

# 2021

ANNUAL REPORT



Rejuvenate  
Revive  
Rediscover



Annual Report 2020-2021

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## VISION

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

## MISSION

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

## 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.



“Atithi Devo Bhava”

# THE BYKE'S PRIDE

## The Byke Suraj Plaza

Location: Thane



**122** Rooms

Type: Leased

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

## The Byke Studio Apartments

Location: Thane



**84** Flats

Type: Leased

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

## The Byke Brightlands Resort

Location: Matheran



**63** Rooms

Type: Owned

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 Grassfield

Location: Jaipur



**54** Rooms

Type: Leased

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

## The Byke Old Anchor

Location: Goa



**240** Rooms

Type: Leased

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 Heritage

Location: Matheran



**80** Rooms

Type: Leased

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

## The Byke Suraj Club

Location: Junagadh



**39** Rooms

Type: Management Contract

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 Spice Heritage

Location: Cochin



**25** Rooms

Type: Leased

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

### The Byke Nature Vilas

Location: Shimla

...



**36** Rooms

Type: Leased

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

### The Byke Neelkanth

Location: Manali

...



**40** Rooms

Type: Leased

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

### The Byke Signature

Location: Bangalore

...



**36** Rooms

Type: Leased

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

### The Byke Sunshine Grand

Location: Ooty

...



**73** Rooms

Type: Leased

USP: Located in the beautiful city of Ooty, it is one of the largest properties with the breathtaking mountain view.

### The Byke Puja Samudra

Location: Kovalam



**42** Rooms

Type: Leased

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

### The Byke Niranjana

Location: Bodhgaya



**20** Rooms

Type: Leased

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 Delotel

Location: Borivali



**40** Rooms

Type: Leased

USP: Located in a prime location like Borivali, right next to the railway station.

### The Byke Royal Pearl

Location: North Goa

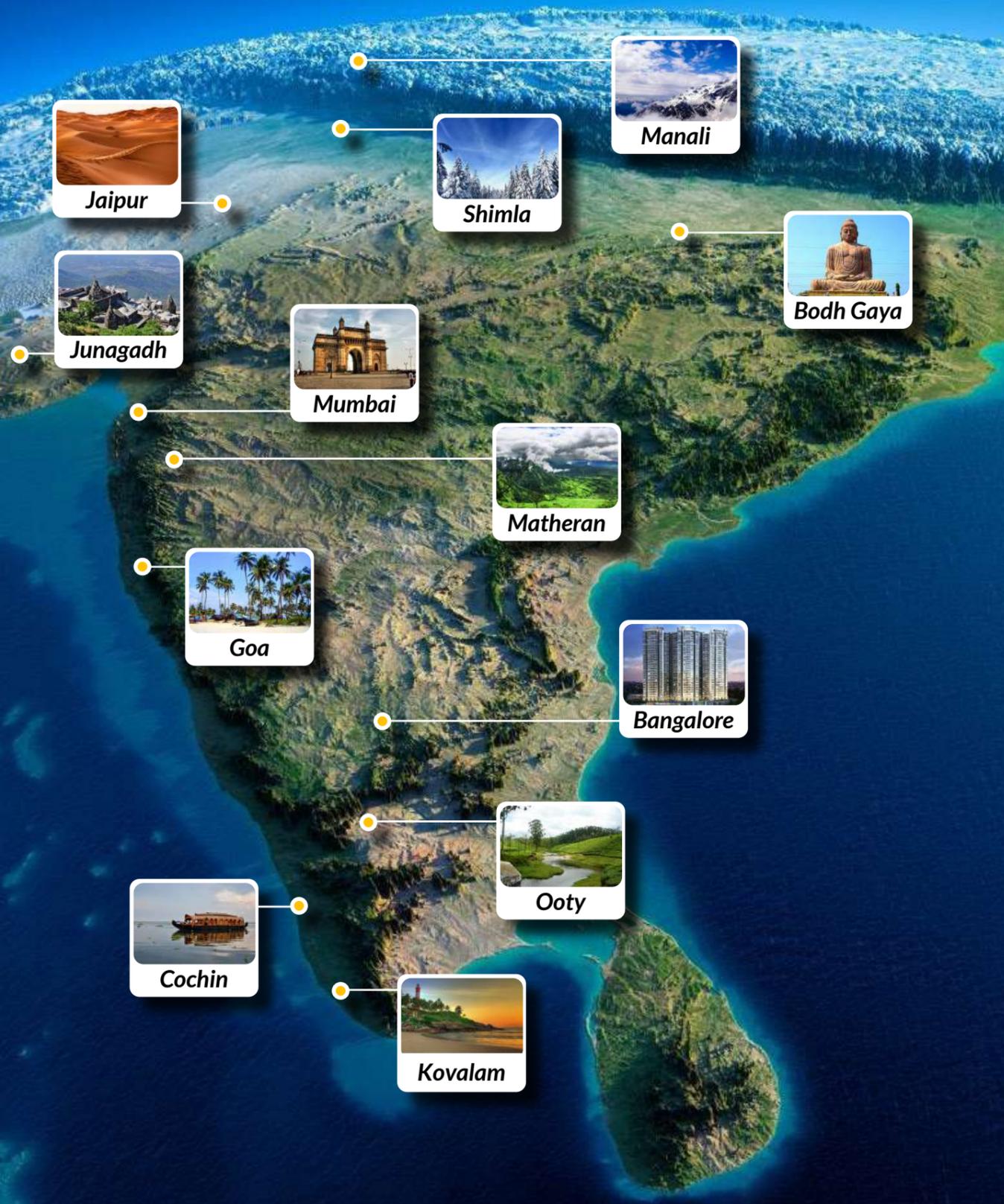


**54** Rooms

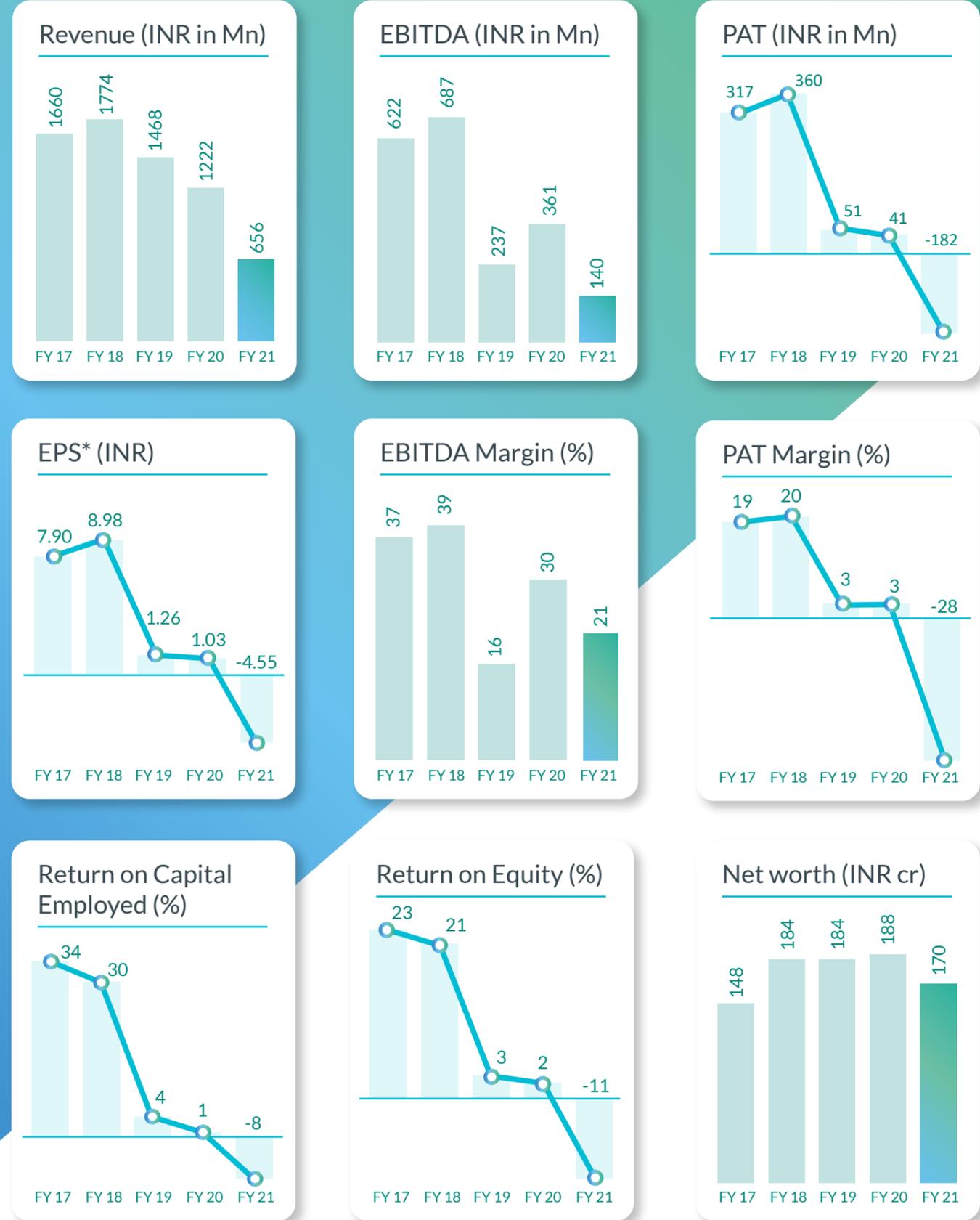
Type: Leased

USP: Located in Vagator, North Goa. It is within a short drive to the beautiful Ozran and Vagator Beaches in North Goa.

# OUR FOOTPRINT



# OUR PERFORMANCE

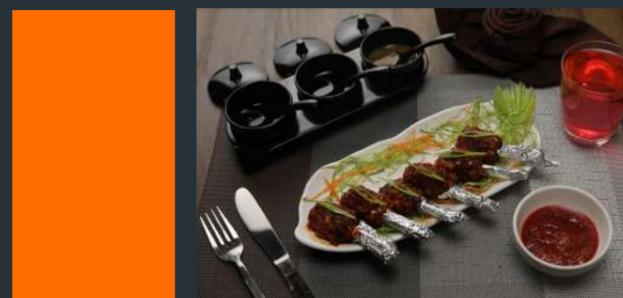




# Eat Green Stay Evergreen.



# Flavours from our Farm Fresh and Spice Lounge





## CHAIRMAN'S MESSAGE

“

**PEOPLE BUY INTO THE LEADER  
BEFORE THEY BUY INTO THE VISION”**

- JOHN C. MAXWELL

Dear Shareholders,

We all feel very proud that in a short span of time, our company, “The Byke Hospitality Limited” has created a place for itself in the Hospitality sector and has established its brand “The Byke”. It has been a wonderful journey since 1990 when the company had ventured into the Hospitality business. It is only because of constant efforts and hard work of our Team. We keep looking for ways through which we can further improve our services to our esteemed guests and attain maximum customer satisfaction. Our company's governance framework enjoins the highest standards of ethical and responsible conduct of business to create value for all stakeholders.

An expanding base of tourists and travellers are the lifeblood of growth in Indian Hospitality Industry. However due to the pandemic since last 2 years the industry has been plagued with intermittent lockdowns. Tourism is one economic sector in India that has the potential to grow at a high rate and to ensure consequential development of infrastructure at quaint underserved destinations. All the unforeseen challenges notwithstanding, our conviction on the Indian growth story remains unfazed. While India's growth has been impacted by the situation worldwide, there are several factors within India that have magnified the effects. The particularly devastating effects of the second wave on the Indian economy cannot be overstated.

We feel that given India's resilience it will only be a matter of time before the economy rebounds – the growth story must continue & we appreciate the steps which government have taken to expedite return to normalcy through recent legislative reforms. The constant efforts of local authorities and ease in lockdown norms have enabled a swift recovery in some destinations where we operate. We are pleased to inform you that our hotels & resorts continue to gain recognition amongst travellers even in these tough times.

The success of a company depends upon its ability to meet expectations apropos of the quality of services, amenities and facilities, brand recognition, location of properties. However, we endeavour to not just meet customer expectations but to exceed them and for us to achieve this in an environment as constrained as the past 2 years we faced some daunting yet exciting challenges which as we navigated have given us a lot more insight into not only guest expectations but also into our abilities to fulfil them. We remain confident that these learnings will provide an invaluable impetus for us to achieve the mission we have set out to achieve.

It has been a wonderful journey so far barring the obstacles that we faced previous year, many milestones have been achieved and we are looking forward for successful launch of various hotels across India and continue to grow sustainably. I am confident that the young and dynamic team of The Byke will continue to deliver its promises and exceed customer expectations. We will continue our practice of value addition for all our stakeholders over the long run with your continuous support and faith in us.

In conclusion, I would like to thank the extraordinary people who make the mission of The Byke their own. I also take this opportunity to extend my gratitude to all our fellow stakeholders for their unstinted support as the 2nd lockdown was tough for us but we have overcome it with unyielding courage and true grit. I particularly appreciate all levels of the management team, board and employees for their commitment to our company's growth and success. I also acknowledge the suppliers, customers and bankers for their stellar contribution to our company.

Once again, I thank you for resting your trust on me and providing me the opportunity to lead our company in this very dynamic industry and through these tough times.

Sd/-  
Anil Patodia  
Chairman & Managing Director  
DIN: 00073993

# STARTING OF OPERATIONS AT THE BYKE DELOTEL



The Byke Hospitality strengthens footprint in Maharashtra with The Byke Delotel in Mumbai. The Byke Delotel will be focusing on catering to the corporate requirements of the guests including conferences, meetings and special corporate events in the near future.

June 24, 2021 9:45 IST  
India Infoline News Service

The Byke Hospitality, one of India's fastest growing hospitality brands has launched its fifth hotel in Maharashtra — The Byke Delotel in Borivali. It is a pure vegetarian business hotel situated in the Western Suburbs of Mumbai with a total of 40 rooms with a combination of Super Deluxe Twin Bed, King Bed and Premium Rooms. The Byke Hospitality brand currently boasts a portfolio of around 21 hotels across India. With a strong and steady rise in domestic tourism, this new addition will have a lot to offer to the travelers who are looking for luxury services at affordable prices.

**India Infoline**

## Dailyhunt.in

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Anil Patodia, Chairman and Managing Director, The Byke Hospitality Ltd. said, "The Byke Hospitality has always focused on catering to all the requirements of the customers and helped them to create innumerable happy memories. With the launch of our new hotel, 'The Byke Delotel' in Borivali we will fulfill business requirements of the travelers by providing them the ultimate experience at affordable prices."

As a business hotel, The Byke Delotel will be focusing on catering to the corporate requirements of the guests including conferences, meetings and special corporate events in the near future. The experience will be heightened by comfortable accommodation and hospitality combined with a culinary experience of delicious pure vegetarian global cuisine served at the on-site fine dining restaurant, Farm Fresh. The restaurant will offer a wholesome yet contemporary culinary experience by serving the best of both global and regional cuisine. Being situated in the Western Suburbs, The Byke Delotel boasts of the convenience in its connectivity. The hotel is a short drive from Chhatrapati Shivaji International Airport and at a walking distance from Borivali Railway Station and the bus station.

## BW Hotelier



### Byke Hospitality strengthens footprint in Maharashtra with the Byke Delotel in Mumbai

Thursday, 24 June, 2021, 14 : 00 PM [IST]

#### Our Bureau, Mumbai

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As a business hotel, it will be focusing on catering to the corporate requirements of the guests including conferences, meetings and special corporate events in the near future. The experience will be heightened by comfortable accommodation and best in class hospitality combined with a culinary experience of delicious pure vegetarian global cuisine served at the on-site fine dining restaurant, farm fresh. The restaurant will offer a wholesome yet contemporary culinary experience by serving the best of both global and regional cuisine.

The hotel is a short drive from Chhatrapati Shivaji International Airport and at a walking distance from Borivali Railway Station and the bus station. Such easy commute is ideal to serve the corporate needs of the travellers.

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## FNB News

### The Byke Hospitality launched a new business hotel – The Byke Delotel in Borivali

**Mumbai, 23<sup>rd</sup> June, 2021:** 'The Byke Hospitality', one of India's fastest growing hospitality brands has launched its fifth hotel in Maharashtra — The Byke Delotel in Borivali. It is a pure vegetarian business hotel situated in the Western Suburbs of Mumbai with a total of 40 rooms with a combination of Super Deluxe Twin Bed, King Bed and Premium Rooms. The Byke Hospitality brand currently boasts a portfolio of around 21 hotels across India. With a strong and steady rise in domestic tourism, this new addition will have a lot to offer to the travelers who are looking for luxury services at affordable prices.

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## Hospibuz.com



**"Come in as a Guest, Live like a Family."**

## Business Traveller

### The Byke Hospitality signs new hotel in Mumbai

24 Jun 2021 by Business Traveller India

Further strengthening its portfolio in Maharashtra, The Byke Hospitality has signed — The Byke Delotel in Borivali, Mumbai.

This new business hotel is situated in the western suburbs of Mumbai and will feature 40 guestrooms in accommodation categories such as super deluxe twin bed, king bed, and premium rooms. There will be an all-day dining restaurant serving vegetarian options.

The Byke Hospitality brand currently boasts a portfolio of around 21 hotels across India.

Positioned as a business hotel, the hotel will be focus on catering to the corporate requirements of the guests including conferences, meetings and special corporate events.

Anil Patodia – chairman and managing director, The Byke Hospitality said:

"The Byke Hospitality has always focused on catering to all the requirements of the customers and helped them to create innumerable happy memories. With the launch of our new hotel, 'The Byke Delotel' in Borivali we will fulfill business requirements of the travellers by providing them the ultimate experience at affordable prices."

## India Infoline

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During the pandemic, safe and easy travel gained importance. Being situated in the Western Suburbs, The Byke Delotel boasts of the convenience in its connectivity. The hotel is a short drive from Chhatrapati Shivaji International Airport and at a walking distance from Borivali Railway Station and the bus station. Such easy commute is ideal to serve the corporate needs of the travellers.

## Hospitality Biz India

### The Byke Hospitality Strengthens Footprint In Maharashtra With The Byke Delotel In Mumbai

Thursday, June 24, 2021, 10:00 Hrs [IST]  
HBI Staff | Hyderabad

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## Travel Trends Today



### Byke Hospitality Launches The Byke Delotel In Mumbai

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# Rejuvenate. Revive. Rediscover.

The past 2 years have marked a watershed moment for the hospitality industry. The scourge of COVID-19 has left the industry gasping for respite as it has not only obliterated balance sheets but also ravaged the homes of around 4 Crore workers who are the lifeblood of this industry.

Your company has not been insulated from its impact, however the Byke ethos since its inception has been to get inspired from our past to take control of our future. Hence as we look back at the past 2 years, we are not daunted by the destruction it has caused but rather inspired by the challenges we have been able to overcome in spite of all the adversities. So, as we embark on the journey to navigate a post-COVID world the cornerstones to forge our way ahead will be - rejuvenate, revive and rediscover.

1. **Rejuvenate:** Employees, Channel Partners and Communities
2. **Revive:** Product, Service and Growth
3. **Rediscover:** Competitive Advantage, Brand and Technology



# Rejuvenate

We believe that the Indian Tourism Market is going to be the quintessential compounded growth story of the 21st Century and in the long run the pandemic will only be a minor after thought to signify how robust this market truly is. The pace of recovery after each successive lockdown has been the hallmark of the resilience of an Indian traveler. However, your company's philosophy compels it to not just keep pace with market growth but to surpass it and become a market leader rather than just remaining a market participant. To achieve excellence its imperative that we rejuvenate all stakeholders adequately. Employees, channel partners and communities more so than others.

## Rejuvenate "Bykers"

Your company's employees or rather "Bykers" as we like to call ourselves are its true pride and joy. This was made apparent in the thick of the lockdown as they chose to stay in the properties to serve the rare guest in the lockdown and look after upkeep of the property rather than go back to their families. In every industry survival demands sacrifice, however in the Hospitality industry survival demands sacrifice while keeping a warm smile on your face and each Byker has personified that.

The past 2 years have also provided us with tremendous insights into the capabilities of each Byker where we saw in certain properties, they were more than capable and willing to take up the mantle of much heavier responsibilities as the situation demanded.

Taking inspiration from this we have begun a new program titled "Road to General Manager", any employee in any units at any level can apply for this program and the employee would have a path to becoming a GM through a competitive training course.

## Rejuvenate Channel Partners

Your company has relied on its channel partners inter alia Travel Agents and Corporates to build a robust sales network to make ourselves agnostic to seasonality and also to mitigate concentration risk. Although over the years Online Travel Agents (OTAs) have increased their market share dramatically and the trend will persist going forward, currently offline Travel Agents still hold lion's share of the market and they will continue to make their significance felt in the near to medium term. Therefore, your company will optimize its OTA strategy in tandem with the existing channel partners.

While the pandemic has been challenging for the property operators it had a dire impact on everyone across the entire travel and tourism supply chain, travel agents in particular have seen their commissions dry up completely. However, we believe that the guests who historically have preferred offline travel agents to plan their travels will revert to those patterns as post lockdown mean reversion happens. Taking the same into account we had provided channel partners with favorable rate contracts during the period of the pandemic to strengthen relationships which started yielding results when the

recovery began especially in those markets which are heavily reliant on offline agents such as Shimla (Mashobra), where Byke has now become the preferred property for many agents.

