asset | Estimated useful lives |
|--|------------------------|
| Buildings | 10-60 years |
| Computers and Printers, including Computer Peripherals (including server and networking) | 3 years |
| Office Equipments | 4-5 years |
| Furniture and Fixtures | 10 years |
| Motor Vehicles (including busses and trucks) | 5-15 years |
| Plant and Machinery | 10-15 years |

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions.

Assets individually costing less than Rs. 5,000 are fully depreciated in the year of acquisition.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

E. Investment properties

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Company, is classified as investment property.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated impairment loss, if any.

Though the Company measures investment property using cost based measurement. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

F. Intangible Assets

Intangible asset including intangible assets under development are stated at cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets acquired separately are measured on initial recognition at cost.

Intangible assets in case of computer software are amortised on straight-line basis over a period of 5 years, based on management estimate. The amortization period and the amortisation method are reviewed at the end of each financial year.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with infinite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

G. Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit.

If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss is recognized in the profit or loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. A reversal of an impairment loss is recognised immediately in profit or loss.

H. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

a. Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

Financial Assets at amortised cost:

A Financial Assets is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Assets is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Assets at FVTPL (Fair Value through Profit or Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

c. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

d. Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance;
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 116
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS 115 (referred to as 'revenue from contract with customers' in these financial statements)
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company uses the remaining contractual term of the financial instrument; and
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates the following provision matrix at the reporting date:

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is grouped under the head 'other expenses'. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet.

- The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Part II - Financial Liabilities

a. Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

b. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVT-PL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the profit or loss as finance cost.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation

c. De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

d. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the

net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

I. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement:

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind-AS 109 are recognised in the statement of profit and loss. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

I. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement:

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind-AS 109 are recognised in the statement of profit and loss. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

J. Inventories

Inventories are valued at lower of cost on First-In-First-Out (FIFO) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

K. Recognition of Revenue

Revenue is recognized at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or rendering of services to a customer i.e. on transfer of control of the goods or rendering of service to the customer. Revenue recognised is net of indirect taxes, returns and discounts.

Income from operations:

Rooms, Food and Beverage & Banquets: Revenue is measured at the fair value of the consideration received or receivable. Revenue comprises sale of rooms, food, beverages, smokes and allied services relating to hotel operations. Revenue is recognised upon rendering of the service, provided pervasive evidence of an arrangement exists, tariff / rates are fixed or are determinable and collectability is reasonably certain.

Other services: Income from ancillary services is recognised as and when the service is rendered.

L. Other Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

M. Provisions and Contingent Liabilities

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Payments in respect of such liabilities, if any are shown as advances.

N. Accounting for Taxation of Income

i. Current taxes

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets, on a year to year basis, the current tax assets and liabilities, where it has legally enforceable right to do so and where it intends to settle such assets and liabilities on a net basis.

ii. Deferred taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

O. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to settle a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- **Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- **Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- **Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

P. Foreign Currency-Transactions and Balances

The Company's functional currency is INR and accordingly, the financial statements are presented in INR.

Transactions in foreign currencies are initially recorded by the company in their functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognised in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Q. Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

R. Leases

Effective April 1, 2019, the Company has adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. Accordingly, comparative information as at and for the year ended March 31, 2019 has not been restated. The impact of adoption of the standard on financial statements of the Company has been disclosed in the notes to accounts

On adoption of Ind AS 116, the Company recognised lease liabilities in relation to certain leases which had previously been classified as 'operating leases' under the principles of Ind AS 17, Leases. These liabilities have been measured at the present value of the remaining lease payments, discounted using the company's incremental borrowing rate as of 1 April 2019.

The Company's lease asset classes primarily consist of leases for land, building and vehicle leases. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset throughout the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises

the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives and estimated restoration costs of the underlying asset where applicable. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying assets useful life.

Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Lease liabilities and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company applies the practical expedient by the standard allowing not to separate the lease component from other service components included in its lease agreements. Accordingly, all fixed payments provided for in the lease agreement, whatever their nature, are included in the lease liability.

S. Employee Benefits

a. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the undiscounted amounts of the benefits expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

b. Other Long-term employee benefit obligations

The liabilities for compensated absences (annual leave) which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related service are presented as non-current employee benefits obligations. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Re-measurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Profit and Loss.

The obligations are presented as current in the balance sheet, if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

c. Post-employment obligations

The Company operates the following post-employment schemes:

- (i) Defined benefit plans such as gratuity
- (ii) Defined contribution plans such as provident fund.

Defined benefit plan - Gratuity Obligations

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is actuarially determined using the Projected Unit Credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have a terms approximating to the terms of the obligation. The net interest cost, calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets, is recognised as employee benefit expenses in the statement of profit and loss.

Remeasurements gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the other comprehensive income in the year in which they arise and are not subsequently reclassified to Statement of Profit and Loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution Plan

The Company pays provident fund contributions to publicly administered provident funds as per local regulatory authorities. The Company has no further obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

T. Earnings Per Share

Basic Earnings Per Share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- Weighted average number of equity shares that would have been outstanding assuming the conversion of all the dilutive potential equity.

U. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

V. Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

W. Segment Reporting

The Company's only business being hoteliering, disclosure of segment-wise information under Accounting Standard (AS) 108 "Segmental Information" notified by the Companies (Accounting Standards) Rules, 2006 (as amended) does not arise. There is no geographical segment to be reported since all the operations are undertaken in India.

X. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Y. Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, 2019 notifies new standard or amendments to the standards. There is no such new notification which would be applicable from April 1, 2020.