We believe that it will take some time for price elasticity to recover in many micro markets, and in so far as the prices remain inelastic only a driven and motivated agent network can help convert sufficient opportunities to actual sales.

### Rejuvenate Communities

Your company has always been aware of the role each of its property plays in the local communities and for many of our properties which rely of F&B revenues such as The Byke Suraj Plaza, The Byke Suraj Club and The Byke Grassfield local communities have been our strongest advocates and they have truly embraced us within their fold as the default destination for any event be it something as innocuous as a birthday to something as pivotal as a wedding. In spite of the lockdown restrictions, we have been able to sustain significant volumes in this regard and this is a testament to the confidence we have instilled in the communities we offer.

Your company also recognized how the pandemic had disproportionately prosecuted the underprivileged in our communities and so it has left no stone unturned in attempting to provide some relief through the following measures:

1. Health awareness
2. Distribution of food items in slums
3. Mid-day meals in Schools
4. Promotion of Education in remote areas
5. Awareness on Environment
6. Also Company has donated the CSR funds through implementing agencies like lions Club.



Your Company views COVID-19 as merely a minor detour on the journey to the becoming the growth engine for the Indian Tourism Industry. However, this detour has been replete with a treasure trove of learning experiences, one of the biggest takeaways for us has been that the only growth that matters is sustainable growth. Growth has to be sustainable from the perspective of not only its economical implications but also its environmental implications. Therefore, we shall strive for revival of our product offerings and the manner in which services are delivered with key focus being on sustainability. As we achieve these goals revival in growth will be inevitable.

### Revive Product Offerings

Your company believes that although the guest pays for the room, food, etc. the only real product we sell is the experience the guest has when he enters through our doors. So in an effort to radically revive our product offerings we are forgoing the conventional and rudimentary understanding of what constitutes a product and have adopted the more contemporary interpretation for the same.

Although the visible infrastructure which forms a part of the stimulus that a guest receives within the property are an integral part of the product being offered it will no longer be limited to it, for us the product offering shall extend to the type of music and the volume at which it has to be played in specific areas of the hotel, the type of olfactory stimulus to be provided to the guests at specific areas, whether any events for the guests to socialize have to be organized, if so then of what kind, how spicy/sour/sweet should be the taste of the food they order, what sort of MOD revenue should be optimized on site, upselling opportunities, cross selling opportunities etc. all depending on the profile of the average guest within the property.

This comprehensive definition of the product will allow us to optimize the guest experience a lot more precisely and lead to increasing product stickiness with said guests. We aim to achieve all this in an environmentally sustainable manner.

### Revive Service Delivery

Service expectations and delivery mechanisms in a post COVID world are radically different. We believe that these changes are here to stay, as guests have become more conscious of physical contact, health safety and sanitation. Therefore, it is imperative that every leg of the guests visit life-cycle is evaluated critically and service delivery mechanism is reimagined to not only ensure adherence to safety protocols but also to improve efficiencies and guest experience.

A few initiatives which we have taken in this regard are contactless check-in, which allows guests to check into a room themselves via a self-check inn portal through which they can upload the proof of address. Online room service and complaint portals are also being provided which would allow guests to place orders or report complaints directly. All of these measures have reduced the lead time in when the customer finally gets serviced.

We are a staunch proponent of “quick service is best service” so we are also working on incorporating Lean Six Sigma methodologies to not only measure each leg of the service but also to minimize breaches in upper specification limits and ensure consistently quick service.



### Revive Growth

Over the years of operating multiple properties, you can rest assured that your company has achieved a level of proficiency which is the absolute gold standard within the industry.

Hence now we believe that the time is ripe to look at scaling up exponentially. The ideal manner to achieve this exponential growth is to focus on management contracts going forward and given our proven track record in not only providing an impetus to top line but also in bringing economies of scale which is seldom seen in our industry, we have a lot to offer to our management contract partners.



The past 2 years have led to a paradigm shift in the Indian Hospitality Industry, while we believe a lot of the changes will see mean reversion, yet delta in certain crucial aspects shall persist. The most important of them being guest behavior.

Taking the same into account we strongly believe that fault lines are soon going to be drawn amongst all market participants between those who recognize this delta to rediscover themselves and those who ignore it. We expect the former to bolster their market share and become leaders whereas we expect the latter to cede market share.

Needless to say, your company is very well placed within the former category. The facets in which your company is primed to rediscover itself are Competitive Advantage, Brand and Technology

### Rediscover Competitive Advantage

The most remarkable change in customer behavior has been a growing indifference between Full-Service Hotels and Limited-Service apartments and villas. The change in behavior had been a gradual trend pre-COVID driven by the regulatory arbitrage residential property owners have in listing their properties on OTAs either directly or through an intermediary which led to an increase in supply of cheap rooms in a micro market with amenities comparable to a premium hotel room.

The slope of this trend got a lot steeper during the pandemic as potential guests were further incentivized to opt for individual apartments and villas not only because of the cost but also because of the perceived safety considerations. This phenomenon has been particularly evident in markets such as Goa where you saw on the one hand villa owners seeing surging occupancy numbers because of workcations whereas on the other hand multiple hotels were boarded up.

Your company recognizes these threats and rest assured it has the wherewithal to more than rise up to all these threats. We believe the safety perception offered by villas and apartments is transient and as we revive our product offerings and service delivery mechanisms, we will not only be more competitive on costs, the guest would have the added benefit of full, consistent and quick service. Also, one of most important initiatives is to make guest preferences a part of the

organizational memory which would allow us to not only meet but pre-empt guest requirements which would impose an implicit cost of convenience on them if an existing Byke guest does not opt for a Byke property.

While we welcome the competition, we do expect the government to take some corrective measures to do away with the regulatory arbitrage where a hotel is subject to intense regulatory and compliance requirements prior to being able to sell a single room night whereas no such requirements exist for residential villas and apartments listed as such on OTAs.



### Rediscover Brand

Your company has always positioned itself as a “Pure Vegetarian Hotels and Resorts offering Affordable Luxury”. While this resonates deeply with all our target demographics and we deem the positioning to be perfect, there is a lot of room for increasing awareness outside of our existing guests. The Byke as a brand is extremely sticky as our internal data shows that more than 80% of the guests in our existing properties are repeat guests.

While we have always believed that our guests are our best Brand Ambassadors, we have now decided to also measure the word of mouth and incentivize them to help broaden the base. We plan to achieve this through a state-of-the-art referral program.

Marketing and Sustainable Initiatives taken by The Byke:

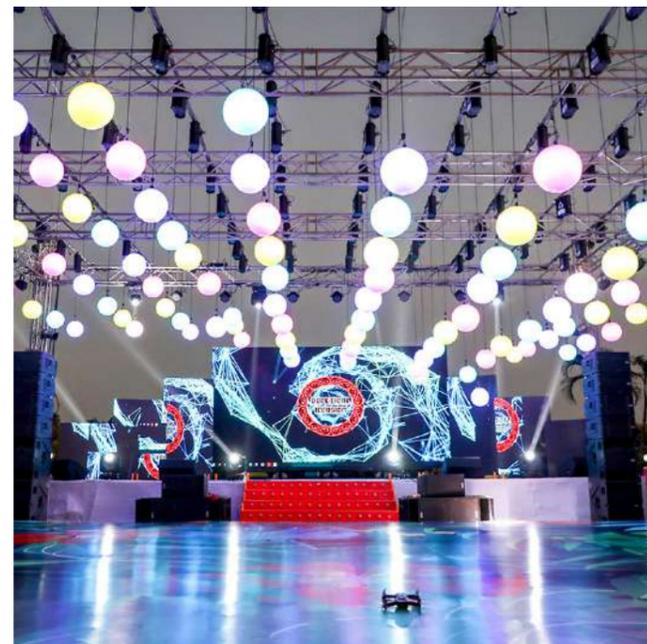
1. The Company is considering to tie up with service providers at its various properties for introduction of E-bikes to add a fun element, along with contributing to the sustainable approach we have been following.
2. We have been promoting the facility of ropeway to Girnar parvat which is strategically located at a distance of 5 kms from The Byke Suraj Club, Junagadh
3. The Company cares for its customers and stakeholders and as part of combating with the ongoing situation and as a safety precaution we are in the process of introducing digital menu backed with seamless technology at all our restaurant outlets.
4. The Company has also onboarded all its restaurants on digital food platforms such as Swiggy, Zomato and many others for the convenience of their guests.

### Rediscover Technology

Your company has always been at the cutting edge of technology when it comes to the hospitality industry. However, the pandemic has been a force multiplier towards this effort as it has manifested a lot more use cases for certain technologies which we had yet to explore. We shall be employing Technology for primarily 2 prongs, first revenue augmentation and the second is leakage prevention.

For Revenue Augmentation we have developed state of the art bots which allow us to gain rate intelligence for all our competitors in a specific micro market, against this we are able to benchmark ourselves and this has allowed us to get a more comprehensive view of the market as compared to the conventional methods of peer set analysis. We have also employed a cutting-edge ticketing system which allows us to route all inbound queries through a centralized system, with this centralized system we are not only able to track the productivity of our sales team but also analyze the life cycle of an average lead. We are also developing a comprehensive guest profiling tech stack which employs OCR and Computer Vision through which we can maintain a common centralized database for the entire organization through which we can store guest preferences and dislikes within organizational memory allowing us to run customized offers, promotions during marketing efforts and also we can pre-empt guest requirements when they are in the property which would lead to not only optimizing guest experience but also providing the team at the unit with significant opportunity to upsell and cross-sell.

Apropos Leakage Prevention, we are employing IOT sub-meters which helps reconcile energy consumption with the revenue as booked within our Property Management System and raises real time alerts when any exception is found. We have also developed an online Night Auditing Tool which allows for remote Night Audits of certain locations.



# Being Socially Responsible



# 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 (upto November 30, 2020)  
Ms. Rinku Kholakiya (w.e.f May 28, 2021)

## Bankers

ICICI Bank Limited  
HDFC Bank Limited  
Axis Bank Limited  
Yes Bank Limited  
Union Bank of India  
Bandhan Bank  
Bank of Maharashtra

## Statutory Auditor

M/s. Borkar & Muzumdar,  
Chartered Accountants

## Secretarial Auditor

M/s Suman Sureka & Associates,  
Company Secretaries

## Registrar and Share Transfer Agent

Link Intime India Private Limited  
C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)  
Mumbai 400083  
T: 285145644 /28515606  
W: www.linkintime.co.in  
E: rnt.helpdesk@linkintime.co.in

## Stock Exchanges:

BSE Limited  
National Stock Exchange of India (NSE)  
Metropolitan Stock Exchange of India Limited (MSE)

# DIRECTORS DETAILS



**Mr. Anil  
Patodia**

**Chairman and 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. 3231A3).



**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.



**CA. Ram  
Ratan Bajaj**

**Independent Director**

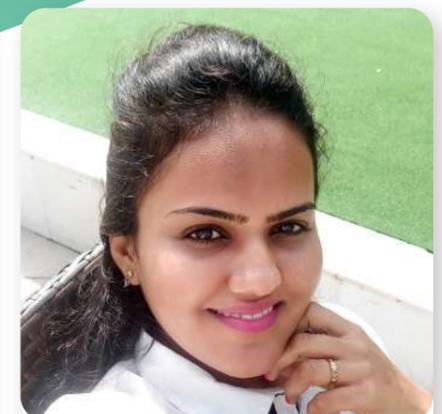
A fellow member of the Institute of Chartered Accountants of India, he enjoys more than 40 years of post-qualification experience in handling finance, taxation, corporate law, accounts, project implementation, cost control and other related matters. He has been associated with the Company since March 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.



**Ms. Madhuri  
Dhanak**

**Independent Director**

She is a Chartered Accountant and Company Secretary by profession. She is currently associated with M/s. Rolta Private Limited. She has also served as an Internal Auditor and Assistant General Manager at Valson Industries Limited in the past. She is also a Member of Lions Club of Mumbai Heritage Galaxy.



# STATUTORY SECTION

# BOARD'S REPORT

## Dear Members of The Byke Hospitality Limited,

The Board of Directors take great pleasure in presenting the Thirty First (31st) Annual Report of your Company's business and operations along with the Audited Financial Statements for the Financial Year ('FY') ended March 31, 2021.

### FINANCIAL PERFORMANCE

The Company's financial performance, for the Financial Year ended March 31, 2021 on standalone basis is summarized below:

| PARTICULARS   | INR in Lakhs                 |                              |
|---|------------------------------|------------------------------|
|   | Year Ended<br>March 31, 2021 | Year Ended<br>March 31, 2020 |
| <b>Income:</b>  |                              |                              |
| Income from Operations                                    | 6,560.66                     | 12,218.58                    |
| Other Income  | 89.69                        | 100.49                       |
| Total Income  | 6,650.35                     | 12,319.07                    |
| <b>Expenditure:</b>                                       |                              |                              |
| Less: Operating & Other Expenses                          | 5161.56                      | 8,610.16                     |
| Profit before Depreciation, Finance Costs and Tax         | 1488.79                      | 3,708.91                     |
| Less: Depreciation  | 2,646.80                     | 2,804.69                     |
| Less: Finance Costs                                       | 833.87                       | 658.48                       |
| Profit before Tax   | (1,991.88)                   | 245.74                       |
| Less: Provision for Taxes                                 | (168.04)                     | (168.89)                     |
| Profit after Tax  | (1,823.84)                   | 414.63                       |
| Add: Other Comprehensive Income for the year (net of tax) | 7.55                         | (1.27)                       |
| Total Comprehensive Income for the year                   | (1,816.29)                   | 413.36                       |
| Add: Surplus brought forward from the previous year       | 12,614.00                    | 12,200.64                    |
| Less: Prior period item                                   | 0                            | 0                            |
| Amount available for appropriation                        | 10797.71                     | 12,614.00                    |
| Appropriations:   |                              |                              |
| Dividend  | 0                            | 0                            |
| Tax on Dividend   | 0                            | 0                            |
| Amount transferred to General Reserve                     | 0                            | 0                            |
| <b>Surplus carried forward</b>                            | <b>10797.71</b>              | <b>12,614.00</b>             |

### OPERATIONS/ STATE OF COMPANY'S AFFAIRS

Profit before tax was Rs. (1,991.88) lakhs as compared to profit Rs. 245.74 lakhs in the prior year. This reduction in profit was on account of a decrease in sales because of economic slowdown and Covid-19 pandemic.

The Company was adversely affected by the slowdown in the Hospitality sector. This particularly impacted the performance in the First three quarters.

Demand appeared to rebound from January 2021 onwards;

Thus your Company achieved a total income of Rs. 6,650.35 lakhs as compared to Rs. 12,319.07 lakhs in the previous year.

### DIVIDEND

The Company is in regular expansion mode and also upgrading its existing properties. Therefore in order to fund new projects/up gradation and conserve the resource, the Board has not recommended dividend on equity shares of the Company for the FY 2020 - 21.

### IMPACT OF COVID - 19 ON OPERATIONS

During the financial year 2020-21, Covid -19 continued to be a global pandemic which resulted in various State as well as Central Governments imposing partial and complete lock-down thereby compelling the masses including the millennials to stay indoors. This also resulted in disruption of economic activities globally. Operating in the Hospitality Industry the Company has abided by all the safety protocols and has taken all steps and measures necessary for ensuring safety of its customers and employees.

Your Company is continuously monitoring the situation closely and has taken/continues to take all the measures to comply with the guidelines issued by the local authorities, from time to time, to ensure the safety of its workforce at Hotels and Apartments. However, the extent to which the Covid-19 pandemic may impact the Company, its operations and financials will depend on future developments in this regard which as on date are uncertain.

### TRANSFER TO RESERVES

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the year under review.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of its knowledge and ability confirm that:

- in the preparation of the Annual Accounts for the year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- such accounting policies have been selected 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 on March 31, 2021 and of the Loss of your Company for that period;

- proper and sufficient care have been taken 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;
- the Annual Accounts have been prepared on a going concern basis;
- proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and
- proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

### MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis as required in terms of the SEBI Listing Regulations is annexed to the report in **(Annexure I)**

### MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF FINANCIAL YEAR 2020 - 21

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of the report.

### ANNUAL RETURN

As provided under section 92(3) and 134(3)(a) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Annual Return of your Company in Form MGT - 7 for the Financial Year 2020 -2021, shall be hosted on the website of your Company at [www.thebyke.com](http://www.thebyke.com)

### CORPORATE GOVERNANCE

As per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with the requirements of Corporate Governance in all material aspects.

A report on Corporate Governance **(Annexure II)** together with a certificate of its compliance from a Ms. Suman Sureka of M/s. Suman Sureka & Associates, Secretarial Auditor of the company forms part of this report.

### INVESTOR EDUCATION AND 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 Company is not required to transfer any shares in the account created by the IEPF Authority.

The details of the unpaid / unclaimed dividends are available on the website of the Company <https://www.thebyke.com/iepfrelatedcompliance.html>

### DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

In terms of the provisions of the Act, Mrs. Archana Patodia (DIN: 00795826), Director of the Company, is liable to retire by rotation at the ensuing AGM and being eligible, has offered herself for re-appointment.

Mr. Satyanarayan Sharma (DIN: 00798388), Director & Mr. Sandeep Singh (DIN: 02814440), Independent Director had expressed their desire to step down as a directors of the Company with effect from November 23,2020 & February 11, 2021 respectively.

The Board places on record its appreciation for the services rendered by them during their tenure as Directors of the Company.

During the year under review, Mr. Dinesh Goyal (DIN No. 02576453) Non-Executive Independent Director of the Company ceased to be an Independent Director of the Company with effect from February 12, 2021 due to completion of Tenure.

At the meeting of the Board of Directors of the Company held on February 12, 2021, Ms. Madhuri Dhanak (DIN: 09065395) was appointed as an Additional / Independent Director of the Company. She holds the office of directorship till the conclusion of the ensuing Annual General Meeting. Being eligible, she has offered herself for appointment as a Director / Independent Director of the Company for a period of consecutive 5 years with effect from February 12, 2021. Necessary approval of the shareholders for her appointment as an Independent Director is being sought at the ensuing Annual General Meeting of the Company.

At the Meeting of the Board of Directors of the Company held on June 25, 2021, based on the recommendation of the Nomination & Remuneration Committee the Board, re-appointed Mr. Anil Patodia as a Chairman & Managing Director of the Company for the further period of 5 (Five) years w.e.f August 01, 2021, subject to approval of the Members. The Board recommends his re-appointment as a Chairman & Managing Director for which the approval of the members is being sought in the Notice convening the AGM of the Company.

The disclosures pertaining to Directors being re- appointed as required pursuant to the Listing regulations & Secretarial Standard - 2 is given in the Explanatory Statements to the Notice convening AGM.

Mr. Ram Ratan Bajaj, Ms. Madhuri Dhanak and Mr. Ramesh Vohra who are independent directors have submitted declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations and there has been no change in the circumstances which may affect their status as independent directors during the year.

None of the directors of the Company are debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

In the opinion of the Board, the independent directors possess appropriate balance of skills, experience and knowledge, as required.

### KEY MANAGERIAL PERSONNEL

As on date under report, the following persons are the Key Managerial Personnel in terms of Section 203 of the Act:

|                               |   |
|-------------------------------|---|
| <b>1. Mr. Anil Patodia</b>    | <b>Chairman &amp; Managing Director</b>           |
| <b>2. Mr. Sumit Bajaj</b>     | <b>Chief Financial Officer</b>                    |
| <b>3. Ms. Rinku Kholakiya</b> | <b>Company Secretary &amp; Compliance Officer</b> |

As on date under report, Ms. Ankita Sharma has resigned as a Company Secretary & Compliance Officer of the Company w.e.f. November 30, 2020 and Ms. Rinku Kholakiya has been appointed as a Company Secretary & Compliance Officer of the Company w.e.f. May 28, 2021.

### POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION AND OTHER DETAILS

The Nomination and Remuneration Committee has laid down the criteria for Directors' appointment and remuneration including criteria for determining qualifications, positive attributes and independence of a Director. The following attributes/criteria for selection have been laid by the Board on the recommendation of the Committee:

- the candidate should possess the positive attributes such as leadership, entrepreneurship, industrialist, business advisor or such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company;
- the candidate should be free from any disqualifications as provided under Sections 164 and 167 of the Companies Act, 2013;
- the candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 in case of appointment as an Independent Director; and
- the candidate should possess appropriate educational qualification, skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, infrastructure, social service, professional teaching or such other areas or disciplines which are relevant for the Company's business.

### PROFICIENCY OF DIRECTORS

All the Independent Directors of the Company have

registered their names in the database maintained by the Indian Institute of Corporate Affairs, Manesar. Those Independent Directors who are not otherwise exempted shall appear for the common proficiency test conducted by the said institute within the prescribed time.

### MEETINGS OF BOARD AND COMMITTEES THEREOF

This information has been furnished under Report on Corporate Governance, which is in **Annexure II**.

### FAMILIARISATION PROGRAMME FOR DIRECTORS

Details of the familiarisation programs for independent directors are disclosed on the website of the Company at [www.thebyke.com](http://www.thebyke.com)

### BOARD EVALUATION

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of independent directors, Board of Directors and Committees of the Board. The criteria for performance evaluation is based on various parameters like attendance and participation at meetings of the Board and Committees thereof, contribution to strategic decision making, review of risk assessment and risk mitigation, review of financial statements, business performance and contribution to the enhancement of brand image of the Company.