NOTES TO THE FINANCIAL STATEMENTS

FOR YEAR ENDED MARCH 31, 2020

Note 3 : Property, Plant and Equipment

INR in Lakhs

| Particulars | Land | Building Owned | Building Lased * | Plant and Machinery | Furniture and Fixtures | Computers Equipments | Motor Vehicles | Office Equipments | Total | Capital Work-in Progress |
|--|----------|----------------|------------------|---------------------|------------------------|----------------------|----------------|-------------------|-----------|--------------------------|
| Gross Carrying Amount as at April 1, 2018 | 1,008.56 | 2,359.13 | 3,645.35 | 6,882.88 | 1,523.84 | 579.52 | 241.50 | 273.28 | 16,514.06 | 848.87 |
| Additions | - | 30.26 | 31.88 | 1,164.35 | 275.99 | 35.52 | - | 59.34 | 1,597.34 | 1,047.78 |
| Disposals/Transfer | - | - | - | - | - | - | - | - | - | (235.78) |
| As at March 31, 2019 | 1,008.56 | 2,389.39 | 3,677.22 | 8,047.23 | 1,799.83 | 615.04 | 241.50 | 332.62 | 18,111.40 | 1,660.87 |
| Additions | - | - | 934.80 | 718.78 | 167.49 | 5.70 | 9.63 | 221.05 | 2,057.45 | 257.25 |
| Disposals/ Transfer | - | - | - | - | - | - | - | - | - | (125.32) |
| As at March 31, 2020 | 1,008.56 | 2,389.39 | 4,612.02 | 8,766.01 | 1,967.32 | 620.74 | 251.13 | 553.67 | 20,168.85 | 1,792.80 |
| Accumulated depreciation as at April 1, 2018 | - | 278.87 | 1,710.24 | 2,866.23 | 670.12 | 461.87 | 117.00 | 107.99 | 6,212.32 | - |
| Depreciation charge during the year | - | 39.60 | 346.51 | 769.42 | 173.44 | 69.97 | 28.99 | 66.59 | 1,494.53 | - |
| Accumulated depreciation on deletions/Adjustment/Deduction | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2019 | - | 318.47 | 2,056.75 | 3,635.65 | 843.56 | 531.84 | 145.99 | 174.58 | 7,706.85 | - |
| Depreciation charge during the year | - | 39.95 | 404.51 | 880.61 | 186.02 | 69.33 | 29.28 | 68.08 | 1,677.78 | - |
| Accumulated depreciation on deletions/Adjustment/Deduction | - | - | - | - | - | - | - | - | - | - |
| As at March 31, 2020 | - | 358.41 | 2,461.26 | 4,516.26 | 1,029.58 | 601.18 | 175.28 | 242.66 | 9,384.62 | - |
| Net carrying amount as at March 31, 2020 | 1,008.56 | 2,030.97 | 2,150.77 | 4,249.75 | 937.74 | 19.57 | 75.85 | 311.02 | 10,784.23 | 1,792.80 |
| Net carrying amount as at March 31, 2019 | 1,008.56 | 2,070.92 | 1,620.48 | 4,411.58 | 956.27 | 83.20 | 95.51 | 158.04 | 10,404.55 | 1,660.87 |

1. The Gross carrying amount of any fully depreciated property, plant and equipment is INR 1790.30 lakhs (March 31, 2019: INR 1391.07 lakhs) that is still in use.

Note 4 : Intangible Assets

INR in Lakhs

| Particulars | Software |
|--|----------|
| Gross Carrying Amount as at April 1, 2018 | - |
| Additions | 199.80 |
| As at March 31, 2019 | 199.80 |
| Additions | 100.00 |
| Disposals | - |
| As at March 31, 2020 | 299.80 |
| Accumulated amortisation and impairment | |
| As at April 01, 2018 | - |
| Amortisation charge during the year | 0.11 |
| Disposals | - |
| As at March 31, 2019 | 0.11 |
| Amortisation charge during the year | 52.05 |
| Disposals | - |
| As at March 31, 2020 | 52.16 |
| Net carrying amount as at March 31, 2020 | 247.64 |
| Net carrying amount as at March 31, 2019 | 199.69 |

Note:

Intangible assets in case of computer software are amortised on straight-line basis over a period of 5 years, based on management's estimate. The amortisation period and the amortisation method are reviewed at the end of each financial year.

NOTES TO THE FINANCIAL STATEMENTS

FOR YEAR ENDED MARCH 31, 2020

Note 5: Right of Use Assests

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|----------------------|----------------------|----------------------|
| Right of Use Assests | 3,366.46 | - |
| Total | 3,366.46 | - |

Note 6 : Non-Current Financial Assets - Others

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|----------------------|----------------------|
| Carried at amortised cost | | |
| • Security Deposits | 1,084.93 | 927.35 |
| • VAT and CST Deposit | 0.65 | 0.65 |
| • Other Loans & Advances | 1,202.84 | 1,203.12 |
| • Fixed Deposits with Banks with a maturity period more than 12 months | 46.20 | 40.21 |
| Total | 2,334.62 | 2,171.33 |

[includes Fixed Deposit of Rs. 30.91 Lakhs (March 31 2019 Rs. 25.27 Lakhs) is pledged with the Bank against the Overdraft Facilities and Fixed Deposit of Rs. 9.12 Lakh is pledged with Bihar State Tourism Development Corporation Ltd. against Lease of Niranjana Resort, Bodhgaya]

Note 7 : Other Non-Current Assets

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|------------------|----------------------|----------------------|
| Security Deposit | 800.88 | 816.61 |
| Total | 800.88 | 816.61 |

Note 8 - Inventories

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|------------------------------------|----------------------|----------------------|
| Food , Beverages , Smokes & Others | 1,645.35 | 1,754.68 |
| Total | 1,645.35 | 1,754.68 |

Note 9 - Current Financial Assets - Trade Receivables

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|------------------------------------|-------------------------|-------------------------|
| Unsecured | | |
| • Considered Good | 2,695.51 | 2,856.17 |
| • Considered doubtful | 15.64 | 21.68 |
| | 2,711.15 | 2,877.85 |
| Less: Allowances for credit losses | 15.64 | 21.68 |
| Total | 2,695.51 | 2,856.17 |

Note 10 - Current Financial Assets - Cash and Cash Equivalents

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|----------------------|-------------------------|-------------------------|
| Bank Balances | | |
| In current accounts | 157.56 | 343.01 |
| • Cash on Hand | 140.16 | 267.67 |
| Total | 297.72 | 610.68 |

Note 11 : Current Financial Assets - Others

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|-------------------------------------|-------------------------|-------------------------|
| Loans and advances to employees | 81.83 | 66.07 |
| Balance with government authorities | 40.00 | 40.00 |
| Other Advances | 2,145.84 | 1,615.00 |
| Accrued Interest on Fixed Deposits | 2.81 | 5.40 |
| Total | 2,270.48 | 1,726.47 |

Note 12 - Other Current Assets

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|------------------|-------------------------|-------------------------|
| Prepaid Expenses | - | 27.22 |
| Total | - | 27.22 |

Note 13 - Share Capital

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|-------------------------|-------------------------|
| Authorised Capital | | |
| • 4,10,00,000 (March 31, 2019: 4,10,00,000) Equity Shares of INR 10 each | 4,100.00 | 4,100.00 |
| | 4,100.00 | 4,100.00 |
| Issued, Subscribed and Paid up Capital | | |
| • 4,00,97,800 (March 31, 2019: 4,00,97,800) Equity Shares of INR 10 each fully paid up | 4,009.78 | 4,009.78 |
| Total | 4,009.78 | 4,009.78 |

a) Terms / rights attached to:

Equity Shares:

The Company has one class of equity shares having a par value of INR 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their share holding.

b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year

Equity Shares:

| Particulars | As at March 31, 2020 | | As at March 31, 2019 | |
|--|----------------------------|--------------------------|----------------------------|--------------------------|
| | No of shares (in Lakhs) | Amount (INR in Lakhs) | No of shares (in Lakhs) | Amount (INR in Lakhs) |
| Balance as at the Beginning of the year | 400.98 | 4,009.78 | 400.98 | 4,009.78 |
| Add: Shares allotted as bonus shares | - | - | - | - |
| Balance as at the end of the year | 400.98 | 4,009.78 | 400.98 | 4,009.78 |

c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Equity Shares:

| Shares held by | As at March 31, 2020 | | As at March 31, 2019 | |
|--|-------------------------|--------|-------------------------|--------|
| | Shares (in Lakhs) | % | Shares (in Lakhs) | % |
| Hotel Relax Private Limited | 89.25 | 22.26% | 89.25 | 22.26% |
| Vinita Sunil Patodia | 46.58 | 11.62% | 46.58 | 11.62% |
| National Westminster Bank Plc as Trustee of The Jupiter India Fund | 21.84 | 5.45% | 22.38 | 5.58% |

Note 14 - Other Equity

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--------------------|-------------------------|-------------------------|
| General Reserve | 180.00 | 180.00 |
| Securities Premium | 2,005.11 | 2,005.11 |
| Retained Earnings | 12,614.00 | 12,200.64 |
| Total | 14,799.11 | 14,385.75 |

(i) General Reserve

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|-------------------------|-------------------------|
| Balance as at the beginning of the year | 180.00 | 180.00 |
| Add : Additions during the year | - | - |
| Balance as at the end of the year | 180.00 | 180.00 |

(ii) Securities Premium:

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|-------------------------|-------------------------|
| Balance as at the beginning of the year | 2,005.11 | 2,005.11 |
| Add : Received on issue of shares | - | - |
| Less: Amount utilised for share issue expenses | - | - |
| Balance as at the end of the year | 2,005.11 | 2,005.11 |

(iii) Retained Earnings:

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Balance as at the beginning of the year | 12,200.64 | 12,179.41 |
| Add: Profit for the year | 414.63 | 506.18 |
| Add: Items of Other Comprehensive Income recognised directly in Retained Earnings | | |
| Re-measurement gains/ (losses) on defined benefit obligations (net of tax) | (1.27) | (2.34) |
| Less: Dividend (including Dividend Distribution Tax) | - | 482.61 |
| Balance as at the end of the year | 12,614.00 | 12,200.64 |

Note 15 - Non-Current Financial Liabilities - Borrowings

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Secured Term Loans* (Refer Note (a) below) | | |
| • Vehicle Loan - From Bank | 7.96 | 1.31 |
| Total Non-Current Borrowings | 7.96 | 1.31 |

* Net of Current maturities of long-term debts, which are included in Note 23

Note:

(a) Nature of security and terms of repayment for Secured Borrowings :

| Nature of Security | Terms of Repayment |
|--|--|
| Vehicle Loan from Bank amounting to Rs. 11 lakhs (March, 2019: 22.72 Lakhs is secured by the vehicles purchased from the loan proceedings. | Repayable in 36 - 60 monthly installments, Effective rate of interest is ranging 10.00% - 11.00% |

Note 16 - Non-Current Financial Liabilities - Lease Liabilities

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|-------------------|-------------------------|-------------------------|
| Lease Liabilities | 3,072.58 | - |
| Total | 3,072.58 | - |