The Board of Directors have carried out an annual evaluation of their own performance, board committees 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.

In a separate meeting of Independent directors which was held on February 12 2021, performance of non-independent directors and the board as whole was evaluated. Performance evaluation of Independent directors was done by the entire board, excluding the independent director being evaluated.

### PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 is annexed to this report as **Annexure III**. The Company had no employee drawing remuneration in excess of the amount as mentioned under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Information pursuant to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 pertaining to the top ten names and other particulars of employees, forms part of this report. However this information is not sent along with this report pursuant to provision of section 136(1) 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.

### AUDIT COMMITTEE

Details of the Audit Committee along with its constitution and other details are provided in the Report on Corporate Governance.

### RELATED PARTY TRANSACTION

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

The Company has not entered into any contract, arrangement or transaction with any related party which could be considered as material as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Omnibus approval was also obtained from the Audit Committee on an annual basis for repetitive transactions.

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.

### WHISTLE BLOWER POLICY/VIGIL MECHANISM

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 and no personnel have been denied access to the Chairman of the Audit Committee.. 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 have reported the same to the Audit Committee. The policy is posted on the company's website at <http://thebyke.com/corporate-governance/>

### CORPORATE SOCIAL RESPONSIBILITY

The Company is committed to good corporate citizenship. As a part of its corporate social responsibility, the Company continues to undertake a range of activities including healthcare and education to improve living conditions of the needy people. The CSR policy of the Company is placed on the website of the Company <https://thebyke.com/corporategovernance.html>. During the year under report, the Company has also supported healthcare and educational projects undertaken by charitable institutions and organizations. In accordance with the provisions of Section 135 of the Companies Act, 2013, an abstract on Company's CSR activities is furnished as **Annexure IV** to this report.

### CODE OF CONDUCT

The Board has laid down a code of conduct for board members and senior management personnel of the Company. The code incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website <https://www.thebyke.com/corporategovernance.html>. The Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration in this regard signed by the Chairman & Managing Director is given at the end of the Corporate Governance 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.

### STATUTORY AUDITOR

The Board informed that at the Annual General Meeting ("AGM") of the Company held on September 20, 2016 M/s. Borkar & Muzumdar, Chartered Accountant (Firm Registration No - 101569W), were appointed as Statutory Auditors of the Company until the conclusion of the 31st AGM to be held in year 2021. Hence, the term of the Statutory Auditors of the Company expires at the conclusion of the ensuing AGM of the Company.

The Board of Directors of the Company decided to recommend the appointment of Bilimoria Mehta & Co., Chartered Accountants (Firm registration no: 101490W) as a Statutory Auditors of the Company till the conclusion of the 32nd AGM of the Company to be held in 2022.

The consent and eligibility letter has been received from the Statutory Auditors under Section 139 & 141 of the Companies Act, 2013 ("Act") that they satisfy the criteria provided under Section 141 of the Act.

You are requested to appoint Auditors and to fix their remuneration.

### 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, M/s Suman Sureka & Associates, Practising Company Secretary were appointed as the Secretarial Auditor for auditing the secretarial records maintained by the Company for the financial year 2020 - 21.

The Secretarial Auditors' Report is annexed as **(Annexure V)** hereto. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditors.

### COST AUDITORS

The provisions of section 148 are not applicable to the Company and accordingly the maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required.

**RISK MANAGEMENT POLICY**

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.

**PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS**

The Company has not given any loans or guarantees or made investments in contravention of the provisions of the Section 186 of the Companies Act, 2013. The details of the loans and guarantees given and investments made by the Company are provided in the notes to the financial statements.

**DEPOSITS**

The Company has not accepted any deposits from public during the year under the review 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.

**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.

**CREDIT RATING**

CARE Ratings has assigned the following ratings to the Company's long term bank facilities of Rs. 20.00 crores - CARE BBB; Stable (Triple B; Outlook: Stable).

**PREVENTION OF INSIDER TRADING**

The Board has adopted a Code of Prevention of Insider Trading based on the SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company <https://www.thebyke.com/corporategovernance.html>

All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

In accordance with the requirements of Section 134 of the Companies Act, 2013, statement showing particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo is furnished as

Annexure VI to this report.

**PAYMENT OF LISTING FEE AND CUSTODIAL FEE**

Your Company has paid the Annual Listing Fee and Annual Custodial Fee for the Financial Year 2020 - 2021, to the National Stock Exchange ("NSE"), Metropolitan Stock Exchange of India Limited ("MSE") and the Bombay Stock Exchange ("BSE") and to National Securities and Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) respectively.

**DEMATERIALISATION**

The Company's shares are available for dematerialization with both the Depositories viz., NSDL and CDSL. About 98.32% of the paid-up equity share capital of the Company has been dematerialized as on March 31, 2021.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material order passed by the Regulators or Court or Tribunal that would impact 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 2020 - 2021, along with the Notice of the 31st Annual General Meeting, to all members whose email addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA").

**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, Following is the detailed presentation of the same:

- a. Number of complaints filed during the financial Year : NIL
- b. Number of complaints disposed of during the year: NIL
- c. 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 w.e.f 01.08.2021:

| Sr. No. | Name of Committee Members                               | Designation                            |
|---------|---|--|
| 1       | <b>Mrs. Archana Patodia</b><br><i>Presiding Officer</i> | Director                               |
| 2       | <b>Mrs. Shivali Sharma</b><br><i>Member</i>             | Sales Manager - Goa                    |
| 3       | <b>Mrs. Lavina Sankla</b><br><i>Member</i>              | Sales Executive - Matheran             |
| 4       | <b>Mrs. Vinita Kulhari</b><br><i>Member</i>             | Director in Lions Club Heritage Galaxy |
| 5       | <b>Mr. Radheshyam Maharana</b>                          | Head - HR                              |

**SECRETARIAL STANDARDS**

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

**ACKNOWLEDGEMENTS**

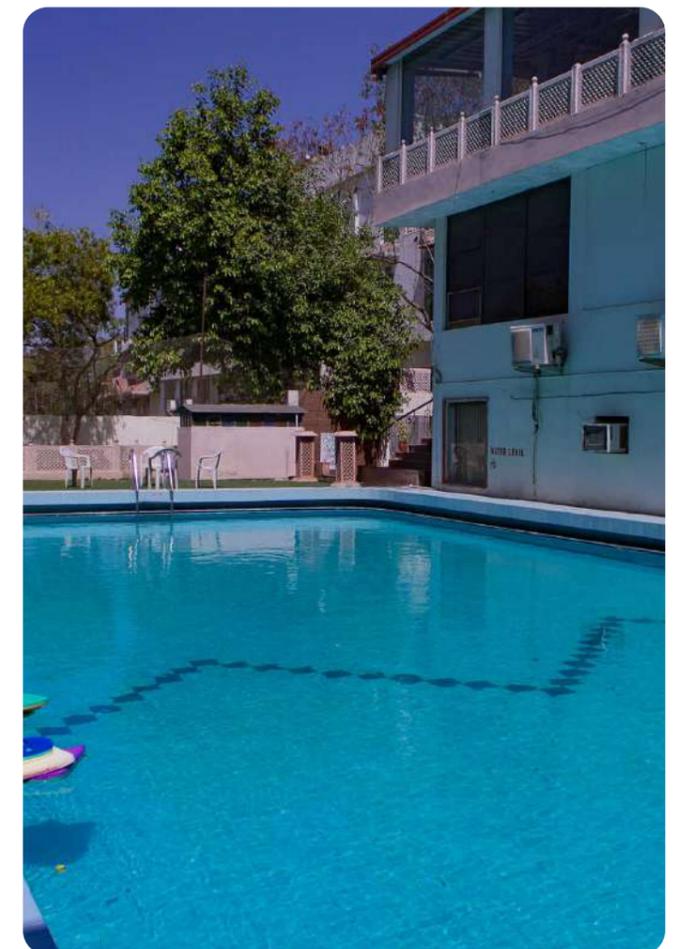
Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. We sure you will join our Directors in conveying our sincere appreciation to all employees of the Company 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**

|   |  |
|---|--|
| <p><b>(Anil Patodia)</b><br/>Chairman &amp; Managing Director<br/>DIN: 00073993</p> | <p><b>Sd/-</b><br/><b>(Archana Patodia)</b><br/>Director<br/>DIN: 00795826</p> |
|---|--|

**Place: Mumbai**  
**Date: August 10, 2021**

**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](mailto:investors.care@thebyke.com)



ANNEXURE - I

# Management Discussion & Analysis



**A. INDUSTRY STRUCTURE AND DEVELOPMENTS.**

**INDIAN ECONOMY**

The World Bank projected India's economy to grow at 8.3 per cent in 2021 and 7.5 per cent in 2022, even as its recovery is being hampered by an unprecedented second wave of the COVID-19. The First wave of Covid -19 and a prolonged National Lockdown followed by the Second wave and restrictions imposed by the State Governments led to a downwards trend in the growth rate of the Indian economy. India's gross domestic product (GDP) shrank 7.3% to Rs. 135.13 trillion in 2020-21 (in real terms adjusted for inflation). It was at Rs. 145.69 trillion in 2019-20. GDP is a measure of the economic size of a country, and inflation is the rate of price rise. 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 improving situation across the Country the economy is expected to revive and reach the pre-covid levels in the remaining term of 2021 and 2022.

**INDIAN TOURISM & HOSPITALITY SECTOR:**

The most important and the fastest growing sector of Indian economy are services. Trade, hotels, transport and communication; financing, insurance, real estate and business services and community, social and personal services account for more than 60 per cent of GDP. The second wave of the pandemic has derailed the recovery of the hospitality industry, which is now expected to return to pre-Covid levels only in 2023-24, according to ratings agency ICRA. With demand and occupancy levels fluctuating due to cancellation of several events, travel restrictions, revenues are expected to witness a drop.

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 pursuant of the first and the second wave has continued to have an unfortunate impact on the hospitality sector where the occupancy levels and the ARR (Average Room Rent) have taken a major hit.

There have been lasting changes in the preferences of the customers such as changes in holidaying preferences – for instance greater interest in weekend getaways and heightened expectations in terms of safety and hygiene. With the recovery phase in the Q3 and Q4 of the year 2019-20, the Company strived to maintain its survival in the Industry along with other key players in the mid-market segment.

**B. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

**BUSINESS OVERVIEW:**

The Byke Hospitality Limited is an established hospitality brand addressing India's mid-market segment. The Company has properties on lease, management contract and owned across the nation. The Company's restaurants and banquets serve only vegetarian food. The unique, asset-light approach has helped the Company sustain in the prevailing trying times. 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.

In the current COVID-19 environment, and following the closure and re-opening of our hotels and resorts on Government advice, we have had to re-prioritise our near-term actions to focus on the health and safety of our guests and teams as well

as the Company's cash flow. We believe this will help us to be in a strong position once the virus subsides.

The first quarter of FY 2021 began amongst restrictions from Central Government and State Governments, Hotels were allowed to open and operate in a phased manner; however business were expected to function with great caution and safety. Your Company has formed strategies and revised targets were set owing to the uncertainty on continuity of operations for different regions where the Hotels of the Company are Located.



**Owned, Leased and Management Contract Business**

Under this business segment the company operates 16 properties of which 2 properties are owned 13 properties are on Long term lease and 1 property is under Management Contract under The Byke Brand. This Business contributed revenue of Rs. 65.61 Crores during the year under review. Rooms generated Rs. 31.05 Crores in revenues; revenues from food and beverages (restaurants and bars) and events generated Rs. 35.44 Crores in revenues (around 52.67% of O&L revenues). The Company generally manages properties around long-term operating leases (10 - 20 years). The refurbishment and rebranding is completed during the rent-free period of 3 - 6 months, followed by a focus on better management, marketing, and distribution capabilities across room sales and F&B/event revenues. In FY21, under this segment the company has 15 operational properties and 1 property is expected to commence its operations in the current year.

**C. OUTLOOK**

India's hotel industry is 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. These factors corroborated by domestic macroeconomic data suggest the road ahead will bring higher revenues and margins for the hospitality industry in the country. Growth in upscale and budget hotels, in particular is expected to be buoyant with other segments too witnessing healthy momentum. Our focus is on delivering the best at an optimum cost. We believe in affordability with quality so we will try to keep the cost low.

**D. RISKS AND CONCERNS**

**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 the brand reputation of our brand licensors. The Company faces the following risks:

- **Competition:** The hospitality sector presents immense growth opportunity thereby attracting strong from hotel majors. Your Company may also have to compete with any 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 steady increase in 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. Discussion on financial performance with respect to operational performance



**E. 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. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.



**F. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

**FINANCIAL OVERVIEW**

The Byke reported the following performance in FY21: Revenues were Rs. 65.61 Crores from hotel business in FY21.

Overall EBITDA was Rs. 14 Crore in FY21.

EBITDA margin was 21% in FY21.

PAT was Rs. (18) Crore in FY21 and PAT margin was (28) % during the year under review.

details of significant changes;(i. e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

|   | Year Ended<br>March 31, 2021 | Year Ended<br>March 31, 2020 |
|---|------------------------------|------------------------------|
| 1 Interest Coverage Ratio (EBITDA/ Interest Expenses)   | 0.60                         | 0.18                         |
| 2 Current Ratio (Current Assets/ Current Liabilities)   | 1.96                         | 1.86                         |
| 3 Debt Equity Ratio (Debt/Equity)   | 0.16                         | 0.11                         |
| 4 Debtors Turnover [In Days] (Average Trade Receivable/Average daily revenue from operation)  | 144                          | 83                           |
| 5 Inventory Turnover [In Days] (Average Inventories/Average daily cost of inventories recognised as expenses)   | 484                          | 259                          |
| 6 Operating Profit Margin (%) (EBIT/ Turnover)  | -17.4%                       | 7.3%                         |
| 7 Net Profit Margin (%) (Profit/(Loss) after tax/Turnover)  | -27.4%                       | 3.4%                         |
| 8 Return on net worth (details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof) | -10.2%                       | 2.2%                         |

The Company continued to maintain a healthy capital structure as is evident from its ratios of Debt to Equity at 0.16 times. These ratios increased marginally as the Company increased its borrowings to build its liquidity position and to fund its expansion plans. The impact of COVID-19 on the operating losses and Net margins of the Company resulted in a steep decline in the Interest Coverage Ratio as well as negative Operating Profit Margin, Net profit margin and Return on Net Worth percentages. Debtors turnover ratio increased from 83 days in the previous year to 144 days as frequent disruptions in trade during the year due to lockdowns and other restrictions slowed down customers' ability to remit their dues on time. Inventory turnover ratio was higher at 484 days as compared to 259 days in the previous year as the Company's consumption of inventory declined with declining business volumes.

**G. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED**

**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.



**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.

**RESOURCES and LIQUIDITY**

As on Mar 31, 2021, the Company's net worth stood at Rs. 170 Crore, while total debt was Rs. 28 Crore. The Company had cash and cash equivalents of Rs. 3 Crore at the end of March 31, 2021.



**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.

**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.

# ANNEXURE - II REPORT ON CORPORATE GOVERNANCE

## Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### 1. COMPANY'S PHILOSOPHY

Your Company believes Good Corporate Governance plays a predominant and decisive role in the growth of a Business. The Company meticulously follows principles of Corporate Governance and incorporates in its operations principles such as Accountability, Sustainability, Transparency, Responsiveness, Equitability and Inclusiveness. These principles are a manifest of the actions taken by the Company. The processes, procedures and policies are implemented according to the principles of transparency and accountability.

The Management of the Company has established strategic decision making mechanism which ensures compliance with Corporate Policies, standards and procedures. The Company strives to have high level of corporate governance and it demonstrates good corporate citizenship through environmental awareness, ethical behaviour, and sound corporate governance practices.

### 2. BOARD OF DIRECTORS

#### a. Composition and Category of the Directors

The present strength of the Board of Directors of the Company is 6 (Six) directors out of which 2 are Executive Directors, 1 Non-Executive Non-Independent, Promoter Directors and 3 Directors who are Non-Executive Independent Directors comprising of half of the total strength of the Board with independent judgement in the deliberation and decisions of the Board. 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. <https://www.thebyke.com/boardofdirectors.html>. The Chairman of the Board is an Executive Director and he is also the Chairman of the Company.

| Category                             | No. of Directors | Percentage to Total no. of Directors |
|--------------------------------------|------------------|--------------------------------------|
| Executive Directors                  | 2                | 33.33                                |
| Non- Executive Independent Directors | 3                | 50.00                                |
| Other Non-Executive Directors        | 1                | 16.67                                |
| Total                                | 6                | 100                                  |

#### b. Details of attendance of each director at the meeting of the board of directors and the last annual general meeting and shareholding held by them in the Company

| Name of the Director                                 | Category                        | No. of board meetings |          | Attendance at last AGM (02.11.2020) | No. of Equity shares held in the Company ** |
|--|---------------------------------|-----------------------|----------|-------------------------------------|---|
|  |                                 | Held                  | Attended |                                     |   |
| Mr. Anil Patodia (DIN: 00073993)                     | Chairman & Managing Director    | 4                     | 4        | Yes                                 | 26,71,446 Shares                            |
| Mrs. Archana Patodia (DIN: 00795826)                 | Promoter, Nonexecutive Director | 4                     | 4        | Yes                                 | 5,49,150 Shares                             |
| Mr. Pramod Patodia (DIN: 03503728)                   | Promoter, Executive Director    | 4                     | 4        | Yes                                 | Nil   |
| Mr. Ramesh Diwan Vohra (DIN: 03502651)               | Independent Director            | 4                     | 4        | Yes                                 | Nil   |
| Mr. Ram Ratan Bajaj (DIN: 03502832)                  | Independent Director            | 4                     | 4        | Yes                                 | Nil   |
| Mr. Satyanarayan Sharma <sup>1</sup> (DIN: 00798388) | Non-Executive Director          | 4                     | 2        | No                                  | Nil   |
| Mr. Sandeep Singh <sup>2</sup> (DIN: 02814440)       | Independent Director            | 4                     | 3        | Yes                                 | Nil   |
| Mr. Dinesh Kumar Goyal <sup>3</sup> (DIN: 02576453)  | Independent Director            | 4                     | 4        | Yes                                 | Nil   |
| Ms. Madhuri Dhanak <sup>4</sup> (DIN: 09065395)      | Independent Director            | 4                     | 0        | NA                                  | Nil   |

\*\* The above shareholding as at 31st March, 2021 is in respect of shares which are held by Directors as a first holder and in which shares they have beneficial interest.

1. Mr. Satyanarayan Sharma resigned as a Director of the Company wef November 23, 2020.
2. Mr. Sandeep Singh resigned as an Independent Director of the Company wef February 11, 2021.
3. Mr. Dinesh Goyal ceased to be an Independent Director wef February 12, 2021 due to completion of tenure.
4. Ms. Madhuri Dhanak is appointed as an Additional Director (Non-Executive) of the Company w.e.f February 12, 2021. Ms. Dhanak is also appointed as an Independent Director w.e.f. February 12, 2021 to February 11, 2026, subject to the approval of shareholders.

#### c. Number of other companies or committees in which the Director is Member or Chairperson

| Name of the Director                 | No of other Companies in which Director (including private companies)   | No of Committee in which Member (other than The Byke) | No of Committees of which he/she is Chairman (other than The Byke) |
|--------------------------------------|---|---|--|
| Mr. Anil Patodia                     | 4<br>Manbhari Biofuel Pvt Ltd<br>Aqua Pumps Pvt Ltd<br>Hotel Relax Pvt Ltd<br>Shree Shakambhari Exims Pvt Ltd                 | Nil   | Nil  |
| Mrs. Archana Patodia                 | 4<br>Manbhari Biofuel Pvt Ltd<br>Aqua Pumps Pvt Ltd<br>Shree Shakambhari Exims Pvt Ltd<br>Blazing Star Properties Pvt Ltd     | Nil   | Nil  |
| Mr. Pramod Patodia                   | 4<br>West & Best Trading Pvt Ltd<br>Choice Realty Pvt Ltd<br>Skybridge Cargo World Pvt Ltd<br>Blazing Star Properties Pvt Ltd | Nil   | Nil  |
| Mr. Ramesh Vohra                     | Nil   | Nil   | Nil  |
| Mr. Ram Ratan Bajaj                  | Nil   | Nil   | Nil  |
| Mr. Satyanarayan Sharma <sup>1</sup> | Nil   | Nil   | Nil  |
| Mr. Sandeep Singh <sup>2</sup>       | 3<br>Solid Containers Ltd<br>Navkar Corporation Ltd<br>Choice International Ltd   | 5   | Nil  |
| Mr. Dinesh Kumar Goyal <sup>3</sup>  | 3<br>H.G. Infra Engineering Ltd (Part Ix)<br>Simsar Realestate Pvt Ltd<br>Topsgrup Services & Solutions Limited               | Nil   | Nil  |
| Ms. Madhuri Dhanak <sup>4</sup>      | Nil   | NA  | Nil  |

1. Mr. Satyanarayan Sharma resigned as a Director of the Company wef November 23, 2020.
2. Mr. Sandeep Singh resigned as an Independent Director of the Company wef February 11, 2021.
3. Mr. Dinesh Goyal ceased to be an Independent Director wef February 12, 2021 due to completion of tenure.
4. Ms. Madhuri Dhanak is appointed as an Additional Director (Non-Executive) of the Company w.e.f February 12, 2021. Ms. Dhanak is also appointed as an Independent Director w.e.f. February 12, 2021 to February 11, 2026, subject to the approval of shareholders

**Note:** Directorship held by Directors mentioned above does not include Directorship of foreign companies.

Chairmanship and Membership of Audit Committee and Stakeholders Relationship Committee are only considered.

Every Director informs the Company about the Committee positions he or she occupies in the other listed entities and any changes in them as and when they take place, if any.

#### d. Number of meetings of the board of directors held during the financial year 2020-21 and dates on which held

4 (Four) Board Meetings were held during the financial year 2020 - 21. The dates on which the said meetings were held are as follows:

| July 29, 2020 | September 14, 2020 | November 11, 2020 | February 12, 2021 |
|---------------|--------------------|-------------------|-------------------|
|---------------|--------------------|-------------------|-------------------|

The last Annual General Meeting of the Company was held on November 02, 2020.

#### e. 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.

**f. Number of shares and convertible instruments held by non- executive directors:**

This information about number of shares held by Non-Executive Directors in the Company is given in table above. None of the Directors hold any convertible instruments of the Company.

**g. Web link where details of familiarisation programmes imparted to independent directors is disclosed.**

The Company has conducted familiarisation programs for the Independent Directors with regards to their role, rights and responsibilities as Independent Directors. The Independent Directors are also regularly briefed on the nature of the Hospitality industry and the Company's business model. The familiarisation programs have been uploaded on the website of the Company at [www.the-byke.com](http://www.the-byke.com).

**h. A chart or a matrix setting out the skills / expertise / competence of the board of directors**

The Board considers that the following core skills / expertise / competence of the Board of Directors are required in the context of its business and its sector for it to function effectively:

Industry Knowledge/ Expertise, Operational Knowledge/ Expertise, Strategic Planning , Finance, Research & Development, Legal And General Management, M & A/ Business Management

In the opinion of the Board, these skills / expertise / competence are actually available with its Board of Directors.

| Skills / Expertise / Competence of the Board of Directors that are required in the context of business of the Company | Names of the Directors who have such skills / expertise / competence |
|---|--|
| Industry Knowledge/ Expertise   | Mr. Anil Patodia<br>Mr. Pramod Patodia                               |
| Operational Knowledge/ Expertise  | Mr. Ramesh Vohra<br>Mr. Pramod Patodia                               |
| Strategic Planning  | Mr. Anil Patodia<br>Ms. Madhuri Dhanak                               |
| Finance   | Mr. Ram Ratan Bajaj<br>Ms. Madhuri Dhanak                            |
| Research & Development  | Mrs. Archana Patodia<br>Mr. Ramesh Vohra                             |
| Legal And General Management  | Mr. Ram Ratan Bajaj<br>Ms. Madhuri Dhanak                            |
| M & A/ Business Management  | Mr. Anil Patodia<br>Mr. Pramod Patodia<br>Mrs. Archana Patodia       |

**i. Confirmation that in the opinion of the board, the independent directors fulfill the conditions specified in the regulations and are independent of the management.**

It is confirmed that in the opinion of the Board, the Independent Directors fulfill the conditions Specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the management.

**j. Detailed reasons for the resignation of any independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided**

During the financial year under report, Mr. Sandeep Singh, Independent Director has resigned from the Board of Directors of the Company due to his professional pre-occupation as well as personal reasons. Mr. Dinesh Goyal ceased to be an independent Director of the Company consequent to the completion of term.

Mr. Sandeep Singh has informed the Company that there are no other material reasons for his resignation as Independent Director other than above reasons provided in his resignation letter.

**3. AUDIT COMMITTEE**

**a. Brief description of terms of reference**

The terms of reference to this Committee, inter-alia, covers all the matters specified under Section 177 of the Companies Act, 2013 and also all the matters listed under Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 such as oversight of the Company's financial reporting process; recommending the appointment/re-appointment, remuneration and terms of appointment of statutory auditors; review and monitor the Auditors independence and performance and effectiveness of audit process; approval of transactions with related parties; sanctioning of loans and investments; evaluation of internal financial control and risk management system; reviewing with the management annual financial statements and Auditors report thereon; quarterly financial statements and other matters as covered under role of Audit Committee in Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee has powers, inter-alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company as well as seek outside legal and professional advice.

The Audit committee reviews all the information that is required to be mandatorily reviewed by it under the corporate governance.

**b. Composition, name of members and chairperson**

The Audit Committee of the Company currently comprises 4 members Mr. Ram Ratan Bajaj, Chairman of the

Committee, Mr. Ramesh Vohra and Ms. Madhuri Dhanak, all being Independent Directors with independent judgment in the deliberation and decisions of the Board as well as Audit Committee and Mr. Anil Patodia, Chairman & Managing Director. All members of the Audit Committee have knowledge on financial matters and ability to read and understand financial statements. Mr. Sumit Bajaj, CFO and Mr. Mihir Sarkar, Vice president who is in-charge of Finance function of the Company along with Statutory Auditors and Internal Auditors are invitees to the meetings of the Audit Committee.

Ms. Ankita Sharma, Company Secretary was the Secretary of this Committee. Ms. Rinku Kholakiya has been appointed as a Company Secretary of the Company wef May 28, 2021.

P.P. Kapoor & Co., Chartered Accountants (Firm Registration No. 104806W) are appointed as the Internal Auditors of the Company under the provisions of Section 138 of the Companies Act, 2013.

**c. Audit Committee meetings and the attendance during the financial year 2020-21**

There were 4 (Four) meetings of the Audit Committee during the Financial Year 2020-21. The dates on which the said meetings were held are as follows:

|                   |                    |
|-------------------|--------------------|
| July 29, 2020     | September 14, 2020 |
| November 11, 2020 | February 12, 2021  |

The attendance of each member of the Audit Committee in committee meetings as follows:

| Name of the Director*                  | No of meetings held | No of Meetings Attended |
|--|---------------------|-------------------------|
| CA Ram Ratan Bajaj - Chairman          | 4                   | 4                       |
| Mr.Sandeep Singh - Member <sup>1</sup> | 4                   | 3                       |
| Mr.Anil Patodia - Member               | 4                   | 4                       |
| Mr. Ramesh Vohra <sup>2</sup>          | 4                   | 1                       |

1. Mr. Sandeep Singh resigned from the Company wef February 11, 2021
2. Mr. Ramesh Vohra appointed as a Member of the committee wef February 12, 2021
- \* The Audit Committee has been reconstituted on February 12, 2021 and on June 25, 2021.
3. Mr. Ramesh Vohra, Independent Director was co-opted as an additional member of the Audit Committee for the Audit Committee Meeting held on February 12, 2021.

**d. 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.

**4. NOMINATION AND REMUNERATION COMMITTEE**

**a. Brief description of terms of reference**

- 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.
- 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.
- Oversee familiarisation programmes for Directors.
- 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).
- Recommend to the Board on voting pattern for appointment and remuneration of Directors on the Boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the Committee charter.

**b. Composition, name of members and chairperson**

The Company has a Nomination and Remuneration Committee of the Board which currently comprises of Mr. Ramesh Vohra, Chairman of the Committee, Mr. Ram Ratan Bajaj and Mrs. Archana Patodia, all Non - executive directors to function in the manner and to deal with the matters specified in Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also to review the overall compensation structure and policies of the Company to attract, motivate and retain employees.

The Nomination and Remuneration Committee has adopted the following policies which are displayed on the website of the Company:

- Formulation of the criteria to recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel, senior management personnel and other employees (<https://www.thebyke.com/corporategovernance.html>).
- Formulation of criteria for evaluation of Independent Directors and the Board (<https://www.thebyke.com/corporategovernance.html>).
- Devising a policy on Board diversity (<https://www.thebyke.com/corporategovernance.html>).
- Oversee the familiarization programmes for directors (<https://www.thebyke.com/corporategovernance.html>).
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal (<https://www.thebyke.com/corporategovernance.html>).

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 three Non- Executive Independent Directors.

**c. Meetings and attendance during the financial year 2020 -21**

There were 1 (One) meetings of this Committee during the Financial Year 2020-21. The dates on which the said meetings were held are as follows:

|                         |
|-------------------------|
| <b>February 12,2021</b> |
|-------------------------|

The attendance of each member of the Nomination and Remuneration Committee in the committee meetings is given below:

| Name of the Director | No of meetings held | No of Meetings Attended |
|----------------------|---------------------|-------------------------|
| Mr. Ramesh Vohra     | 1                   | 1                       |
| Mr. Ram Ratan Bajaj  | 1                   | 1                       |
| Mrs. Archana Patodia | 1                   | 1                       |

**d. Performance evaluation criteria for Independent Directors**

Performance criteria for evaluation of Independent Directors and the Board is displayed on the Company's website (<https://www.thebyke.com/corporategovernance.html>)

**5. REMUNERATION OF DIRECTORS**

**a. All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity**

During the financial year under report, the non-executive Directors had no pecuniary relationship or transactions with the except for payment of sitting fees to Non -executive Independent Directors.

**b. Criteria of making payments to non-executive directors**

The non-executive Directors are paid only sitting fees and re-imbusement of out of pocket expenses incurred for attending the meetings of the Board of Directors and Committees thereof.

Details of payments made to Non-Executive Directors in the Financial Year 2020-21 are as under:

| Name of the Director                 | Sitting Fees paid (Rs) | Commission Paid (Rs.) |
|--------------------------------------|------------------------|-----------------------|
| CA. Ram Ratan Bajaj                  | Rs. 80,000/-           | -                     |
| Mr. Ramesh Vohra                     | Rs. 80,000/-           | -                     |
| Mr. Satyanarayan Sharma <sup>1</sup> | -                      | -                     |
| Mr. Sandeep Singh <sup>2</sup>       | Rs. 60,000/-           | -                     |
| Mr. Dinesh Kumar Goyal <sup>3</sup>  | Rs. 1,00,000/-         | -                     |
| Ms. Madhuri Dhanak <sup>4</sup>      | -                      | -                     |

1. Mr. Satyanarayan Sharma resigned as a Director of the Company wef November 23, 2020.
2. Mr. Sandeep Singh resigned as an Independent Director of the Company wef February 11, 2021.
3. Mr. Dinesh Goyal ceased to be an Independent Director wef February 12, 2021 due to completion of tenure.
4. Ms. Madhuri Dhanak is appointed as an Additional Director (Non-Executive) of the Company w.e.f February 12,2021. Ms. Dhanak is also appointed as an Independent Director w.e.f February 12,2021 to February 11, 2026, subject to the approval of shareholders

**c. Disclosures with respect to remuneration paid / payable to Wholetime Directors/ Managing Director for the Financial Year 2020-21 are given below for the financial year 2020-21**

- The details of the remuneration paid/payable to Wholetime Directors/ Managing Director for the Financial Year 2020-21 are given below

|   |                  |
|---|------------------|
| <b>Name of Directors</b>                      | Mr. Anil Patodia |
| <b>Salary*</b>                                | Rs. 60,00,000/-  |
| <b>Benefits / Perquisites / Pension etc.*</b> | 0                |
| <b>Commission (performance linked)</b>        | 0                |
| <b>Stock Options</b>                          | 0                |
| <b>Total (Rs.)</b>                            | RS. 60,00,000/-  |

- Details of fixed component and performance linked incentives, along with the performance criteria the required details are given in the table above.
- Service contracts, notice period, severance fees. The appointment of Managing Directors is contractual and is generally for a period of 5 years. The Company has entered into agreement with Mr. Anil Patodia which is valid upto July 31, 2021. The Board has proposed re-appointment of Mr Anil Patodia for further period of 5 years, upon approval of re-appointment by the members a separate agreement shall be entered into between the Company and Mr. Anil Patodia. Either party is entitled to terminate the agreement by giving not less than 60 days notice in writing to the other party. There is no separate provision for payment of severance fee in the agreements signed by the Company with them.
- Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable. The Company currently has no outstanding stock options or other convertible instruments.

**6. STAKEHOLDER & RELATIONSHIP COMMITTEE**

**a. Name of Non-Executive Director heading the committee**

The Stakeholders Relationship Committee currently comprises of Mrs. Archana Patodia, Non-Executive Director, Chairman of the Committee, Mr. Ramesh Vohra, Non-Executive Independent Director and Mr. Anil Patodia, Chairman & Managing Director. This Committee functions in the manner and deals with the matters specified in Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The committee monitors share transfers, transmissions and other shareholders related activities including redressal of investor grievances. The Committee has following roles:

**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 0 complaints.

**Meetings held and attendance during the financial year 2020-21**

There was 4 (Four) meeting of this committee during the financial year 2020-21. The date on which the said meeting was held is as follows:

|                          |                           |
|--------------------------|---------------------------|
| <b>July 29, 2020</b>     | <b>September 14, 2020</b> |
| <b>November 11, 2020</b> | <b>February 12, 2021</b>  |

The attendance of each member of the Stakeholders Relationship Committee in the committee meeting is given below:

| Name of the Director*                | No of meetings held | No of Meetings Attended |
|--------------------------------------|---------------------|-------------------------|
| Mr. Satyanarayan Sharma <sup>1</sup> | 4                   | 4                       |
| Mr. Sandeep Singh <sup>2</sup>       | 4                   | 3                       |
| Mr. Anil Patodia                     | 4                   | 4                       |
| Mrs. Archana Patodia*                | 4                   | 1                       |
| Mr. Ramesh Vohra*                    | 4                   | 1                       |

1. Mr. Satyanarayan Sharma resigned as a Director of the Company wef November 23, 2020.
  2. Mr. Sandeep Singh resigned as an Independent Director of the Company wef February 11, 2021.
- \* The Stakeholder's Relationship Committee was re-constituted wef February 12, 2021.

Mr. Stayanarayan Sharma, the Chairman of the Committee could not attend the last Annual General Meeting of the Company held on November 02,2021.

**b. Name and designation of Compliance officer**

Ms. Rinku Kholakiya, Company Secretary is the Compliance Officer of the Company wef 28th May, 2021.

**c. Number of shareholders' complaints received**

During the year, the Company received no complaints from the shareholders.

**d. Number not solved to the satisfaction of shareholders**

The Company had no unattended request pending for transfer of its equity shares or any unattended complaints at the close of the financial year.

**e. Number of pending complaints**

Nil.

**7. GENERAL BODY MEETINGS**

**a. Details of the location and time where the last three Annual General Meeting (AGM) and Extraordinary General Meeting (EGM) were held**

| AGM/ EGM for the financial year ended | Day, Date & Time of AGM                     | Place of AGM  | Special Resolutions Passed   |
|---------------------------------------|---|---|--|
| 31-03-2020                            | Monday, Nov 02, 2020, at 11.30 a.m. (AGM)   | Through Video Conferencing / Other Audio Visual Means (VC/OAVM)   | None   |
| 31-03-2019                            | Friday, Sept 27, 2019, at 11:00 a.m. (AGM)  | Hotel Kohinoor Continental located at Andheri - Kurla Road, J.B Nagar, Andheri East, Mumbai, Maharashtra 400059 | Re-appointment of Mr. Ramesh Vohra, Mr. Ramratan Bajaj and Mr. Sandeep Singh as Non-Executive Independent Director of the Company. |
| 31-03-2018                            | Thursday, Sept 27, 2018 at 12.00 p.m. (AGM) | Hotel Radisson located at MIDC Central road, Hanuamn Nagar, Andheri East, Mumbai - 400 067                      | None   |

All the resolutions as set out in the respective notices calling the AGM were passed by the Shareholders.

There is no proposal to pass any special resolution through postal ballot at the ensuing Annual General Meeting.

**b. Whether any special resolutions passed in the previous three annual general meetings**

Details of special resolutions passed in the previous 3 Annual General Meetings are given in the table above.

**c. Whether any special resolution passed last year through postal ballot**

No special resolution was passed in the last financial year using postal ballot.

**d. Person who conducted the postal ballot exercise**

Not Applicable

**e. Whether any special resolution passed last year through postal ballot**

No special resolution is currently proposed to be conducted through postal ballot.

**f. Procedure for postal ballot**

Not applicable since no resolution is currently proposed to be passed through postal ballot.

**8. MEANS OF COMMUNICATION**

|   |  |
|---|--|
| <b>a. Quarterly / Annual Results</b>                                      | The results of the Company are submitted to the stock exchange where the shares of the Company are listed and published in the newspapers after the approval of the Board. |
| <b>b. Newspapers wherein results normally published</b>                   | Free Press Journal and Nav Shakti.   |
| <b>c. Website, where displayed</b>  | <a href="http://www.thebyke.com">www.thebyke.com</a>   |
| <b>d. Whether website also displays official news releases</b>            | Yes  |
| <b>e. Presentation made to institutional investors or to the analysts</b> | Presentations were not made to institutional investors or analysts during the financial year 2020-21.  |

**Green Initiative**

In line with the 'Green Initiative' undertaken by the MCA and pursuant to Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 read with Circular Nos. 14/ 2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively and SEBI vide its Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 due to continuation of COVID -19 pandemic, the Company will be sending this year's Annual Report (including notices and communication, as permissible) by the email to the shareholders who have registered their email address with the Company/Depository/ Registrar & Share Transfer Agent. The annual Report of the Company is also available in the investors Section of the Company's website at [www.thebyke.com](http://www.thebyke.com).

**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 2013-14 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 <https://www.thebyke.com/iepfrelatedcompliance.html> 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 | Last date for claiming unpaid dividend |
|----------------|---------------------|--|
| 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                       |

**9. GENERAL SHAREHOLDERS' INFORMATION**

|  |  |
|--|--|
| <b>a. AGM : Date, Time and Venue</b>   | Wednesday, September 29, 2021 at 11.30 a.m. through video conferencing / other audio visual means (VC/ OAVM). Shree Shakambhari Corporate Park, Plot No: 156-158, Chakaravarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400099 shall deemed to be the venue of the AGM.  |
| <b>b. Financial Year<br/>First quarter results<br/>Second quarter results<br/>Third quarter results<br/>Annual results</b>   | 1st April 2021 - 31st March 2022<br>Second week of August*<br>Second week of November*<br>Second week of February*<br>Forth week of May*<br>* tentative  |
| <b>c. Dividend payment date</b>  | No dividend on Equity Shares is proposed to be declared at the forthcoming Annual General Meeting.   |
| <b>d. Date of Book closure to</b>  | Thursday, September 23, 2021 Wednesday September 29, 2021, (both days inclusive) for the purpose of Annual General Meeting.  |
| <b>e. The name and address of each stock exchange(s) at which the Company's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s)</b> | BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai-400 001<br><br>National Stock Exchange of India Limited<br>5th Floor, Exchange Plaza<br>Plot no. C/1, G Block,<br>Bandra - Kurln Complex<br>Baandra - East, Mumbai - 400 051<br><br>Metropolitan Stock Exchange of India Limited<br>4 <sup>th</sup> Floor, Vibgyor Towers,<br>Bandra - Kurln Complex<br>Baandra - East, Mumbai - 400 051<br><br>Listing fee has been paid to the Stock Exchanges and Depositories for the financial year 2021-22 |
| <b>f. Stock code - Physical and ISIN Number for NSDL and CDSL<br/>Corporate Identity Number allotted by Ministry of Corporate Affairs</b>  | BSE - 531373<br>NSE - BYKE<br>MSE - THEBYKE<br>ISIN : INE319B01014<br><br>L67190MH1990PLC056009  |
| <b>g. Market price data: high, low during each month in last financial year</b>  | Please see Annexure 'A'  |
| <b>h. Stock performance in comparison</b>  | Please see Annexure 'B'  |
| <b>i. In case the securities are suspended from trading, the directors report shall explain the reason thereof</b>   | The securities of the Company are not suspended from trading by the Stock Exchange.  |
| <b>j. Registrars and share transfer agents :</b>   | Link Intime India Private Limited<br>C-101, 247 Park,<br>LBS Marg, Vikhroli (West)<br>Mumbai - 400 083<br>Tel. No. (022) 4918 6000<br>Fax. No.(022) 4918 6060<br>E-mail: rnt.helpdesk@linkintime.co.in   |

|  |  |
|--|--|
| <b>k. Share transfer system</b>  | All share transfer, request for transmission / transposition, etc. subject to correctness and completion of all documents would normally be registered and returned within fifteen days from the date of receipt.<br><br>As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of the listed companies can be transferred only in dematerialized form with effect from 1st April, 2019 except in case of transmission or transposition or for re-lodged transfer requests. Further, SEBI vide its circular dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares re-lodged for transfer shall be issued only in demat mode. |
| <b>l. Distribution of shareholding/ shareholding pattern as on 31.3.2021</b>   | Please see Annexure 'C'  |
| <b>m. Dematerialisation of shares and liquidity</b>  | 98.31 % of the paid-up share capital has been dematerialised as on 31st March, 2021.   |
| <b>n. Outstanding GDRs/ ADRs/ warrants/ convertible instruments, conversion date and likely impact on equity</b>   | Not applicable since none of the said instruments are ever issued.   |
| <b>o. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities</b>   | The Company is not materially exposed to commodity price / foreign exchange risk. The Company also does not carry out any commodity or currency hedging activities.  |
| <b>p. Equity shares in suspense account</b>  | There are no Equity Shares of the Company which have been kept in Suspense Account.  |
| <b>q. Plant Location/ Unit Location</b>  | This information forms a part of Annual Report.  |
| <b>r. Address for Correspondence</b>   | Ms. Rinku Kholakiya<br>Company Secretary<br>The Byke Hospitality Limited<br>Shree Shakambhari Corporate Park, 156-158, Chakaravarti Ashok Complex, J.B. Nagar, Andheri (East), Mumbai- 400 099<br>Tel: (022) 6707 9666/ (022) 6707 9645  |
| <b>s. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad</b> | CARE Ratings has assigned the following ratings to the Company's long term bank facilities of Rs. 20.00 crores - CARE BBB; Stable (Triple B; Outlook: Stable)  |
| <b>t. Share transfer and other communications may be addressed to the Registrars</b>   | Link Intime India Private Limited<br>C-101, 247 Park,<br>LBS Marg, Vikhroli (West)<br>Mumbai - 400 083<br>Tel. No. (022) 4918 6000<br>Fax. No.(022) 4918 6060<br>E-mail: rnt.helpdesk@linkintime.co.in   |

**10. OTHER DISCLOSURE**

**a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large**

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company (Weblink: <https://www.thebyke.com/corporate-governance.html>). There were no materially significant related party transactions during the year that may have potential conflict with the interest of the Company.