Note 17 - Non-Current Financial Liabilities - Other

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---------------------------|-------------------------|-------------------------|
| Security Deposit Received | 23.73 | 24.48 |
| Total | 23.73 | 24.48 |

Note 18: Non-Current Provisions

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Provision for Employee Benefits: | | |
| Provision for Gratuity (refer note 40) | 38.41 | 28.76 |
| Total | 38.41 | 28.76 |

Note 19 - Deferred Tax Liabilities (Net)

The major components of deferred tax Liabilities/ (Assets) as recognized in the financial statements are as follows:

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|-------------------------|-------------------------|
| Deferred Tax Liabilities/ (Assets) arising on account of timing differences in: | | |
| • Property, Plant and Equipment including Intangible Assets - Depreciation | 674.40 | 839.92 |
| • Gratuity | (10.67) | (10.50) |
| • Financial Instruments - Borrowings | - | 0.42 |
| • Allowances for credit losses - Trade Receivables | (3.93) | (7.44) |
| • Right-of-Use Assets (Net of Lease Liabilities) | (75.15) | - |
| Deferred Tax Liabilities (net) | 584.65 | 822.40 |

Movement in Deferred Tax Liabilities/ (Assets)

(INR in Lakhs)

| Particulars | Depreciation | Gratuity | Borrowings | Other | Total |
|---------------------------------------|---------------|----------------|-------------|---------------|---------------|
| As at April 1, 2018 | 791.84 | (8.48) | 0.03 | (8.06) | 775.33 |
| Charged/ (Credited): | | | | | |
| To Profit or Loss | 48.08 | (0.78) | 0.39 | 0.62 | 48.31 |
| To Other Comprehensive Income | - | (1.24) | - | - | (1.24) |
| As at March 31, 2019 | 839.92 | (10.50) | 0.42 | (7.44) | 822.40 |
| Charged/ (Credited): | | | | | |
| To Profit or Loss | 69.46 | (2.55) | (0.02) | 1.53 | 68.42 |
| To Other Comprehensive Income | - | (0.43) | - | - | (0.43) |
| Other Adjustment | (234.98) | 2.81 | (0.40) | 1.98 | (230.59) |
| ROU Assets (Net of Lease Liabilities) | - | - | - | - | (75.15) |
| As at March 31, 2020 | 674.40 | (10.67) | - | (3.93) | 584.65 |

Note 20- Current Financial Liabilities - Borrowings

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Secured Loans (Repayable on demand) | | |
| • Working Capital Loans from Banks (Refer Note (a) below) | 2,009.65 | 2,022.41 |
| Total | 2,009.65 | 2,022.41 |

Note:

(a) These facilities are secured against the following charge on various assets of the Company :

1. Primary : Hypothecation charge on the entire current assets of the Company, both present & future.
2. Personal Guarantees of : Mr. Anil Patodia, Pramod Patodia and property owners.
3. Corporate Guarantee of : Hotel Relax Private Limited.

Note 21- Current Financial Liabilities - Lease Liabilities

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|-------------------|-------------------------|-------------------------|
| Lease Liabilities | 592.49 | - |
| Total | 592.49 | - |

Note 22- Current Financial Liabilities - Trade Payables

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Trade Payable | | |
| • Due to micro and small enterprises | - | - |
| • Due to other than micro and small enterprises | 423.58 | 444.75 |
| Total | 38.41 | 28.76 |

Note 23 - Current Financial Liabilities - Others

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| • Current Maturities of Long-Term Debt: | | |
| Rupee Term Loans from Banks (Refer Note 15 above) | 3.04 | 21.41 |
| • Unclaimed Dividend (Refer Note below) | 189.34 | 190.57 |
| • Other Payables | 45.82 | 52.80 |
| Total | 238.20 | 264.78 |

Note:

A sum of INR 2.06 Lakhs (Previous year - INR 1.80 Lakhs) due for transfer to the Investor Education and Protection Fund during the year has been transferred and there are no dues in this respect which have remained unpaid as at the Balance Sheet date.

Note 24 - Other Current Liabilities

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Statutory Tax Payable (Including Provident Fund, Tax Deducted at Source and other indirect taxes) | 395.28 | 98.35 |
| Employee Related Liabilities | 0.74 | 0.76 |
| Advance from Customers | 48.65 | 55.24 |
| Total | 444.67 | 154.35 |

Note 25 : Current Provisions:

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Provision for Expenses | 42.57 | 35.49 |
| Provision for Employee benefits: | | |
| Provision for Gratuity [Refer Note 40] | 1.56 | 1.78 |
| Total | 44.13 | 37.27 |

Note 26 : Current Tax Liabilities (Net):

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Provision for Income Tax (Net of Advance Tax) | (53.26) | 32.21 |
| Total | (53.26) | 32.21 |

The gross movement in the current income tax asset/ (liability) for the year ended March 31, 2020 and March 31, 2019 is as follows:

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Net current income tax asset/ (liability) at the beginning | (32.21) | (1,126.65) |
| Add : Current income tax expense | (68.43) | (206.59) |
| Less: Income tax paid (net of refund, if any) | 153.90 | 1,301.03 |
| Net current income tax asset/ (liability) at the end | 53.26 | (32.21) |

NOTES TO THE FINANCIAL STATEMENTS

FOR YEAR ENDED MARCH 31, 2020

Note 27 : Revenue from Operations

(INR in lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|-------------------------|-------------------------|
| Services Rendered: | | |
| • Room Rent | 5,794.46 | 6,869.34 |
| • Income from Food, Beverages & Other Services | 6,424.12 | 7,807.23 |
| Total | 12,218.58 | 14,676.57 |