The Register of Contracts containing the related party transactions is placed before the Board and Audit Committee regularly for its approval. Disclosures from directors and senior management staff have been obtained to the effect that they have not entered into any material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the Company at large.

Transactions with the related parties are disclosed in the notes to the accounts forming part of this Annual Report.

**b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the board or any other statutory authorities on any matter related to capital market during the last 3 financial years**

None

**c. Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee**

There is a Whistle Blower Policy in the Company and no personnel has been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimization of persons who use vigil mechanism. The Whistle Blowing Policy is posted on the website of the Company <https://www.thebyke.com/corporate-governance.html>.

**d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;**

The Company has complied with all the applicable mandatory requirements of corporate governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details about adoption of non-mandatory requirements are given in the table below.

**e. Web link where policy for determining 'material' subsidiaries is disclosed**

A policy for determining 'material' subsidiaries which has been uploaded on the website of the Company. (Weblink <https://www.thebyke.com/corporate-governance.html>).

**f. Web link where policy on dealing with related party transactions is disclosed**

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company. (Weblink <https://www.thebyke.com/corporate-governance.html>).

**g. Disclosure of commodity price risks and commodity hedging activities**

The Company is engaged in the hospitality Business. Since the Company does not consume large quantities of commodities in its business activities, the Company is not materially exposed to commodity price risks nor does the Company do any commodity hedging.

**h. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**

The Company has not raised any funds through preferential allotment or through qualified institutional placement of its shares during the year.

**i. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority**

The Company has obtained a certificate in this regard from a Company Secretary in practice (Annexure D).

**j. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof**

The Board has accepted and acted on all the mandatory recommendations of its committees during the financial year under report.

**k. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**

The fees paid by the Company to its Statutory Auditors are stated in the appended Audited Financial Statements of the Company.

**l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

No of complaints filed during the calendar year 2020: None  
 No of complaints disposed of during the calendar year 2020: None  
 No of complaints pending as on end of the calendar year 2020: None

**11. Non-Compliance of any requirement of Corporate Governance Report with reasons thereof**

None

**12. Adoption of Discretionary Requirements**

|   |   |
|---|---|
| <b>A. The Board</b>                           | The Company currently has a Executive Chairman of the Board of Directors. However, the Company has not maintained any office for him. |
| <b>B. Shareholders Rights</b>                 | At present, the Company does not send the statement of half yearly financial performance to the household of each shareholder.        |
| <b>C. Modified opinion(s) in audit report</b> | The Company's financial statements are with unmodified audit opinion.   |
| <b>D. Reporting of internal auditor</b>       | The firm of Internal Auditors reports to the Wholetime Director / CEO as well as to the Audit Committee.                              |

**13. The disclosures of the compliance with corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46**

a. The Company has a process to provide, inter-alia, the information to the Board as specified in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Corporate Governance. The Board also periodically reviews the compliances by the Company of all applicable laws.

b. The Board of Directors in their meeting regularly discuss and are satisfied that the Company has plans in place for orderly succession for appointment to the Board of Directors and Senior Management.

c. Code of Conduct for Board and Senior Managerial Personnel

The Board has laid down a code of conduct for Board members and senior management personnel of the Company. The code also incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website <https://www.thebyke.com/corporate-governance.html>.

The Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration in this regard signed by the Wholetime Director / CEO is given at the end of this Report.

The Company has adopted a code of conduct for prevention of insider trading based on SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company <https://www.thebyke.com/corporate-governance.html>. All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

d. The Company complies with the requirement of placing minimum information before the Board of

Directors as contained in Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e. The CEO/CFO compliance certification under Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 forms part of this Annual Report.

f. The Company has a Risk Management Committee which monitors and reviews risk management plan. The Board of Directors also periodically review and monitor the risk management plan of the Company.

g. The Board on an annual basis evaluates the performance of Independent Directors. The Independent Directors have also given declarations that they fulfill the criteria of independence as specified in SEBI (LODR) Regulations, 2015 and that they are independent of the Company's management.

h. The Company has formulated a policy on materiality of related party transactions and dealing with related party transactions including clear threshold limits approved by the Board which is available on the website of the Company (weblink: <https://www.thebyke.com/corporate-governance.html>)

i. All related party transactions entered into by the Company with related parties are at an arm's length basis and in the ordinary course of Company's business. Transactions with related parties are disclosed under notes forming part of the accounts. The Board and the Audit Committee periodically reviews the details of the related party transactions entered into by the Company. Omnibus approval from the Audit Committee is also obtained before entering into related party transactions. The necessary shareholders resolution is also obtained wherever necessary.

j. No employee including Key Managerial Personnel or Director or Promoter of the Company has entered into any agreement for himself or on behalf of other person with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

k. Subsidiary Companies  
 The Company does not have any Subsidiary.

l. None of the Director of the Company is a director or act as independent director in more than seven listed entities and none of the Wholetime Director serve as an Independent Director in more than 3 listed entities.

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the companies in which they are Directors. All directors have disclosed their committee positions to the Company. For

determining this limit, Chairpersonship and Membership of Audit Committee and Stakeholders Relationship Committee only are considered. Ms. Madhuri Dhanak is appointed as Additional / Independent Director of the Company for a period of 5 years with effect from February 12, 2021 till February 11, 2026. Terms and conditions of her appointment as Independent Director are posted on the Company's website. Necessary approval of the shareholders for her appointment as Independent Director is being sought at the ensuing Annual General Meeting of the Company.

Mr. Sandeep Singh, Independent Director had informed the Company of his inability to continue as a member of the Board of Directors and his intention to resign as the Independent Director / Member of the Committees of the Board of the Company due to his professional pre-occupation as well as personal reasons. Accordingly, the Board of Directors accepted his resignation as an Independent Director of the Company and he ceased to be the Director of the Company as well as the Member of the Committees of Board with effect from February 12, 2021. Mr. Dinesh Goyal ceased to be an Independent Director consequent to the completion of tenure.

In accordance with requirements of Section 149(6) and (7) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, all the independent directors have given declaration of independence in the first board meeting of the current financial year held on May 28, 2021.

- m. Independent Directors Meeting  
During the financial year under review, the Independent Directors met on February 12, 2021 without the attendance of non-independent directors and members of the management, inter-alia, to discuss:
  - i. Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
  - ii. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
  - iii. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
  - iv. All the independent Directors were present at the said meeting.
- n. The Company maintains a functional website (<https://www.thebyke.com/corporategovernance.html>) containing the basic information about the Company. The Company has disseminated all the required information on its website as required under Regulation 46 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- o. Reconciliation of Share Capital Audit:  
A qualified Practising Company Secretary carries out

a share capital audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital of the Company. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

- p. Dividend Distribution Policy  
In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016, a Dividend Distribution Policy is applicable to top 500 companies as per market capitalisation and hence it is not applicable to your Company.

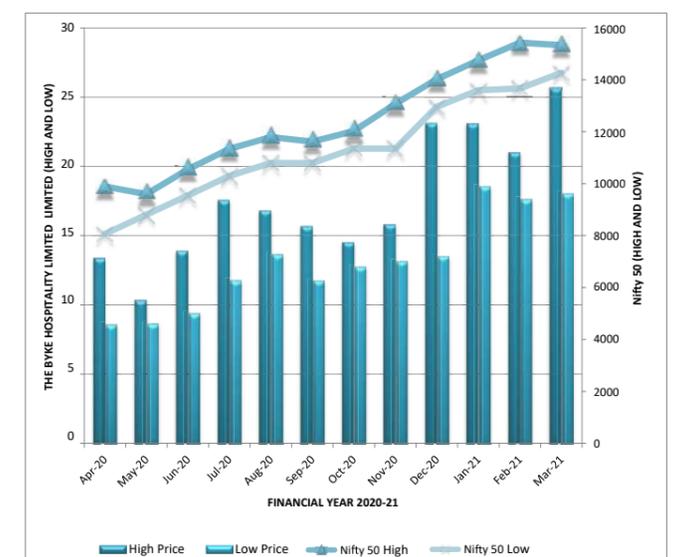
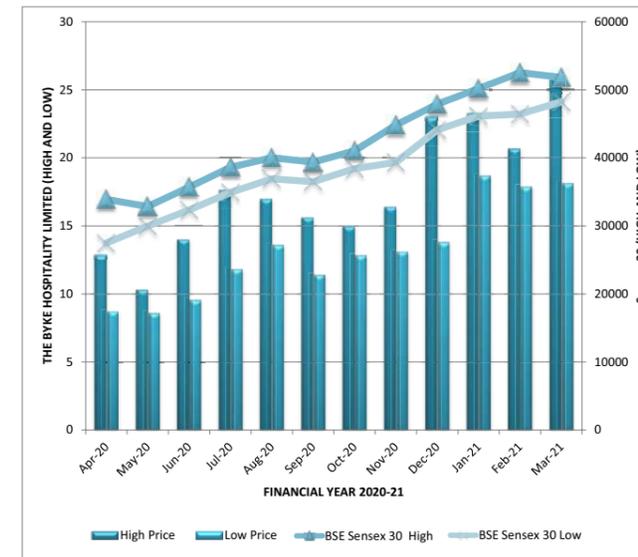
## Annexure A

High/Low of Market price of the Company's shares traded on The BSE Limited and NSE Limited during the financial year 2020- 21 is furnished below:

| Month          | BSE        |           |                           | NSE        |           |                           |
|----------------|------------|-----------|---------------------------|------------|-----------|---------------------------|
|                | High Price | Low Price | Total no of shares traded | High Price | Low Price | Total no of shares traded |
| April 2020     | 12.85      | 8.70      | 1,921                     | 11.95      | 8.60      | 972                       |
| May 2020       | 10.30      | 8.60      | 1,204                     | 10.35      | 8.80      | 466                       |
| June 2020      | 13.99      | 9.58      | 1,734                     | 13.90      | 9.40      | 926                       |
| July 2020      | 17.65      | 11.81     | 4,165                     | 17.60      | 11.80     | 4621                      |
| August 2020    | 17.00      | 13.60     | 1,399                     | 16.80      | 13.65     | 1621                      |
| September 2020 | 15.62      | 11.39     | 1,210                     | 14.95      | 11.75     | 489                       |
| October 2020   | 15.00      | 12.38     | 569                       | 14.50      | 12.75     | 174                       |
| November 2020  | 16.40      | 13.10     | 1,360                     | 15.80      | 13.20     | 1211                      |
| December 2020  | 23.02      | 13.83     | 3,999                     | 23.15      | 13.50     | 4249                      |
| January 2021   | 23.30      | 18.70     | 934                       | 23.10      | 18.55     | 230                       |
| February 2021  | 20.70      | 17.90     | 1,100                     | 21         | 17.65     | 516                       |
| March 2021     | 26.00      | 18.15     | 3,885                     | 25.70      | 18.05     | 1605                      |

## Annexure B

Monthly share price data in comparison to broad-based indices like BSE Sensex and Nifty in FY 2020-21 are given below:



## Annexure C

The distribution of shareholding as on 31st March, 2021 is as follows :

| No of equity shares held                      | No. of shareholders | %       | No. of shares | %       |
|---|---------------------|---------|---------------|---------|
| <b>Upto 100</b>                               | 6424                | 42.852  | 267710        | 0.668   |
| <b>101 to 200</b>                             | 3045                | 20.312  | 558381        | 1.393   |
| <b>201 to 500</b>                             | 2242                | 14.956  | 825665        | 2.059   |
| <b>501 to 1000</b>                            | 1360                | 9.072   | 1119606       | 2.792   |
| <b>1001 to 5000</b>                           | 1463                | 9.759   | 3384152       | 8.440   |
| <b>5001 to 10000</b>                          | 243                 | 1.621   | 1779614       | 4.438   |
| <b>10001 to 100000</b>                        | 191                 | 1.274   | 4891016       | 12.198  |
| <b>100001 to Above</b>                        | 23                  | 0.153   | 27271656      | 68.013  |
| <b>Grand Total</b>                            | 14991               | 100.000 | 40097800      | 100.000 |
| <b>No. of shareholders in Physical Mode</b>   | 1632                | 9.500   | 677222        | 1.688   |
| <b>No. of shareholders in Electronic Mode</b> | 15535               | 90.493  | 39420578      | 98.311  |

Shareholding pattern as on 31st March, 2021 is as follows :

| No of equity shares held             | No. of shareholders | No. of shares | %      |
|--------------------------------------|---------------------|---------------|--------|
| <b>Indian Promoters</b>              | 8                   | 18788282      | 46.856 |
| <b>Banks and Insurance Companies</b> | 1                   | 375972        | 0.94   |
| <b>FIs and Mutual Funds</b>          | 3                   | 2044450       | 5.099  |
| <b>NRI</b>                           | 382                 | 907353        | 2.26   |
| <b>Domestic Companies</b>            | 138                 | 4735687       | 11.81  |
| <b>Resident Individuals / Others</b> | 14165               | 12431818      | 31.01  |

## 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, 2021, 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**  
Practising Company Secretary

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

Place: Mumbai  
Date: August 10, 2021

# DECLARATION ON CODE OF CONDUCT

To,  
All the members of  
The Byke Hospitality Limited

It is hereby certified and confirmed that as provided in terms of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2021.

**For The Byke Hospitality Limited**

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

**Place: Mumbai**  
**Date: August 10, 2021**

# ANNEXURE - D 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)**

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](http://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, 2021 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 the Director             | DIN      | Date of appointment in Company |
|-------|----------------------------------|----------|--------------------------------|
| 1     | Mr. Anil Chothmal Patodia        | 00073993 | 30/03/2011                     |
| 2     | Mrs. Archana Anil Patodia        | 00795826 | 27/09/2014                     |
| 3     | Mr. Madhuri Rajendrakumar Dhanak | 09065395 | 12/02/2021                     |
| 4     | Mr. Ramesh Diwan Vohra           | 03502651 | 30/03/2011                     |
| 5     | Mr. Ram Ratan Bajaj              | 03502832 | 30/03/2011                     |
| 6     | Mr. 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/-  
**Suman Murarilal Sureka**  
Proprietor  
FCS No. - 6842 C.P. No. - 4892

Place: Mumbai  
Date: 09/08/2021  
UDIN: F006842C000765556

## ANNEXURE III

**DETAILS OF REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 is as under:

| Sr No | Name of the Director / Key Managerial Personnel and Designation         | Remuneration of Director / KMP for the financial year 2020-21 (Rs.) | % increase/ (decrease) In remuneration in the financial year 2020-21 | Ratio of remuneration of each Director to median remuneration of employees |
|-------|---|---|--|--|
| 1     | Mr. Anil Patodia (Managing Director)                                    | 60,00,000   | Nil  | 36.06  |
| 2     | Mrs. Archana Patodia (Non-executive Director)                           | -   | NA   | NA   |
| 3     | Mr. Pramod Patodia (Executive Director)                                 | -   | NA   | NA   |
| 4     | Mr. Satyanarayan Sharma <sup>1</sup> (Non-executive Director)           | -   | NA   | NA   |
| 5     | Mr. Ram Ratan Bajaj (Independent Director)                              | 80,000  | Nil  | 0.48   |
| 6     | Mr. Sandeep Singh <sup>2</sup> (Independent Director)                   | 60,000  | (25%)  | 0.36   |
| 7     | Mr. Ramesh Vohra (Independent Director)                                 | 80,000  | 33%  | 0.48   |
| 8     | Dr. Dinesh Kumar Goyal <sup>3</sup> (Independent Director)              | 1,00,000  | 25%  | 0.60   |
| 9     | Mr. Madhuri Dhanak <sup>4</sup> (Independent Director)                  | -   | NA   | NA   |
| 10    | Mr. Sumit Bajaj (Chief Financial Officer)                               | 15,00,000   | 14%  | 7.93   |
| 11    | Ms. Ankita Sharma <sup>5</sup> (Company Secretary & Compliance Officer) | 2,55,000  | (40%)  | 1.53   |

1. Mr. Satyanarayan Sharma resigned as a Non - Executive Director w.e.f 23.11.2020.  
 2. Mr. Sandeep Singh resigned as an Independent Director w.e.f 11.02.2021.  
 3. Dr. Dinesh Kumar Goyal ceased to be an Independent Director w.e.f 12.02.2021  
 4. Ms. Madhuri Dhanak appointed as an Independent Director w.e.f 12.02.2021  
 5. Ms. Ankita Sharma resigned as a Company Secretary and Compliance Officer of the Company w.e.f 30.11.2020

- i. The median remuneration of the employees of the Company during the financial year was 1,66,380/-  
 ii. In the financial year, there was a decrease of 9% in the median remuneration of employees.  
 iii. There were 520 employees on the rolls of Company as on 31st March, 2021.  
 iv. Average percentage decrease made in the salaries of employees other than the managerial personnel in the financial year was 10% whereas the increase in the managerial remuneration for the financial year was 4%.  
 v. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Place: Mumbai  
 Date: August 10, 2021

For and on behalf of the Board of Directors  
 (Anil Patodia)  
 Chairman & Managing Director  
 DIN: 00073993

ANNEXURE - IV  
REPORT ON CORPORATE SOCIAL RESPONSIBILITY

## 1. Brief Outline on CSR Policy of the Company

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. The Company is committed to operate its business with emphasis on CSR in all areas of its operation. The Company integrates its business values and operations to meet the expectations of its shareholders, customers, employees, regulators, investors, suppliers, the community and take care of environment with best interest.

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.

## 2. The Composition of the CSR Committee of the Board

- Mr. Anil Patodia - Chairman (Managing Director)
- Mr. Ramesh Vohra - Member (Independent Director)
- Mrs. Archana Patodia - Member (Non-Executive Director)

## 3. Web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.

|               |   |
|---------------|---|
| CSR Committee | <a href="https://www.thebyke.com/corporategovernance.html">https://www.thebyke.com/corporategovernance.html</a> |
| CSR Policy    | <a href="https://www.thebyke.com/corporategovernance.html">https://www.thebyke.com/corporategovernance.html</a> |
| CSR Projects  | <a href="https://www.thebyke.com/corporategovernance.html">https://www.thebyke.com/corporategovernance.html</a> |

## 4. Average net profit of the company for last three financial years: Rs. 2171.01 (Rs. In Lac)

## 5. Prescribed CSR Expenditure (two per cent of the amount as in item 4 above)

The Company was required to spend an amount of Rs. 43.42 (in Lacs) as CSR expenditure for the financial year ended March 31, 2021.

## 6. Details of CSR spent during the financial year:

- Total amount to be spent for the financial year; Rs. 43.42 (Rs. In Lacs)  
Amount Spent: Rs.43.42 (Rs. In Lacs)
- Amount unspent, if any; Rs. 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 | Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken | Amount outlay (budget) project or programs wise | Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads | Cumulative expenditure upto to the reporting period. | Amount spent: Direct or through implementing agency*     |
|-------|------------------------------------|--|---|---|---|--|--|
| 1     | Health awareness                   | Health                                 | Mumbai  | 8.00  | 7.13  | 7.13   | Direct as well as Lions Club, Mumbai                     |
| 2     | Distribution of food items to Slum | Health                                 | Mumbai  | 20.00   | 21.30   | 21.30  | Direct as well as Lions Club, Mumbai                     |
| 3     | Mid-day Meal                       | Education                              | Mumbai  | 2.00  | 2.07  | 2.07   | Through Navasrushti International Trust                  |
| 4     | Promotion of Education             | Education                              | Mumbai  | 5.00  | 4.88  | 4.88   | Direct as well as Lions Club and swabhiman Trust, Mumbai |
| 5     | Environment                        | Environment                            | Mumbai  | 8.00  | 8.04  | 8.04   | Through Hindu Spirituals & Services Fairs                |

\*Give details of implementing agency: The CSR Objectives and CSR Policy of the Company is implemented by the CSR Committee of the Board through direct activities by the Company and thru charitable organisations and trusts.