Note 28 : Other Income

(INR in lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|-------------------------|-------------------------|
| Interest Income from financial assets at amortised cost: | | |
| • From Fixed Deposits with Banks | 3.10 | 4.33 |
| • From Security Deposits | 97.39 | 86.57 |
| Total | 100.49 | 90.90 |

Note 29 : Cost of Services

(INR in lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Opening stock | 1,754.68 | 1,474.28 |
| Add: Net Purchases (Food, Beverages, Smokes & Others) | 2,283.01 | 3,447.18 |
| Less: Closing Stock | 1,645.35 | 1,754.68 |
| Cost of Material Consumed | 2,392.34 | 3,166.78 |

Note 30 : Employee Benefits Expenses

(INR in lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|-------------------------|-------------------------|
| Salaries, Wages and Bonus | 1,208.01 | 1,162.62 |
| Contributions to Provident and Other Funds (Refer Note 40) | 18.35 | 17.13 |
| Gratuity Expenses (Refer Note 40) | 10.12 | 6.05 |
| Staff Welfare Expenses | 47.58 | 45.64 |
| Total | 1,284.06 | 1,231.44 |

Note 31: Finance Costs

(INR in lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Interest on Borrowings from Banks on Short-Term Loans | 205.68 | 197.15 |
| Interest on Others | 1.52 | 6.56 |
| Interest on Lease Liability | 451.28 | - |
| Total | 658.48 | 203.71 |

Note 32 : Depreciation Expense

(INR in lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|-------------------------|-------------------------|
| Depreciation of property, plant and equipment (Refer Note 3) | 1,677.78 | 1,494.53 |
| Amortisation of intangible assets(Refer Note 4) | 52.05 | 0.11 |
| Deprecation on Right of Use | 1,074.86 | - |
| Total | 2,804.69 | 1,494.64 |

Note 33 : Other Expenses

(INR in lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Freight & Forwarding, Power & Fuel, Water Charges | 562.17 | 553.75 |
| Operating Supplies | 797.14 | 860.55 |
| Rent including lease rentals- Hotels | - | 1,184.84 |
| Staff Contractual Expenses | 1,299.61 | 1,390.11 |
| Other Operational Expenses | 167.49 | 159.95 |
| Bank Charges | 24.32 | 19.87 |
| Sales Promotion Expenses | 1,208.24 | 1,421.58 |
| Communication Expenses | 67.95 | 66.14 |
| Legal and Professional Fees | 18.64 | 16.37 |
| Advertisement Expenses | 121.36 | 97.42 |
| Loss from Room chartering | - | 1,426.62 |
| General and Office Expenses | 124.27 | 104.95 |
| Rates and Taxes | - | 84.00 |
| Insurance Expenses | 45.32 | 42.21 |
| Printing and Stationery | 38.12 | 34.04 |
| Repairs & Maintenance - Building | 126.24 | 110.42 |
| Repairs & Maintenance - Others | 105.47 | 80.77 |
| Travelling and Conveyance Expenses | 145.24 | 143.17 |
| Provision for Loss Allowance on Trade Receivables | (6.04) | (1.85) |
| CSR Expenses (Refer Note 42) | 76.22 | 104.14 |
| Payment to Auditors: | | |
| As Statutory Audit Fees | 12.00 | 12.00 |
| Total | 4,933.76 | 7,911.05 |

Note 34 : Earnings Per Equity Share

(INR in lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|---|-------------------------|-------------------------|
| Net Profit attributable to Equity Shareholders (INR in Lakhs) | 414.63 | 506.18 |
| Weighted Average Number of Equity Shares (Nos. in Lakhs) | 400.98 | 400.98 |
| Basic and Diluted Earnings Per Share (INR) | 1.03 | 1.26 |
| Face value per Share (INR) | 10.00 | 10.00 |

Note 35:- Financial Assets at Amortised Cost Method

The carrying value of the following financial assets recognised at amortised cost:

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|-------------------------------------|-------------------------|-------------------------|
| Non-Current Financial Assets | | |
| Other | 2,334.62 | 2,171.33 |
| Current Financial Assets | | |
| Trade receivables | 2,695.51 | 2,856.17 |
| Cash and Cash Equivalents | 297.72 | 610.68 |
| Others | 2,270.48 | 1,726.47 |
| Total | 7,598.33 | 7,364.65 |

Note: The fair value of the above financial assets are approximately equivalent to carrying values as recognised above.

Note 36:- Financial Liabilities at Amortised Cost Method

The carrying value of the following financial liabilities recognised at amortised cost:

(INR in Lakhs)

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|-------------------------|-------------------------|
| Non-Current Financial Liabilities | | |
| Borrowings | 7.96 | 1.31 |
| Lease Liabilities | 3,072.58 | - |
| Other Financial Liabilities | 23.73 | 24.48 |
| Current Financial Liabilities | | |
| Borrowings | 2,009.65 | 2,022.41 |
| Lease Liabilities | 592.49 | - |
| Trade Payable | 423.58 | 444.75 |
| Other Financial Liabilities | 238.20 | 264.78 |
| Total | 6368.19 | 2757.73 |

Note: The fair value of the above financial liabilities are approximately equivalent to carrying values as recognised above.