**7. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report – NA**

**8. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.**

The CSR Committee of the Board confirms that it has implemented and monitored the CSR activities in accordance with and in compliance of CSR objectives and CSR Policy of the Company.

For and on behalf of the Board

**Date: August 10, 2021**

**Place: Mumbai**

**Mr. Anil Patodia**  
**Chairman & Managing Director**  
**DIN: 00073993**

## ANNEXURE - V SECRETARIAL AUDIT REPORT

**Form No. MR-3**

**(for the financial year ended 31st March, 2021)**

**[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, We hereby report that in our opinion, during the audit period covering the financial year ended on 31st March, 2021, 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, 2021 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;
- 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, 2015;
- 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. The Securities and Exchange Board of India (Share based employee Benefit) Regulation 2014 (Not applicable to the Company during the Audit period);
- e. 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);
- f. 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);
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable, as the Company has not bought any of its securities during the financial year under review);
- h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; (Not applicable to the Company during the audit period)
- vi. We further report that with respect to the compliance of the below mentioned laws, we have relied on the representations made by the Company and its officers for system and mechanism framed by the Company for compliances under other the following Specific laws applicable as mentioned hereunder:

- 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.
- ii. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited, BSE Limited, Metropolitan stock exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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,**

- 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.
- 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.
- A system exist for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
- 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 instance 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;

**For Suman Sureka & Associates**

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

Place: Mumbai  
Date: 09/08/2021  
UDIN: F006842C000765523

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, 2021 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 the management has conducted the affairs the of the Company.

**For Suman Sureka & Associates**

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

Place: Mumbai  
Date: 09/08/2021  
UDIN: F006842C000765523

## Annexure VI

Information as per Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014, and forming part of the Directors' Report for the financial year ended on March 31, 2021.

### A. Conservation of Energy

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

The Company continued energy conservation efforts during the year. It has closely monitored power consumption and running hours on day to day basis, thus resulting in optimum utilization of energy. The hotels are fitted with energy saving devices to conserve energy in the long run. All possible efforts were made to ensure optimum conservation of electricity and fuel at the hotels of the Company.

#### 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

The Company has not spent any material capital investment on energy conservation equipment's except some investment on energy conservation consumables.

### B. Technology Absorption

There is no material information on technology absorption to be furnished. The Company continues to absorb and upgrade modern technologies and advanced hotel management techniques in various areas.

The expenditure incurred on Research and Development.

The activities of the Company at present do not involve research and development.

### C. Foreign Exchange Earnings and Outgo

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

For The Byke Hospitality Limited

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

Place: Mumbai  
Date: August 10, 2021

# FINANCIAL SECTION

# 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, 2021, 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, 2021, its loss 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. 419.15 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, 2021.

**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 2021. 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

1. 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.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a. 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.
  - b. 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.
  - c. 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.
  - d. 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.
  - e. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

f. 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.

g. 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:

- i. The Company does not have any pending litigations.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. 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

**Place: Mumbai**  
**Date: June 25, 2021**

**Namit Agrawal**  
Partner  
Membership No.533747  
UDIN: 21533747AAAAAB6531

## 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. In respect of Company’s property, plant and equipment:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - 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.
  - 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:
- 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, 2021 for a period of more than six months from the date they became payable.

- 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
- 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.
  - 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.
  - 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.
  - 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.
  - 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.
  - 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.
  - 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.
  - 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.
  - The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**Place: Mumbai**  
**Date: June 25, 2021**

**Namit Agrawal**  
**Partner**  
**Membership No.533747**  
**UDIN: 21533747AAAAAB6531**

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

## 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, 2021 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.

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.

#### 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

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.

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

**Place: Mumbai**  
**Date: June 25, 2021**

**Namit Agrawal**  
**Partner**  
**Membership No.533747**  
**UDIN: 21533747AAAAAB6531**

## BALANCE SHEET

AS AT MARCH 31, 2021

| Particulars                                       | Note No. | INR in Lakhs         |                      |
|---|----------|----------------------|----------------------|
|   |          | As at March 31, 2021 | As at March 31, 2020 |
| <b>I. ASSETS</b>                                  |          |                      |                      |
| <b>1. Non Current Assets</b>                      |          |                      |                      |
| (a) Property, Plant and Equipment                 | 3        | 9,386.69             | 10,784.23            |
| (b) Capital Work-In-Progress                      | 3        | 2,180.02             | 1,792.80             |
| (c) Intangible Assets                             | 4        | 187.73               | 247.64               |
| (d) Right of Use Assets                           | 5        | 4,633.68             | 3,366.46             |
| (e) Financial Assets                              |          |                      |                      |
| (i) Other financial assets                        | 6        | 2,459.08             | 2,334.62             |
| (f) Other Non Current Assets                      | 7        | 693.69               | 800.88               |
|   |          | <b>19,540.89</b>     | <b>19,326.63</b>     |
| <b>2. Current Assets</b>                          |          |                      |                      |
| (a) Inventories                                   | 8        | 1,575.56             | 1,645.35             |
| (b) Financial Assets                              |          |                      |                      |
| (i) Trade Receivables                             | 9        | 2,486.76             | 2,695.51             |
| (ii) Cash and Cash Equivalents                    | 10       | 329.53               | 297.72               |
| (iii) Other financial assets                      | 11       | 2,251.65             | 2,270.48             |
| (c) Other Current Assets                          | 12       | 1.54                 | -                    |
| (d) Current Tax Assets (Net)                      | 26       | 153.79               | 53.26                |
|   |          | <b>6,798.83</b>      | <b>6,962.32</b>      |
| <b>Total Assets</b>                               |          | <b>26,339.72</b>     | <b>26,288.95</b>     |
| <b>II. EQUITY AND LIABILITIES</b>                 |          |                      |                      |
| <b>Equity</b>                                     |          |                      |                      |
| (a) Equity Share Capital                          | 13       | 4,009.78             | 4,009.78             |
| (b) Other Equity                                  | 14       | 12,982.82            | 14,799.11            |
|   |          | <b>16,992.60</b>     | <b>18,808.89</b>     |
| <b>LIABILITIES</b>                                |          |                      |                      |
| <b>1. Non Current Liabilities</b>                 |          |                      |                      |
| (a) Financial Liabilities                         |          |                      |                      |
| (i) Borrowings                                    | 15       | 713.01               | 7.96                 |
| (ii) Lease Liabilities                            | 16       | 4,689.77             | 3,072.58             |
| (iii) Other financial liabilities                 | 17       | 23.73                | 23.73                |
| (b) Provisions                                    | 18       | 40.35                | 38.41                |
| (c) Deferred Tax Liabilities (Net)                | 19       | 419.15               | 584.65               |
|   |          | <b>5,886.01</b>      | <b>3,727.34</b>      |
| <b>2. Current Liabilities</b>                     |          |                      |                      |
| (a) Financial Liabilities                         |          |                      |                      |
| (i) Borrowings                                    | 20       | 2,017.30             | 2,009.65             |
| (ii) Lease Liabilities                            | 21       | 582.56               | 592.49               |
| (iii) Trade Payable                               | 22       |                      |                      |
| (a) Due to micro and small enterprises            |          | 2.04                 | -                    |
| (b) Due to other than micro and small enterprises |          | 375.92               | 423.58               |
| (iv) Other Financial Liabilities                  | 23       | 97.95                | 238.20               |
| (b) Other Current Liabilities                     | 24       | 349.10               | 444.67               |
| (c) Provisions                                    | 25       | 36.23                | 44.13                |
|   |          | <b>3,461.11</b>      | <b>3,752.72</b>      |
| <b>Total Equity and Liabilities</b>               |          | <b>26,339.72</b>     | <b>26,288.95</b>     |

Summary of Significant Accounting Policies 2  
 The notes referred to above are an integral part of the financial statements 1-44  
 This is the Balance Sheet referred to in our report of the even date.

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

**Namit Agrawal**  
 Partner  
 Membership Number: 533747  
 Place : Mumbai  
 Date : June 25, 2021

**For and on behalf of the Board of Directors**

**Anil Patodia**  
 Chairman & Managing Director  
 DIN : 00073993  
 Place : Mumbai  
 Date : June 25, 2021

**Sumit Bajaj**  
 Chief Financial Officer  
 Place : Mumbai  
 Date : June 25, 2021

**Pramod Patodia**  
 Director  
 DIN : 03503728  
 Place : Mumbai  
 Date : June 25, 2021

**Rinku Kholakiya**  
 Company Secretary  
 Place : Mumbai  
 Date : June 25, 2021

## STATEMENT OF PROFIT AND LOSS

FOR YEAR ENDED MARCH 31, 2021

| Particulars  | Note No. | INR in Lakhs                      |                                   |
|--|----------|-----------------------------------|-----------------------------------|
|  |          | For the Year ended March 31, 2021 | For the Year ended March 31, 2020 |
| <b>I. Revenue</b>  |          |                                   |                                   |
| Revenue from Operations  | 27       | 6,560.66                          | 12,218.58                         |
| Other Income   | 28       | 89.69                             | 100.49                            |
| <b>Total Income</b>  |          | <b>6,650.35</b>                   | <b>12,319.07</b>                  |
| <b>II. Expenses</b>  |          |                                   |                                   |
| Cost of Services   | 29       | 1,214.85                          | 2,392.34                          |
| Employee Benefits Expenses   | 30       | 1,016.45                          | 1,284.06                          |
| Finance Costs  | 31       | 833.87                            | 658.48                            |
| Depreciation Expenses  | 32       | 2,646.80                          | 2,804.69                          |
| Other Expenses   | 33       | 2,930.26                          | 4,933.76                          |
| <b>Total Expenses</b>  |          | <b>8,642.23</b>                   | <b>12,073.33</b>                  |
| <b>III. Profit before tax (I- II)</b>  |          | <b>(1,991.88)</b>                 | <b>245.74</b>                     |
| <b>IV. Less: Tax Expense:</b>  |          |                                   |                                   |
| Current Tax  |          | -                                 | 68.43                             |
| Deferred Tax   |          | (168.04)                          | (237.32)                          |
| <b>Total Tax Expense</b>   |          | <b>(168.04)</b>                   | <b>(168.89)</b>                   |
| <b>V. Profit for the Year (III-IV)</b>   |          | <b>(1,823.84)</b>                 | <b>414.63</b>                     |
| <b>VI. Other Comprehensive Income</b>  |          |                                   |                                   |
| Items that will not be reclassified to profit or loss  |          |                                   |                                   |
| Re-measurement gains/ (losses) on defined benefit obligations  |          | 10.09                             | (1.70)                            |
| Tax Effect on above  |          | (2.54)                            | 0.43                              |
| <b>Other Comprehensive Income for the year, net of tax</b>   |          | <b>7.55</b>                       | <b>(1.27)</b>                     |
| <b>VII. Total Comprehensive Income for the year (V+VI)</b><br><b>(Comprising Profit and Other Comprehensive Income for the year)</b> |          | <b>(1,816.29)</b>                 | <b>413.36</b>                     |
| <b>VIII. Earnings Per Equity Share</b><br><b>(Face Value INR 10 Per Share):</b>  |          |                                   |                                   |
| Basic and Diluted (INR)  | 34       | (4.55)                            | 1.03                              |
| Summary of Significant Accounting Policies   | 2        |                                   |                                   |
| The notes referred to above are an integral part of the financial statements   | 1-44     |                                   |                                   |

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

**Namit Agrawal**  
 Partner  
 Membership Number: 533747  
 Place : Mumbai  
 Date : June 25, 2021

**For and on behalf of the Board of Directors**

**Anil Patodia**  
 Chairman & Managing Director  
 DIN : 00073993  
 Place : Mumbai  
 Date : June 25, 2021

**Sumit Bajaj**  
 Chief Financial Officer  
 Place : Mumbai  
 Date : June 25, 2021

**Pramod Patodia**  
 Director  
 DIN : 03503728  
 Place : Mumbai  
 Date : June 25, 2021

**Rinku Kholakiya**  
 Company Secretary  
 Place : Mumbai  
 Date : June 25, 2021

# CASH FLOW STATEMENT

FOR YEAR ENDED MARCH 31, 2021

| Particulars   | INR in Lakhs                         |                                      |
|---|--------------------------------------|--------------------------------------|
|   | For the Year ended<br>March 31, 2021 | For the Year ended<br>March 31, 2020 |
| <b>A. Cash Flow from Operating Activities</b>   |                                      |                                      |
| Net Profit Before Tax   | (1,991.88)                           | 245.74                               |
| <b>Adjustments:</b>   |                                      |                                      |
| Depreciation and Amortization   | 2,646.80                             | 2,804.69                             |
| Provision for Gratuity  | 12.12                                | 10.12                                |
| Interest Income   | (89.69)                              | (100.49)                             |
| Loss on sale of property, plant and equipment   | 2.50                                 | -                                    |
| Provision/ (Reversal of Provision) for Loss Allowance on Trade Receivables  | 11.08                                | (6.04)                               |
| Finance Costs   | 833.87                               | 658.48                               |
| <b>Operating cash flows before working capital changes</b>  | <b>1,424.80</b>                      | <b>3,612.50</b>                      |
| <b>Adjustments for Changes in Working Capital</b>   |                                      |                                      |
| Decrease/ (Increase) in Inventories   | 69.79                                | 109.33                               |
| Decrease/ (Increase) in Trade receivables   | 197.67                               | 166.70                               |
| Decrease/ (Increase) in Current Financial Assets - Others   | 18.83                                | (544.01)                             |
| Decrease/ (Increase) in Other Current Assets  | (1.54)                               | 27.22                                |
| Decrease/ (Increase) in Non-Current Financial Assets - Others   | (97.82)                              | (157.30)                             |
| Decrease/ (Increase) in Other Non Current Assets  | 107.18                               | 15.73                                |
| Increase/ (Decrease) in Trade Payables  | (45.62)                              | (21.17)                              |
| Increase/ (Decrease) in Current Financial Liabilities - Other   | (172.17)                             | (8.21)                               |
| Increase/ (Decrease) in Other Current Liabilities   | (95.57)                              | 290.31                               |
| Increase/ (Decrease) in Non-Current Financial Liabilities - Others  | -                                    | (0.75)                               |
| Increase/ (Decrease) in Current Provisions  | (7.99)                               | 7.08                                 |
| <b>Cash generated from operations</b>   | <b>1,397.56</b>                      | <b>3,497.42</b>                      |
| Income taxes paid   | (100.53)                             | (153.90)                             |
| Gratuity paid   | -                                    | (2.39)                               |
| <b>Net cash flow from operating activities (A)</b>  | <b>1,297.03</b>                      | <b>3,341.13</b>                      |
| <b>B. Cash Flow from Investing Activities</b>   |                                      |                                      |
| Purchase or construction of property, plant and equipment (including capital work-in-progress and capital advances) | (927.17)                             | (2,289.38)                           |
| Proceeds from sale of property, plant and equipment   | 110.00                               | -                                    |
| Proceeds from/ (Investment in) fixed deposits (net)   | (26.64)                              | (5.99)                               |
| Interest Received   | 89.69                                | 100.49                               |
| <b>Net cash flow from/ (used in) investing activities (B)</b>   | <b>(754.12)</b>                      | <b>(2,194.88)</b>                    |
| <b>C. Cash Flow from Financing Activities</b>   |                                      |                                      |
| Proceeds from/ (Repayment of) Non-Current Borrowings (net)  | 736.97                               | (11.72)                              |
| Repayment of Lease Liabilities  | (421.84)                             | (776.26)                             |
| Interest Paid on lease Liabilities  | (620.88)                             | (451.28)                             |
| Increase / (Decrease) in Current Borrowings   | 7.65                                 | (12.76)                              |
| Finance Costs   | (213.00)                             | (207.20)                             |
| <b>Net cash flow from financing activities (C)</b>  | <b>(511.10)</b>                      | <b>(1,459.22)</b>                    |
| <b>Net cash Increase/(decrease) in cash and cash equivalents (A+B+C)</b>  | <b>31.81</b>                         | <b>(312.96)</b>                      |
| Cash and cash equivalents at the beginning of the year (Refer Note 10)  | 297.72                               | 610.68                               |
| Cash and cash equivalents at the end of the year (Refer Note 10)  | 329.53                               | 297.72                               |
| <b>Net cash Increase/(decrease) in cash and cash equivalent</b>   | <b>31.81</b>                         | <b>(312.96)</b>                      |

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

**Namit Agrawal**  
Partner  
Membership Number: 533747  
Place : Mumbai  
Date : June 25, 2021

**For and on behalf of the Board of Directors**

**Anil Patodia**  
Chairman & Managing Director  
DIN : 00073993  
Place : Mumbai  
Date : June 25, 2021

**Sumit Bajaj**  
Chief Financial Officer  
Place : Mumbai  
Date : June 25, 2021

**Pramod Patodia**  
Director  
DIN : 03503728  
Place : Mumbai  
Date : June 25, 2021

**Rinku Kholakiya**  
Company Secretary  
Place : Mumbai  
Date : June 25, 2021

# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2021

## A : EQUITY SHARE CAPITAL (EQUITY SHARES OF INR 10 EACH ISSUED, SUBSCRIBED AND FULLY PAID)

| Particulars   | Note No. | INR in Lakhs     |                 |
|---|----------|------------------|-----------------|
|   |          | Numbers in Lakhs | Amount in Lakhs |
| <b>Balance as at the April 1, 2019</b>                    |          | <b>400.98</b>    | <b>4,009.78</b> |
| Changes in equity share capital during the year 2019-2020 |          | -                | -               |
| <b>Balance as at March 31, 2020</b>                       | 13       | <b>400.98</b>    | <b>4,009.78</b> |
| Changes in equity share capital during the year 2020-2021 |          | -                | -               |
| <b>Balance as at the March 31, 2021</b>                   | 13       | <b>400.98</b>    | <b>4,009.78</b> |

## B : OTHER EQUITY

| Particulars                             | Note No. | Reserve and Surplus             |                            |                            |                 |                   | Total Other Equity |
|---|----------|---------------------------------|----------------------------|----------------------------|-----------------|-------------------|--------------------|
|   |          | Capital Reserve on Amalgamation | Securities Premium Reserve | Capital Redemption Reserve | General Reserve | Retained Earnings |                    |
| <b>Balance at the April 1, 2019</b>     |          | -                               | 2,005.11                   | -                          | 180.00          | 12,200.64         | <b>14,385.75</b>   |
| Total Comprehensive income for the year |          |                                 |                            |                            |                 |                   |                    |
| Profit for the year                     |          | -                               | -                          | -                          | -               | 414.63            | 414.63             |
| Other Comprehensive Income              | 14       | -                               | -                          | -                          | -               | (1.27)            | (1.27)             |
| <b>Balance as at March 31, 2020</b>     | 14       | -                               | <b>2,005.11</b>            | -                          | <b>180.00</b>   | <b>12,614.00</b>  | <b>14,799.11</b>   |
| Total Comprehensive income for the year |          |                                 |                            |                            |                 |                   |                    |
| Profit for the year                     |          | -                               | -                          | -                          | -               | (1,823.84)        | (1,823.84)         |
| Other Comprehensive Income              | 14       | -                               | -                          | -                          | -               | 7.55              | 7.55               |
| <b>Balance as at March 31, 2021</b>     | 14       | -                               | <b>2,005.11</b>            | -                          | <b>180.00</b>   | <b>10,797.71</b>  | <b>12,982.82</b>   |

The notes referred above are integral part of the financial statements.

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

**Namit Agrawal**  
Partner  
Membership Number: 533747  
Place : Mumbai  
Date : June 25, 2021

**For and on behalf of the Board of Directors**

**Anil Patodia**  
Chairman & Managing Director  
DIN : 00073993  
Place : Mumbai  
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**Sumit Bajaj**  
Chief Financial Officer  
Place : Mumbai  
Date : June 25, 2021

**Pramod Patodia**  
Director  
DIN : 03503728  
Place : Mumbai  
Date : June 25, 2021

**Rinku Kholakiya**  
Company Secretary  
Place : Mumbai  
Date : June 25, 2021

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2021

## 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 are listed on The National Stock Exchange of India Limited, BSE Limited and MSEI.

## 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 / 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 FVTPL, 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.