Note 37 : Financial Risk Management Objectives and Policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations directly or indirectly. The Company's principal financial assets include, trade and other receivables, other advances, cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk and liquidity risk. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

| Risk | Exposure arising from | Measurement | Management |
|----------------|--|-----------------------------------|---|
| Credit Risk | Cash and cash equivalents, trade receivables, financial assets measured at amortised cost. | Aging analysis and Credit ratings | Diversification of bank deposits and credit limits |
| Liquidity Risk | Borrowings and other liabilities | Rolling cash flow forecasts | Availability of committed credit lines and borrowing facilities |

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or a customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions.

Trade receivables

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. The Company is in the business of Hospitality. Credit quality of a customer is assessed by the management on regular basis with market information and individual credit limits are defined accordingly. Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 9.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made generally in the fixed deposits. The investment limits are set to minimise the concentration of risks and therefore mitigate financial loss to make payments for vendors.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2020 and March 31, 2019 is the carrying amounts as stated in balance sheet.

Liquidity Risk

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans. The Company has access to a sufficient variety of sources of funding which can be rolled over with existing lenders. The Company believes that the working capital is sufficient to meet its current requirements.

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2020 and March 31, 2019:

INR in Lakhs

| Particulars | Less than 3 Months | 3 to 12 months | 1 to 5 years | > 5 years | Total |
|----------------------------------|--------------------|----------------|--------------|-----------|----------|
| Year ended March 31, 2020 | | | | | |
| Secured Loans | 2,011.38 | 1.31 | 7.96 | - | 2,020.65 |
| Trade Payables | 423.58 | - | - | - | 423.58 |
| Others | 231.24 | 27.65 | - | - | 258.89 |
| Year ended March 31, 2019 | | | | | |
| Secured Loans | 2,027.47 | 16.35 | 1.31 | - | 2,045.13 |
| Trade Payables | 444.75 | - | - | - | 444.75 |
| Others | 244.61 | 23.24 | - | - | 267.85 |

Note 38 : Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the share and to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company can adjust the dividend payment to shareholders, issue new shares, etc. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

INR in Lakhs

| Particulars | As at March 31, 2020 | As at March 31, 2019 |
|--|----------------------|----------------------|
| A) Net Debt | | |
| Borrowings (Current and Non-Current) | 2,020.65 | 2,045.13 |
| Cash and cash equivalents | (297.72) | (610.68) |
| Net Debt (A) | 1,722.93 | 1,434.45 |
| B) Equity | | |
| Equity share capital | 4,009.78 | 4,009.78 |
| Other Equity | 14,799.11 | 14,385.75 |
| Total Equity (B) | 18,808.89 | 18,395.53 |
| Gearing Ratio (Net Debt / Capital) i.e. (A / B) | 9.16% | 7.80% |

Note 39 : Segment Information

The Company's only business being hoteliering, disclosure of segment-wise information under Accounting Standard (AS) 108 "Segmental Information" notified by the Companies (Accounting Standards) Rules, 2006 (as amended) does not arise. There is no geographical segment to be reported since all the operations are undertaken in India.

Note 40 : Employee Benefits:

The Company has classified the various benefits provided to employees as under:

I. Defined Contribution Plans

a. Employers' Contribution to Provident Fund

During the year, the Company has incurred and recognised the following amounts in the Statement of Profit and Loss:

INR in Lakhs

| Particulars | Year ended March 31, 2020 | Year ended March 31, 2019 |
|--|---------------------------|---------------------------|
| Employers' Contribution to Provident Fund and Other Fund | 18.35 | 17.13 |
| Total Expenses recognised in the Statement of Profit and Loss (Refer Note 30) | 18.35 | 17.13 |
| II. Defined Benefit Plan | | |
| Gratuity Fund | | |
| a. Major Assumptions | | |
| | (% p.a.) | (% p.a.) |
| Discount Rate | 6.85% | 7.80% |
| Salary Escalation Rate @ | 6.00% | 6.00% |
| The estimates for future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors. | | |
| b. Change in Present Value of Obligation | | |
| | (INR in lakhs) | (INR in lakhs) |
| Present Value of Obligation as at the beginning of the year | 30.54 | 24.49 |
| Current Service Cost | 7.78 | 7.79 |
| Interest Cost | 2.34 | 1.83 |
| Benefit paid | (2.39) | - |
| Re measurements - Actuarial (Gain)/ Loss on Obligations | 1.70 | (3.58) |
| Past service cost | - | - |
| Present Value of Obligation as at the end of the year | 39.97 | 30.54 |
| c. Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets | | |
| | (INR in lakhs) | (INR in lakhs) |
| Present Value of Obligation | 39.97 | 30.54 |
| Fair Value of Plan Assets | - | - |
| Funded Status | (39.97) | (30.54) |
| Present Value of Unfunded Obligation | 39.97 | 30.54 |
| Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 25 and 18) | 39.97 | 30.54 |
| d. Expenses Recognised in the Statement of Profit and Loss | | |
| | (INR in lakhs) | (INR in lakhs) |
| Current Service Cost | 7.78 | 7.79 |
| Interest Cost | 2.34 | 1.83 |
| Past service cost and Loss/(gain) on | - | - |
| Total expenses recognised in the Statement of Profit and Loss | 10.12 | 9.63 |
| e. Expense Recognised in the Statement of Other Comprehensive Income | | |
| | (INR in lakhs) | (INR in lakhs) |
| Re measurements of the net defined benefit liability | 1.70 | (3.58) |
| Actuarial (gains) / losses obligation | 1.70 | (3.58) |
| f. Amounts recognised in the Balance Sheet | | |
| | (INR in lakhs) | (INR in lakhs) |
| Present Value of Obligation as at year end | (39.97) | (30.54) |
| Fair Value of Plan Assets as at year end | - | - |
| Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 25 and 18) | 39.97 | 30.54 |

III. Sensitivity Analysis

The below sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

a. Gratuity

A quantitative sensitivity analysis for significant assumption as at March 31, 2020 and March 31, 2019 are as shown below:

| Particulars | Change in Discount Rate | Increase/ (Decrease) in Present Value of Obligations | Change in Salary Escalation Rate | Increase/ (Decrease) in Present Value of Obligations |
|----------------|-------------------------|--|----------------------------------|--|
| March 31, 2020 | + 0.5% | (6.73) | + 0.5% | 5.90 |
| | - 0.5% | 7.50 | - 0.5% | (5.54) |
| March 31, 2019 | + 0.5% | (6.13) | + 0.5% | 5.73 |
| | - 0.5% | 6.80 | - 0.5% | (5.41) |

IV. Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed:

| | |
|-----------------------|---|
| Interest risk | A decrease in the market yields in the government bond will increase the plan liability. |
| Longevity risk | The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plan's liability. |
| Salary risk | The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. |

Note 41 : Related Party Disclosure:

i) Relationship

Description of Relationship

Key Management Personnel

Names of Related Parties

Mr. Anil Patodia
Mr. Sumit Bajaj (Chief Financial Officer)
Ms. Ankita Sharma (Company Secretary)

Enterprises in which Key Management personnel and relatives of Key Management personnel have significant influence

Hotel Relax Private Limited
Manbhari Biofuels Private Limited
Aqua Pumps Private Limited
Blazing Star Private Limited
Mr. Aayush Patodia
Anil Patodia HUF
Sunil Patodia HUF
Choice International Limited
Ms. Shree Shakambhari Exims
Shree Shakambhari Exims Private Limited

Notes:

- The list of related parties above has been limited to entities with which transactions have taken place.
- Related party transactions have been disclosed till the time the relationship existed.

ii) Transaction with Related Parties during the year

INR in Lakhs

| Particulars | Year ended March 31, 2020 | Year ended March 31, 2019 |
|---|---------------------------|---------------------------|
| Directors Remuneration and Salary | | |
| Mr. Anil Patodia | 60.00 | 60.00 |
| Mr. Sumit Bajaj (Chief Financial Officer) | 13.20 | 13.20 |
| Ms. Ankita Sharma (Company Secretary) | 4.25 | 3.91 |
| Mr. Aayush Patodia (son of Mr. Anil Patodia) | 1.93 | - |
| | 79.38 | 77.11 |
| Sitting Fees and Reimbursement of Conveyance | | |
| CA Ramratan Bajaj | 0.80 | 0.40 |
| Mr. Ramesh Vohra | 0.60 | 0.30 |
| Mr. Bharat Thakkar | - | 0.40 |
| Mr. Sandeep Singh | 0.80 | 0.40 |
| Mr. Dinesh Kumar Goyal | 0.80 | 0.30 |
| | 3.00 | 1.80 |
| Rent Expenses | | |
| Hotel Relax | 32.04 | 32.04 |
| Choice International | 84.00 | 84.00 |
| | 116.04 | 116.04 |
| Business Support Service | | |
| Choice International | 55.77 | - |
| | 55.77 | - |
| Advances Given | | |
| Shree Shakambhari Exims | 485.24 | 386.73 |
| Shree Shakambhari Exims Pvt Ltd | 78.81 | 65.71 |
| | 564.05 | 452.44 |
| Advance Given Received Back | | |
| Shree Shakambhari Exims | 485.24 | 386.73 |
| Shree Shakambhari Exims Pvt Ltd | 78.81 | 65.71 |
| | 564.05 | 452.44 |

iii) Balance with Related Parties :

INR in Lakhs

| Particulars | Balances as at March 31, 2020 | Balances as at March 31, 2019 |
|-----------------------|-------------------------------|-------------------------------|
| Deposits Given | | |
| Hotel Relax Pvt Ltd | 125.00 | 125.00 |
| | 125.00 | 125.00 |

Note 42 : Expenditure on Corporate Social Responsibility:

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The Company is spending amount for these activities, which are specified in Schedule VII of the Companies Act, 2013.

- Gross amount required to be spent by the Company during the year INR 74.10 Lakhs (previous year INR 95.47 Lakhs)
- Amount spent during the year on:

| Particulars | In cash/ bank | Yet to be paid in cash/ bank | Total |
|--|---------------|------------------------------|----------|
| (i) Construction/ acquisition of any asset | - | - | - |
| | (-) | (-) | (-) |
| (ii) On purposes other than (i) above | 76.22 | - | 76.22 |
| | (104.14) | (-) | (104.14) |

(Figures in brackets represent amount for previous year)

For Borkar & Muzumdar
Chartered Accountants
Firm Registration Number: 101569W

Deepak Jain
Partner
Membership Number: 154390

Place : Mumbai
Date : July 29, 2020

For and on behalf of the Board of Directors

Anil Patodia
Managing Director
DIN : 00073993

Place : Mumbai
Date : July 29, 2020

Sumit Bajaj
Chief Financial Officer

Place : Mumbai
Date : July 29, 2020

Pramod Patodia
Director
DIN : 03503728

Place : Mumbai
Date : July 29, 2020

Ankita Sharma
Company Secretary

Place : Mumbai
Date : July 29, 2020

THE BYKE HOSPITALITY LIMITED

CIN: L67190MH1990PLC056009

Registered Office: Shree Shakambhari Corporate Park, Plot No: 156-158,
Chakaravarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400099. Ph No: +91 22 67079666

Website: www.thebyke.com Email: investors.care@thebyke.com

NOTICE is hereby given that the 30th ANNUAL GENERAL MEETING of THE BYKE HOSPITALITY LIMITED will be held on November 02, 2020, at 11.30 A.M. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - To Consider & Adopt Financial Statements

To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020 and Report of the Board of Directors and the Auditors thereon.