## 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 Pronouncements

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

### Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

### Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of stand-alone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2021

## Note 3 : Property, Plant and Equipment

INR in Lakhs

| Particulars  | Land     | Building Owned | Building Leased * | Plant and Machinery | Furniture and Fixtures | Computers Equipments | Motor Vehicles | Office Equipments | Total     | Capital Work-in Progress |
|--|----------|----------------|-------------------|---------------------|------------------------|----------------------|----------------|-------------------|-----------|--------------------------|
| <b>Gross Carrying Amount as at April 1, 2019</b>           | 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                   |
| <b>As at March 31, 2020</b>                                | 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                 |
| Additions  | -        | -              | 110.97            | 281.79              | 147.20                 | -                    | -              | -                 | 539.95    | 435.48                   |
| Disposals/ Transfer  | 112.50   | -              | -                 | -                   | -                      | -                    | -              | -                 | 112.50    | 48.26                    |
| <b>As at March 31, 2021</b>                                | 896.06   | 2,389.39       | 4,722.99          | 9,047.80            | 2,114.52               | 620.74               | 251.13         | 553.67            | 20,596.30 | 2,180.02                 |
| <b>Accumulated depreciation as at April 1, 2019</b>        | -        | 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 | -        | -              | -                 | -                   | -                      | -                    | -              | -                 | -         | -                        |
| <b>As at March 31, 2020</b>                                | -        | 358.41         | 2,461.26          | 4,516.26            | 1,029.58               | 601.18               | 175.28         | 242.66            | 9,384.62  | -                        |
| Depreciation charge during the year                        | -        | 40.72          | 542.90            | 915.78              | 171.51                 | 18.14                | 24.61          | 111.32            | 1,824.99  | -                        |
| Accumulated depreciation on deletions/Adjustment/Deduction | -        | -              | -                 | -                   | -                      | -                    | -              | -                 | -         | -                        |
| <b>As at March 31, 2021</b>                                | -        | 399.13         | 3,004.16          | 5,432.04            | 1,201.09               | 619.31               | 199.88         | 353.98            | 11,209.61 | -                        |
| <b>Net carrying amount as at March 31, 2021</b>            | 896.06   | 1,990.26       | 1,718.83          | 3,615.76            | 913.42                 | 1.43                 | 51.24          | 199.69            | 9,386.69  | 2,180.02                 |
| <b>Net carrying amount as at March 31, 2020</b>            | 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                 |

The gross carrying amount of any fully depreciated property, plant and equipment is INR 3,522.26 lakhs (March 31, 2020: INR 1,790.30 lakhs) that is still in use.

# NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2021

## Note 4 : Intangible Assets

| Particulars                                      | INR in Lakhs |               |
|--|--------------|---------------|
|  |              | Software      |
| <b>Gross Carrying Amount as at April 1, 2019</b> |              | <b>199.80</b> |
| Additions  |              | 100.00        |
| Disposals  |              | -             |
| <b>As at March 31, 2020</b>                      |              | <b>299.80</b> |
| Additions  |              | -             |
| Disposals  |              | -             |
| <b>As at March 31, 2021</b>                      |              | <b>299.80</b> |
| <b>Accumulated amortisation and impairment</b>   |              |               |
| <b>As at April 01, 2019</b>                      |              | <b>0.11</b>   |
| Amortisation charge during the year              |              | 52.05         |
| Disposals  |              | -             |
| <b>As at March 31, 2020</b>                      |              | <b>52.16</b>  |
| Amortisation charge during the year              |              | 59.91         |
| Disposals  |              | -             |
| <b>As at March 31, 2021</b>                      |              | <b>112.07</b> |
| <b>Net carrying amount as at March 31, 2021</b>  |              | <b>187.73</b> |
| <b>Net carrying amount as at March 31, 2020</b>  |              | <b>247.64</b> |

**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 THE YEAR ENDED MARCH 31, 2021

## Note 5 : Right of Use Assets

| Particulars         | INR in Lakhs         |                      |
|---------------------|----------------------|----------------------|
|                     | As at March 31, 2021 | As at March 31, 2020 |
| Right of Use Assets | 4,633.68             | 3,366.46             |
| <b>Total</b>        | <b>4,633.68</b>      | <b>3,366.46</b>      |

## Note 6 : Non-Current Financial Assets - Others

| Particulars   | INR in Lakhs         |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2021 | As at March 31, 2020 |
| Carried at amortised cost   |                      |                      |
| Security Deposits   | 1,124.12             | 1,084.93             |
| VAT and CST Deposit   | 0.65                 | 0.65                 |
| Other Loans & Advances  | 1,261.48             | 1,202.84             |
| Fixed Deposits with Banks with a maturity period more than 12 months  | 72.84                | 46.20                |
| [Includes Fixed Deposit of Rs. 30.91 Lakhs (March 31 2020: Rs. 30.91 Lakhs) is pledged with the Bank against the overdraft facilities and Fixed Deposit of Rs. 10.32 Lakhs is pledged with Bihar State Tourism Development Corporation Ltd. against lease of The Byke Niranjana Resort, Bodhgaya] |                      |                      |
| <b>Total</b>  | <b>2,459.08</b>      | <b>2,334.62</b>      |

## Note 7 : Other Non-Current Assets

| Particulars      | INR in Lakhs         |                      |
|------------------|----------------------|----------------------|
|                  | As at March 31, 2021 | As at March 31, 2020 |
| Security Deposit | 693.69               | 800.88               |
| <b>Total</b>     | <b>693.69</b>        | <b>800.88</b>        |

## Note 8 - Inventories

| Particulars                        | INR in Lakhs         |                      |
|------------------------------------|----------------------|----------------------|
|                                    | As at March 31, 2021 | As at March 31, 2020 |
| Food , Beverages , Smokes & Others | 1,575.56             | 1,645.35             |
| <b>Total</b>                       | <b>1,575.56</b>      | <b>1,645.35</b>      |

## Note 9 - Current Financial Assets - Trade Receivables

| Particulars                        | INR in Lakhs         |                      |
|------------------------------------|----------------------|----------------------|
|                                    | As at March 31, 2021 | As at March 31, 2020 |
| Unsecured                          |                      |                      |
| Considered Good                    | 2,486.76             | 2,695.51             |
| Considered doubtful                | 26.72                | 15.64                |
|                                    | 2,513.48             | 2,711.15             |
| Less: Allowances for credit losses | 26.72                | 15.64                |
| <b>Total</b>                       | <b>2,486.76</b>      | <b>2,695.51</b>      |

## Note 10 - Current Financial Assets - Cash and Cash Equivalents

| Particulars           | INR in Lakhs         |                      |
|-----------------------|----------------------|----------------------|
|                       | As at March 31, 2021 | As at March 31, 2020 |
| Bank Balances         |                      |                      |
| - In current accounts | 136.74               | 157.56               |
| Cash on Hand          | 192.79               | 140.16               |
| <b>Total</b>          | <b>329.53</b>        | <b>297.72</b>        |

## Note 11 : Current Financial Assets - Others

| Particulars                         | INR in Lakhs         |                      |
|-------------------------------------|----------------------|----------------------|
|                                     | As at March 31, 2021 | As at March 31, 2020 |
| Loans and advances to employees     | 81.52                | 81.83                |
| Balance with government authorities | 40.00                | 40.00                |
| Other Advances                      | 2,125.74             | 2,145.84             |
| Accrued Interest on Fixed Deposits  | 4.39                 | 2.81                 |
| <b>Total</b>                        | <b>2,251.65</b>      | <b>2,270.48</b>      |

## Note 12 - Other Current Assets

| Particulars      | INR in Lakhs         |                      |
|------------------|----------------------|----------------------|
|                  | As at March 31, 2021 | As at March 31, 2020 |
| Prepaid Expenses | 1.54                 | -                    |
| <b>Total</b>     | <b>1.54</b>          | <b>-</b>             |

## Note 13 - Share Capital

| Particulars  | INR in Lakhs         |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2021 | As at March 31, 2020 |
| <b>Authorised Capital</b>  |                      |                      |
| 4,10,00,000 (March 31, 2020: 4,10,00,000) Equity Shares of INR 10 each               | 4,100.00             | 4,100.00             |
| <b>Issued, Subscribed and Paid up Capital</b>  |                      |                      |
| 4,00,97,800 (March 31, 2020: 4,00,97,800) Equity Shares of INR 10 each fully paid up | 4,009.78             | 4,009.78             |
| <b>Total</b>   | <b>4,009.78</b>      | <b>4,009.78</b>      |

## 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, 2021    |                       | As at March 31, 2020    |                       |
|--|-------------------------|-----------------------|-------------------------|-----------------------|
|  | 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     | -                       | -                     | -                       | -                     |
| <b>Balance as at the end of the year</b> | <b>400.98</b>           | <b>4,009.78</b>       | <b>400.98</b>           | <b>4,009.78</b>       |

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

| Particulars  | As at March 31, 2021    |        | As at March 31, 2020    |        |
|--|-------------------------|--------|-------------------------|--------|
|  | No of shares (in Lakhs) | %      | No of 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% |
| Anil Chothmal Patodia  | 26.71                   | 6.66%  | 19.81                   | 4.94%  |
| National Westminster Bank Plc as Trustee of The Jupiter India Fund | 17.31                   | 4.32%  | 21.84                   | 5.45%  |

## Note 14 - Other Equity

| Particulars        | INR in Lakhs         |                      |
|--------------------|----------------------|----------------------|
|                    | As at March 31, 2021 | As at March 31, 2020 |
| General Reserve    | 180.00               | 180.00               |
| Securities Premium | 2,005.11             | 2,005.11             |
| Retained Earnings  | 10,797.71            | 12,614.00            |
| <b>Total</b>       | <b>12,982.82</b>     | <b>14,799.11</b>     |

## (i) General Reserve

| Particulars                              | INR in Lakhs         |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2021 | As at March 31, 2020 |
| Balance as at the beginning of the year  | 180.00               | 180.00               |
| Add : Additions during the year          | -                    | -                    |
| <b>Balance as at the end of the year</b> | <b>180.00</b>        | <b>180.00</b>        |

## (ii) Securities Premium:

| Particulars                                    | INR in Lakhs         |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2021 | As at March 31, 2020 |
| 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 | -                    | -                    |
| <b>Balance as at the end of the year</b>       | <b>2,005.11</b>      | <b>2,005.11</b>      |

## (iii) Retained Earnings:

| Particulars   | INR in Lakhs         |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2021 | As at March 31, 2020 |
| Balance as at the beginning of the year   | 12,614.00            | 12,200.64            |
| Add: Profit for the year  | (1,823.84)           | 414.63               |
| Add: Items of Other Comprehensive Income recognised directly in Retained Earnings |                      |                      |
| Re-measurement gains/ (losses) on defined benefit obligations (net of tax)        | 7.55                 | (1.27)               |
| <b>Balance as at the end of the year</b>  | <b>10,797.71</b>     | <b>12,614.00</b>     |

## Note 15 - Non-Current Financial Liabilities - Borrowings

| Particulars                                       | INR in Lakhs         |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2021 | As at March 31, 2020 |
| <b>Secured Term Loans* (Refer Note (a) below)</b> |                      |                      |
| (i) Vehicle Loan - From Bank                      | 6.09                 | 7.96                 |
| (ii) Term Loan - From Banks                       | 706.92               | -                    |
| <b>Total Non-Current Borrowings</b>               | <b>713.01</b>        | <b>7.96</b>          |

\* 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   |
|---|--|
| (i) Vehicle Loan from Bank amounting to Rs. 7.96 lakhs (March, 2020: 11.00 Lakhs) is secured by the vehicles purchased from the loan proceedings.   | Repayable in 36 - 60 monthly installments, Effective rate of interest is 8.70% p.a.  |
| (ii) Working capital term loan (WCTL) under guaranteed emergency credit line (GECL) sanctioned from Yes Bank amounting Rs. 397.00 Lakhs (31 March, 2020: Nil) is secured by Current Assets financed through the additional WCTL and second charge on the property "The Byke Heritage -Matheran" ( Owned by Hotel Relax Private Limited)         | The loan is repayable in 36 equally monthly installment after a moratorium period of 12 months from the date of first disbursement i.e. starting from January 2022, effective rate of interest is 9.25% p.a. |
| (iii) General purpose term loan of Rs. 975.00 Lakhs sanctioned from Bank of Maharashtra for interior, furniture & fixtures is secured by hypothecation of property, plant and equipment created out of term loan and mortgage of property "The Byke Brightland Resorts - Matheran". Outstanding amount Rs. 343.00 Lakhs (31st March, 2020: Nil) | The loan is repayable in 72 monthly instalments after a moratorium period of 12 months from the date of first disbursement, effective rate of interest is 9.40% p.a.   |

**Note 16 - Non-Current Financial Liabilities - Lease Liabilities**

| Particulars       | INR in Lakhs         |                      |
|-------------------|----------------------|----------------------|
|                   | As at March 31, 2021 | As at March 31, 2020 |
| Lease Liabilities | 4,689.77             | 3,072.58             |
| <b>Total</b>      | <b>4,689.77</b>      | <b>3,072.58</b>      |

**Note 17 - Non-Current Financial Liabilities - Other**

| Particulars               | INR in Lakhs         |                      |
|---------------------------|----------------------|----------------------|
|                           | As at March 31, 2021 | As at March 31, 2020 |
| Security Deposit Received | 23.73                | 23.73                |
| <b>Total</b>              | <b>23.73</b>         | <b>23.73</b>         |

**Note 18: Non-Current Provisions**

| Particulars                            | INR in Lakhs         |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2021 | As at March 31, 2020 |
| Provision for Employee Benefits:       |                      |                      |
| Provision for Gratuity (refer note 40) | 40.35                | 38.41                |
| <b>Total</b>                           | <b>40.35</b>         | <b>38.41</b>         |

**Note 19 - Deferred Tax Liabilities (Net)**

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

| Particulars   | INR in Lakhs         |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2021 | As at March 31, 2020 |
| Deferred Tax Liabilities/ (Assets) arising on account of timing differences in: |                      |                      |
| Property, Plant and Equipment including Intangible Assets - Depreciation        | 592.81               | 674.40               |
| Gratuity  | (11.18)              | (10.67)              |
| Allowances for credit losses - Trade Receivables                                | (5.20)               | (3.93)               |
| Right-of-Use assets (net of Lease Liabilities)                                  | (157.28)             | (75.15)              |
| <b>Deferred Tax Liabilities (net)</b>   | <b>419.15</b>        | <b>584.65</b>        |

**Movement in Deferred Tax Liabilities/ (Assets)**

| Particulars                           | Depreciation  | Gratuity       | Borrowings | Other         | Total         |
|---------------------------------------|---------------|----------------|------------|---------------|---------------|
|                                       |               |                |            |               |               |
| 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)       |
| <b>As at March 31, 2020</b>           | <b>674.40</b> | <b>(10.67)</b> | <b>-</b>   | <b>(3.93)</b> | <b>584.65</b> |
| Charged/ (Credited):                  |               |                |            |               |               |
| To Profit or Loss                     | (81.59)       | (3.05)         | -          | (1.27)        | (85.91)       |
| To Other Comprehensive Income         | -             | 2.54           | -          | -             | 2.54          |
| ROU assets (net of Lease Liabilities) | -             | -              | -          | -             | (82.13)       |
| <b>As at March 31, 2021</b>           | <b>592.81</b> | <b>(11.18)</b> | <b>-</b>   | <b>(5.20)</b> | <b>419.15</b> |

**Note 20- Current Financial Liabilities - Borrowings**

| Particulars   | INR in Lakhs         |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2021 | As at March 31, 2020 |
| <b>Secured Loans (Repayable on demand)</b>                      |                      |                      |
| Working Capital Loan from Bank (Refer Note (a) below)           | 1,987.07             | 1,999.59             |
| Overdraft facility from bank against FDR (Refer Note (b) below) | 30.23                | 10.06                |
| <b>Total</b>  | <b>2,017.30</b>      | <b>2,009.65</b>      |

**Note:**

(a) Cash credit facility is secured against the following :-

1. Primary : Hypothecation charge on the entire current assets of the Company, both present & future.
2. Personal Guarantees of : Mr. Anil Patodia and Mr. Pramod Patodia.
3. Mortgage of Immovable property "The Byke Heritage -Matheran" ( Owned by Hotel Relax Private Limited).

(b) Overdraft facility fully secured against FDR pledged with Bank

**Note 21- Current Financial Liabilities - Lease Liabilities**

| Particulars       | INR in Lakhs         |                      |
|-------------------|----------------------|----------------------|
|                   | As at March 31, 2021 | As at March 31, 2020 |
| Lease Liabilities | 582.56               | 592.49               |
| <b>Total</b>      | <b>582.56</b>        | <b>592.49</b>        |

**Note 22- Current Financial Liabilities - Trade Payables**

| Particulars                                   | INR in Lakhs         |                      |
|---|----------------------|----------------------|
|   | As at March 31, 2021 | As at March 31, 2020 |
| <b>Trade Payable</b>                          |                      |                      |
| Due to micro and small enterprises            | 2.04                 | -                    |
| Due to other than micro and small enterprises | 375.92               | 423.58               |
| <b>Total</b>                                  | <b>377.96</b>        | <b>423.58</b>        |

**Note 23 - Current Financial Liabilities - Others**

| Particulars                                    | INR in Lakhs         |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2021 | As at March 31, 2020 |
| Current Maturities of Long-Term Debt:          |                      |                      |
| Vehicle Loan - from Bank (Refer Note 15 above) | 1.88                 | 3.04                 |
| Term Loan - From Banks (Refer Note 15 above)   | 33.08                | -                    |
| Unclaimed Dividend (Refer Note below)          | 24.51                | 189.34               |
| Other Payables                                 | 38.48                | 45.82                |
| <b>Total</b>                                   | <b>97.95</b>         | <b>238.20</b>        |

**Note:**

A sum of INR 1.20 Lakhs (Previous year - INR 2.06 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**

| Particulars  | INR in Lakhs         |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2021 | As at March 31, 2020 |
| Statutory Dues (Including Tax Deducted at Source and other indirect taxes) | 335.55               | 395.28               |
| Employee Related Liabilities   | 1.01                 | 0.74                 |
| Advance from Customers   | 12.55                | 48.65                |
| <b>Total</b>   | <b>349.10</b>        | <b>444.67</b>        |

**Note 25 : Current Provisions:**

| Particulars                            | INR in Lakhs         |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2021 | As at March 31, 2020 |
| Provision for Expenses                 | 34.58                | 42.57                |
| Provision for Employee benefits:       |                      |                      |
| Provision for Gratuity [Refer Note 40] | 1.65                 | 1.56                 |
| <b>Total</b>                           | <b>36.23</b>         | <b>44.13</b>         |

**Note 26 : Current Tax Assets (Net):**

| Particulars                    | INR in Lakhs            |                         |
|--------------------------------|-------------------------|-------------------------|
|                                | As at<br>March 31, 2021 | As at<br>March 31, 2020 |
| Income Tax (Net of Provisions) | 153.79                  | 53.26                   |
| <b>Total</b>                   | <b>153.79</b>           | <b>53.26</b>            |

The gross movement in the current income tax asset/ (liability) for the year ended March 31, 2021 and March 31, 2020 is as follows:

| Particulars   | INR in Lakhs            |                         |
|---|-------------------------|-------------------------|
|   | As at<br>March 31, 2021 | As at<br>March 31, 2020 |
| Net current income tax asset/ (liability) at the beginning  | 53.26                   | (32.21)                 |
| Add : Current income tax expense                            | -                       | (68.43)                 |
| Less: Income tax paid (net of refund, if any)               | 100.53                  | 153.90                  |
| <b>Net current income tax asset/ (liability) at the end</b> | <b>153.79</b>           | <b>53.26</b>            |

**Note 27 : Revenue from Operations**

| Particulars                                  | INR in Lakhs                         |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the Year ended<br>March 31, 2021 | For the Year ended<br>March 31, 2020 |
| <b>Services Rendered:</b>                    |                                      |                                      |
| Room Rent                                    | 3,105.32                             | 5,794.46                             |
| Income from Food, Beverages & Other Services | 3,455.34                             | 6,424.12                             |
| <b>Total</b>                                 | <b>6,560.66</b>                      | <b>12,218.58</b>                     |

**Note 28 : Other Income**

| Particulars   | INR in Lakhs                         |                                      |
|---|--------------------------------------|--------------------------------------|
|   | For the Year ended<br>March 31, 2021 | For the Year ended<br>March 31, 2020 |
| <b>Interest Income from financial assets at amortised cost:</b> |                                      |                                      |
| From Fixed Deposits with Banks                                  | 3.44                                 | 3.10                                 |
| From Security Deposits  | 86.25                                | 97.39                                |
| <b>Total</b>  | <b>89.69</b>                         | <b>100.49</b>                        |

**Note 29 : Cost of Services**

| Particulars   | INR in Lakhs                         |                                      |
|---|--------------------------------------|--------------------------------------|
|   | For the Year ended<br>March 31, 2021 | For the Year ended<br>March 31, 2020 |
| Opening stock   | 1,645.35                             | 1,754.68                             |
| Add: Net Purchases (Food, Beverages, Smokes & Others) | 1,145.06                             | 2,283.01                             |
| Less: Closing Stock                                   | 1,575.56                             | 1,645.35                             |
| <b>Cost of Material Consumed</b>                      | <b>1,214.85</b>                      | <b>2,392.34</b>                      |

**Note 30 : Employee Benefits Expenses**

| Particulars  | INR in Lakhs                         |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the Year ended<br>March 31, 2021 | For the Year ended<br>March 31, 2020 |
| Salaries, Wages and Bonus                                  | 953.52                               | 1,208.01                             |
| Contributions to Provident and Other Funds (Refer Note 40) | 15.32                                | 18.35                                |
| Gratuity Expenses (Refer Note 40)                          | 12.12                                | 10.12                                |
| Staff Welfare Expenses                                     | 35.49                                | 47.58                                |
| <b>Total</b>   | <b>1,016.45</b>                      | <b>1,284.06</b>                      |

**Note 31 : Finance Costs**

| Particulars  | INR in Lakhs                         |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the Year ended<br>March 31, 2021 | For the Year ended<br>March 31, 2020 |
| Interest on Borrowings from Banks on working capital Loans | 200.78                               | 205.68                               |
| Interest on Borrowings from Banks on term Loans            | 8.54                                 | -                                    |
| Interest on Others   | 3.68                                 | 1.52                                 |
| Interest on Lease Liability                                | 620.88                               | 451.28                               |
| <b>Total</b>   | <b>833.87</b>                        | <b>658.48</b>                        |