Item No. 2 - Re-appointment of Mr. Satyanarayan Sharma

To appoint a Director in place of Mr. Satyanarayan Sharma (DIN: 00798388), who retires by rotation and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offers himself for re-appointment.

By Order of the Board of Directors

Sd/-

(Ankita Sharma)
Company Secretary

Date: September 14, 2020
Place: Mumbai

Registered Office: Shree Shakambhari Corporate Park,
Plot No: 156-158, Chakaravarti Ashok Society,
J.B.Nagar, Andheri East, Mumbai 400099
Email Id: investors.care@thebyke.com

NOTES

General instructions for accessing and participating in the 30th AGM through VC/OAVM Facility and voting through electronic means including remote-Voting:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has issued its circular dated 5th May, 2020 read with circular dated 8th April, 2020 and 13th April, 2020 (collectively referred to as ("MCA circular") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 SEBI Listing Obligations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

- Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorization, etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to the scrutinizer by email through its registered email address to investors.care@thebyke.com
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.thebyke.com. The Notice can also be accessed from the websites of the Stock Exchanges where the shares of the Company are listed. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
- Members holding shares in electronic form are requested to register / update their postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN) mandates, nominations, power of attorney, bank details such as name of bank and branch details, bank account number, MICR Code, IFSC Code etc, to their Depository Participants, with whom they are maintaining Demat Accounts.
- Members holding shares in physical form are requested to register / update their postal address, email address, telephone/ mobile numbers, PAN, mandates, nominations, power of Attorney, bank details such as name of the bank and branch details, bank accounts number, MICR code, IFSC code, etc., with the Registrar and Transfer Agent i.e. Sharex Dynamics (India) Private Limited by sending an email to support@sharexindia.com
- Non - Resident Indian members are requested to inform Sharex Dynamics (India) Private Limited immediately on:
 - The Change in the residential status on return to India for permanent settlement; and
 - The particulars of the bank account(s) number and address of the bank, if not furnished earlier.

8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this notice.
10. As mandated by SEBI, effective from April 1, 2019 that securities of listed Companies shall be transferred only in dematerialised form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
11. As per SEBI Circular dated 20th April, 2018 Shareholders whose PAN and Bank details are not mapped:
 - Shareholders holding shares in physical mode are requested to compulsorily furnish the details to the Share Department/Registrar & Share Transfer Agent.
 - Shareholders holding shares in electronic mode are requested to furnish the details to their respective Depository Participant (DP).
12. In case of Joint holders, 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 at the AGM.
13. Pursuant to the provisions of Section 1 DB of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized a-Voting's agency. The facility of casting votes by a member using remote e-voting as well as thee-voting system on the date of the AG M will be provided by CDSL.
14. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
15. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
16. The AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
17. The Equity Share Transfer Registers will remain closed from Tuesday, 27th October, 2020 to Monday, 02nd November, 2020 (both days inclusive) for the purpose of Annual General Meeting.
18. M/S Suman Sureka & Associates, Company, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the evoting system on the date of 30th GM in a fair and transparent manner.
19. The Member who have cast their vote by remote e-voting prior to the AGM may also attend /participate in AGM through VC/OAVM but shall not be entitle to cast their vote again.
20. The Voting right of Members shall be proportion to their shares in the paid up equity share capital of the Company as on cut-off date.
21. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, should follow the same procedure for a-Voting as mentioned below.
22. The voting results will be declared on receipt of Scrutinizers Report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency www.evotingindia.com and also on the website of the Company www.thebyke.com, within 48 hours after the conclusion of the 30th AGM of the Company and will also be submitted to the Stock exchanges where the shares of the Company are listed.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on October 30, 2020 at 9.00 A.M and ends on November 01, 2020 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of October 26, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.

- iv. Click on "Shareholders" module.
- v. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

| | For Shareholders holding shares in Demat Form and Physical Form |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | 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. <ul style="list-style-type: none"> • 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). |

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- xi. For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.

- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/ AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

2. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors.care@thebyke.com. These queries will be replied to by the company suitably by email.

5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- 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 a Compliance User 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors.care@thebyke.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.

Annexure A

Details of Directors seeking appointment / reappointment at the ensuing Annual General Meeting of the Company:

(Pursuant to Regulation 36(3) of the Listing Obligation & Disclosure Requirement, 2015 with the Stock Exchanges):

| | |
|--|--|
| Name of Director | Mr. Satyanarayan Sharma |
| DIN | 00798388 |
| Date of Birth | 15/03/1954 |
| Date of first appointment | 29/03/1990 |
| Expertise in specific functional area | Hospitality & Service Industry |
| Qualification | Electrical Engineer |
| Details of shares held in the Company | NIL |
| Board Membership of other Companies as on March 31, 2020 | NIL |
| Chairman / Member of the Committees *of other Companies on which he is director as on March 31, 2020 | YES- Chairman of Stakeholders Relationship Committee |

* The Committees include the Audit Committee and Stakeholders Relationship Committee and Nominations & Remuneration Committee.

By Order of the Board of Directors

Sd/-
Date: September 14, 2020
Place: Mumbai

(Ankita Sharma)
Company Secretary

Registered Office: Shree Shakambhari Corporate Park,
Plot No: 156-158, Chakaravarti Ashok Society,
J.B.Nagar, Andheri East, Mumbai 400099
Email Id: investors.care@thebyke.com