**Note 32 : Depreciation Expense**

| Particulars  | INR in Lakhs                         |                                      |
|--|--------------------------------------|--------------------------------------|
|  | For the Year ended<br>March 31, 2021 | For the Year ended<br>March 31, 2020 |
| Depreciation of property, plant and equipment (Refer Note 3) | 1,824.99                             | 1,677.78                             |
| Amortisation of intangible assets(Refer Note 4)              | 59.91                                | 52.05                                |
| Deprecation on Right of Use                                  | 761.90                               | 1,074.86                             |
| <b>Total</b>   | <b>2,646.80</b>                      | <b>2,804.69</b>                      |

**Note 33 : Other Expenses**

| Particulars   | INR in Lakhs                         |                                      |
|---|--------------------------------------|--------------------------------------|
|   | For the Year ended<br>March 31, 2021 | For the Year ended<br>March 31, 2020 |
| Freight & Forwarding, Power & Fuel, Water Charges           | 314.09                               | 562.17                               |
| Operating Supplies  | 508.75                               | 797.14                               |
| Staff Contractual Expenses                                  | 667.34                               | 1,299.61                             |
| Other Operational Expenses                                  | 112.68                               | 167.49                               |
| Bank Charges  | 20.06                                | 24.32                                |
| Sales Promotion Expenses                                    | 674.88                               | 1,208.24                             |
| Communication Expenses                                      | 47.46                                | 67.95                                |
| Legal and Professional Fees                                 | 17.65                                | 18.64                                |
| Advertisement Expenses                                      | 96.85                                | 121.36                               |
| General and Office Expenses                                 | 105.06                               | 124.27                               |
| Insurance Expenses  | 28.91                                | 45.32                                |
| Printing and Stationery                                     | 18.02                                | 38.12                                |
| Repairs & Maintenance - Building                            | 99.48                                | 126.24                               |
| Repairs & Maintenance - Others                              | 87.55                                | 105.47                               |
| Travelling and Conveyance Expenses                          | 62.48                                | 145.24                               |
| Loss on sale of property, plant and equipment               | 2.50                                 | -                                    |
| Provision for Loss Allowance on Trade Receivables           | 11.08                                | (6.04)                               |
| Corporate Social Responsibility Expenditure (Refer Note 42) | 43.42                                | 76.22                                |
| <b>Payment to Auditors:</b>                                 |                                      |                                      |
| As Statutory Audit Fees                                     | 12.00                                | 12.00                                |
| <b>Total</b>  | <b>2,930.26</b>                      | <b>4,933.76</b>                      |

**Note 34 : Earnings Per Equity Share**

| Particulars   | INR in Lakhs                         |                                      |
|---|--------------------------------------|--------------------------------------|
|   | For the Year ended<br>March 31, 2021 | For the Year ended<br>March 31, 2020 |
| Net Profit attributable to Equity Shareholders (INR in Lakhs) | (1,823.84)                           | 414.63                               |
| Weighted Average Number of Equity Shares (Nos. in Lakhs)      | 400.98                               | 400.98                               |
| Basic and Diluted Earnings Per Share (INR)                    | (4.55)                               | 1.03                                 |
| 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:

| Particulars                         | INR in Lakhs         |                      |
|-------------------------------------|----------------------|----------------------|
|                                     | As at March 31, 2021 | As at March 31, 2020 |
| <b>Non-Current Financial Assets</b> |                      |                      |
| Others                              | 2,459.08             | 2,334.62             |
| <b>Current Financial Assets</b>     |                      |                      |
| Trade receivables                   | 2,486.76             | 2,695.51             |
| Cash and Cash Equivalents           | 329.53               | 297.72               |
| Others                              | 2,251.65             | 2,270.48             |
| <b>Total</b>                        | <b>7,527.02</b>      | <b>7,598.33</b>      |

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:

| Particulars                              | INR in Lakhs         |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2021 | As at March 31, 2020 |
| <b>Non-Current Financial Liabilities</b> |                      |                      |
| Borrowings                               | 713.01               | 7.96                 |
| Lease Liabilities                        | 4,689.77             | 3,072.58             |
| Other Financial Liabilities              | 23.73                | 23.73                |
| <b>Current Financial Liabilities</b>     |                      |                      |
| Borrowings                               | 2,017.30             | 2,009.65             |
| Lease Liabilities                        | 582.56               | 592.49               |
| Trade Payable                            | 377.96               | 423.58               |
| Other Financial Liabilities              | 97.95                | 238.20               |
| <b>Total</b>                             | <b>8,502.29</b>      | <b>6,368.19</b>      |

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, 2021 and March 31, 2020 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, 2021 and March 31, 2020:

| Particulars                      | INR in Lakhs       |                |              |           |          |
|----------------------------------|--------------------|----------------|--------------|-----------|----------|
|                                  | Less than 3 Months | 3 to 12 months | 1 to 5 years | > 5 years | Total    |
| <b>Year ended March 31, 2021</b> |                    |                |              |           |          |
| Secured Loans                    | 2,017.76           | 34.51          | 713.01       | -         | 2,765.27 |
| Trade Payables                   | 377.96             | -              | -            | -         | 377.96   |
| Others                           | 62.99              | 23.73          | -            | -         | 86.72    |
| <b>Year ended March 31, 2020</b> |                    |                |              |           |          |
| 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   |

**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.

| Particulars  | INR in Lakhs         |                      |
|--|----------------------|----------------------|
|  | As at March 31, 2021 | As at March 31, 2020 |
| <b>A) Net Debt</b>                                     |                      |                      |
| Borrowings (Current and Non-Current)                   | 2,765.27             | 2,020.65             |
| Cash and cash equivalents                              | (329.53)             | (297.72)             |
| <b>Net Debt (A)</b>                                    | <b>2,435.74</b>      | <b>1,722.93</b>      |
| <b>B) Equity</b>                                       |                      |                      |
| Equity share capital                                   | 4,009.78             | 4,009.78             |
| Other Equity   | 12,982.82            | 14,799.11            |
| <b>Total Equity (B)</b>                                | <b>16,992.60</b>     | <b>18,808.89</b>     |
| <b>Gearing Ratio (Net Debt / Capital) i.e. (A / B)</b> | <b>14.33%</b>        | <b>9.16%</b>         |

**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:

| Particulars  | INR in Lakhs                 |                              |
|--|------------------------------|------------------------------|
|  | Year ended<br>March 31, 2021 | Year ended<br>March 31, 2020 |
| Employers' Contribution to Provident Fund and Other Fund                             | 15.32                        | 18.35                        |
| <b>Total Expenses recognised in the Statement of Profit and Loss (Refer Note 30)</b> | <b>15.32</b>                 | <b>18.35</b>                 |

**II. Defined Benefit Plan  
Gratuity Fund**

| Particulars  | INR in Lakhs                 |                              |
|--|------------------------------|------------------------------|
|  | Year ended<br>March 31, 2021 | Year ended<br>March 31, 2020 |
| <b>a. Major Assumptions</b>  | <b>(% p.a.)</b>              | <b>(% p.a.)</b>              |
| Discount Rate  | 6.90%                        | 6.85%                        |
| 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>b. Change in Present Value of Obligation</b>  |                              |                              |
| Present Value of Obligation as at the beginning of the year  | 39.97                        | 30.54                        |
| Current Service Cost   | 9.43                         | 7.78                         |
| Interest Cost  | 2.68                         | 2.34                         |
| Benefit paid   | -                            | (2.39)                       |
| Re measurements - Actuarial (Gain)/ Loss on Obligations  | (10.09)                      | 1.70                         |
| Past service cost  | -                            | -                            |
| Present Value of Obligation as at the end of the year  | <b>42.00</b>                 | <b>39.97</b>                 |
| <b>c. Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets</b>   |                              |                              |
| Present Value of Obligation  | 42.00                        | 39.97                        |
| Fair Value of Plan Assets  | -                            | -                            |
| Funded Status  | (42.00)                      | (39.97)                      |
| Present Value of Unfunded Obligation   | 42.00                        | 39.97                        |
| Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 25 and 18) | 42.00                        | 39.97                        |
| <b>d. Expenses Recognised in the Statement of Profit and Loss</b>  |                              |                              |
| Current Service Cost   | 9.43                         | 7.78                         |
| Interest Cost  | 2.68                         | 2.34                         |
| Past service cost and Loss/(gain) on   | -                            | -                            |
| Total expenses recognised in the Statement of Profit and Loss  | <b>12.12</b>                 | <b>10.12</b>                 |
| <b>e. Expense Recognised in the Statement of Other Comprehensive Income</b>  |                              |                              |
| Re measurements of the net defined benefit liability   |                              |                              |
| Actuarial (gains) / losses obligation  | (10.09)                      | 1.70                         |
|  | <b>(10.09)</b>               | <b>1.70</b>                  |
| <b>f. Amounts recognised in the Balance Sheet</b>  |                              |                              |
| Present Value of Obligation as at year end   | (42.00)                      | (39.97)                      |
| 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) | <b>42.00</b>                 | <b>39.97</b>                 |

**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, 2021 and March 31, 2020 are as shown below:

| Particulars    | Change in<br>Discount Rate | Increase/<br>(Decrease) in<br>Present Value of<br>Obligations | Change in Salary<br>Escalation Rate | Increase/<br>(Decrease) in<br>Present Value of<br>Obligations |
|----------------|----------------------------|---|-------------------------------------|---|
| March 31, 2021 | + 0.5%                     | (6.50)  | + 0.5%                              | 5.38  |
|                | - 0.5%                     | 7.24  | - 0.5%                              | (5.40)  |
| March 31, 2020 | + 0.5%                     | (6.73)  | + 0.5%                              | 5.90  |
|                | - 0.5%                     | 7.50  | - 0.5%                              | (5.54)  |

**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   | Names of Related Parties   |
|---|--|
| <b>Directors/Key Management Personnel</b>   | Mr. Anil Patodia (Chairman & Managing Director)                  |
|   | Mr. Pramod Kumar Patodia (Executive Director)                    |
|   | Mrs. Archana Anil Patodia (Director)                             |
|   | Mr. Ramesh D Vohra (Independent Director)                        |
|   | Mr. Ramratan Bajaj (Independent Director)                        |
|   | Mr. Satyanarayan Sharma (Independent Director) (upto 23.11.2020) |
|   | Mr. Sandeep Singh (Independent Director) (upto 11.02.2021)       |
|   | Mr. Dinesh Kumar Goyal (Independent Director) (upto 12.02.2021)  |
|   | Ms. Madhuri Dhanak (Independent Director) (w.e.f. 12.02.2021)    |
|   | Mr. Sumit Bajaj (Chief Financial Officer)                        |
| <b>Enterprises in which Key Management personnel and relatives of Key Management personnel have significant influence</b> | Ms. Ankita Sharma (Company Secretary) (upto 30.11.2020)          |
|   | Ms. Rinku Kholakiya (Company Secretary) (w.e.f. 28.05.2021)      |
|   | Hotel Relax Private Limited                                      |
|   | Manbhari Biofuels Private Limited                                |
|   | Aqua Pumps Private Limited                                       |
|   | Blazing Star Private Limited                                     |
|   | Mr. Aayush Patodia (Son of Mr. Anil Patodia)                     |
|   | Anil Patodia HUF   |
|   | Sunil Patodia HUF  |
|   | Choice International Limited                                     |
| Shree Shakambhari Exims (Proprietorship firm of Mr. Anil Patodia)   |  |
| Shree Shakambhari Exims Private Limited   |  |

**Notes:**

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

## ii) Transaction with Related Parties during the year

| Particulars   | INR in Lakhs                         |                                      |
|---|--------------------------------------|--------------------------------------|
|   | For the Year Ended<br>March 31, 2021 | For the Year Ended<br>March 31, 2020 |
| <b>Directors Remuneration and Salary</b>                |                                      |                                      |
| Mr. Anil Patodia  | 60.00                                | 60.00                                |
| Mr. Sumit Bajaj (Chief Financial Officer)               | 15.00                                | 13.20                                |
| Ms. Ankita Sharma (Company Secretary) (upto 30.11.2020) | 2.55                                 | 4.25                                 |
| Mr. Aayush Patodia                                      | 2.40                                 | 1.93                                 |
|   | <b>79.95</b>                         | <b>79.38</b>                         |
| <b>Sitting Fees and Reimbursement of Conveyance</b>     |                                      |                                      |
| CA Ramratan Bajaj                                       | 0.80                                 | 0.80                                 |
| Mr. Ramesh Vohra  | 0.80                                 | 0.60                                 |
| Mr. Sandeep Singh (upto 11.02.2021)                     | 0.60                                 | 0.80                                 |
| Mr. Dinesh Kumar Goyal (upto 12.02.2021)                | 1.00                                 | 0.80                                 |
|   | <b>3.20</b>                          | <b>3.00</b>                          |

| Particulars                        | INR in Lakhs                         |                                      |
|------------------------------------|--------------------------------------|--------------------------------------|
|                                    | For the Year Ended<br>March 31, 2021 | For the Year Ended<br>March 31, 2020 |
| <b>Rent Expenses</b>               |                                      |                                      |
| Hotel Relax Pvt. Ltd.              | 10.68                                | 32.04                                |
| Choice International Ltd           | 72.00                                | 84.00                                |
|                                    | <b>82.68</b>                         | <b>116.04</b>                        |
| <b>Business Support Service</b>    |                                      |                                      |
| Choice International Ltd           | 1.30                                 | 55.77                                |
|                                    | <b>1.30</b>                          | <b>55.77</b>                         |
| <b>Advances Given</b>              |                                      |                                      |
| Shree Shakambhari Exims            | 31.63                                | 485.24                               |
| Shree Shakambhari Exims Pvt Ltd    | 210.55                               | 78.81                                |
|                                    | <b>242.18</b>                        | <b>564.05</b>                        |
| <b>Advance Given Received Back</b> |                                      |                                      |
| Shree Shakambhari Exims            | 31.63                                | 485.24                               |
| Shree Shakambhari Exims Pvt Ltd    | 210.55                               | 78.81                                |
|                                    | <b>242.18</b>                        | <b>564.05</b>                        |

## ii) Balance with Related Parties

| Particulars           | INR in Lakhs                     |                                  |
|-----------------------|----------------------------------|----------------------------------|
|                       | Balances as at<br>March 31, 2021 | Balances as at<br>March 31, 2020 |
| <b>Deposits Given</b> |                                  |                                  |
| Hotel Relax Pvt Ltd   | 125.00                           | 125.00                           |
|                       | <b>125.00</b>                    | <b>125.00</b>                    |

## 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.

(a) Gross amount required to be spent by the Company during the year INR 43.42 Lakhs (previous year INR 74.10 Lakhs)

(b) Amount spent during the year on:

| Particulars                                | INR in Lakhs  |                                 |         |
|--|---------------|---------------------------------|---------|
|  | In cash/ bank | Yet to be paid in<br>cash/ bank | Total   |
| (i) Construction/ acquisition of any asset | -             | -                               | -       |
|  | (-)           | (-)                             | (-)     |
| (ii) On purposes other than (i) above      | 43.42         | -                               | 43.42   |
|  | (76.22)       | (-)                             | (76.22) |

(Figures in brackets represent amount for previous year)

## Note 43 : Impact of Covid-19:

Due to the outbreak of COVID-19 globally and in India. The Company's management has made initial assessment of likely adverse impact on business and financial risks on account of COVID-19, and believes that the impact is likely to be short term in nature. The management does not see any medium to long term risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due, and compliance with the debt covenants, as applicable.

## Note 44 : Previous Years' Figures:

The Company has re-grouped, re-classification and/or re-arranged figures for previous year, wherever required to confirm with current year's classification.

The accompanying notes are an integral part of these financial statements

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

**For and on behalf of the Board of Directors**

**Namit Agrawal**  
Partner  
Membership Number: 533747  
Place : Mumbai  
Date : June 25, 2021

**Anil Patodia**  
Chairman & Managing Director  
DIN : 00073993  
Place : Mumbai  
Date : June 25, 2021

**Pramod Patodia**  
Director  
DIN : 03503728  
Place : Mumbai  
Date : June 25, 2021

**Sumit Bajaj**  
Chief Financial Officer  
Place : Mumbai  
Date : June 25, 2021

**Rinku Kholakiya**  
Company Secretary  
Place : Mumbai  
Date : June 25, 2021

# NOTICE

NOTICE is hereby given that the 31st ANNUAL GENERAL MEETING (AGM) of **THE BYKE HOSPITALITY LIMITED** will be held on Wednesday, September 29, 2021, at 11.30 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Archana Patodia (DIN: 00795826) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Bilimoria Mehta & Co, Chartered Accountants (Firm Registration No. 10149W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 32nd Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

## SPECIAL BUSINESS:

4. **To approve the appointment of Ms. Madhuri Dhanak (DIN: 09065395) as an Independent Director of the Company.**

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

**"RESOLVED THAT** Ms. Madhuri Dhanak (DIN:09065395) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 12, 2021 under Section 161 of the Companies Act, 2013 (the Act) and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in

writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Madhuri Dhanak (DIN: 09065395) a non-executive director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five consecutive years from February 12, 2021 to February 11, 2026.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution."

5. **To approve the re - appointment of Mr. Anil Patodia (DIN: 00073993) as a Chairman & Managing Director of the Company.**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the appointment of Mr. Anil Patodia (DIN: 00073993) as a Chairman and Managing Director of the Company, for a period of 5 (five) years with effect from August 01, 2021 upto July 31, 2026 upon the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Anil Patodia.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Chairman and Managing Director, subject to such other approvals as may be necessary;

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Anil Patodia from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary of the Company, be and are hereby authorised to do all such acts, matters, deeds and things as may be considered necessary, desirable or expedient to give effect to this resolution."

## IMPORTANT NOTES:

1. In view of the continuing Covid -19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 05, 2020 read with dated April 08, 2020 and April 13, 2020 and January 13, 2021 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular dated May 12, 2020 and January 15, 2021 ('SEBI Circulars') has also granted certain relaxation, in compliance with the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulation') and MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, September 29, 2021 at 11.30 a.m. The registered office of the Company shall be deemed to be the venue for the AGM. In accordance with the MCA Circulars, the Special Business mentioned in Item Nos. 4 and 5 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the Ordinary and business under Item No. 3, 4 & 5 of the accompanying Notice, is annexed hereto.

3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, since the physical attendance of Members as been dispensed with, there is no requirement of appointment of proxies. Accordingly, the Proxy Form, Attendance sheet & Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. 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 Act.
5. Pursuant to the provisions of Section 108 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 the Circulars issued by the Ministry of Corporate Affairs from time to time, 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 agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by CDSL. The notice convening the AGM has been uploaded on the website of the Company at [www.thebyke.com](http://www.thebyke.com) and may also be accessed on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and Metropolitan Stock Exchange at [www.msei.in](http://www.msei.in) respectively. The AGM Notice is also disseminated on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
6. Members are requested to notify immediately any changes of particulars such as name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, bank mandates details etc.:
  - i. To their Depository Participants (DPs) in respect of their electronic share accounts, and
  - ii. To the Company's Register & Share Transfer Agents, M/s Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400083, in respect of their physical share folios, if any, quoting their folio numbers.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Member holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA.

8. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 read with SEBI circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.
9. Members holding shares in physical mode and who have not updated their email addresses are requested to update their email addresses by writing to the Company or Link Intime India Private Limited, Registrar and Share Transfer Agent (R & T Agent) at C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400083 e – mail : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and other relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members may write to the Company on [cs@thebyke.com](mailto:cs@thebyke.com) for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon Login at CDSL e-Voting system at [www.evotingindia.com](http://www.evotingindia.com)
11. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
12. 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

#### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- i. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- ii. 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 atleast 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.
- iii. Pursuant to the provisions of Section 108 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 the Circulars issued by the Ministry of Corporate Affairs from time to time, 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) Ltd (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by CDSL.
- iv. The voting period begins on Saturday, September 25, 2021 at 09.00 a.m. and ends on Tuesday, September 28, 2021 at 05.00 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 Wednesday, September 22, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- vi. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> <li>1. Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol> |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>  |

|  |   |
|--|---|
|  | <ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.  |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type   | Helpdesk details   |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30               |

- vii. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders**.
  1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on "Shareholders" module.
  3. 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.
  4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

| For Shareholders holding shares in Demat Form other than individual & 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"> <li>• 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.</li> </ul>                 |
| 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"> <li>• 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).</li> </ul> |

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <The Byke Hospitality Limited> on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii. 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.

#### xviii. Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](mailto: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.

#### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

vi. 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.

- vii. 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 atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors.care@thebyke.com](mailto:investors.care@thebyke.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors.care@thebyke.com](mailto:investors.care@thebyke.com). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the 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 AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the 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.

#### 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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

13. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of September 22, 2021.
14. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 31st AGM by email and holds shares as on the cut-off date i.e. September 22, 2021, may obtain the User ID and password by sending a request to the Company's email address [investors.care@thebyke.com](mailto:investors.care@thebyke.com). However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.cdslindia.com](http://www.cdslindia.com).
15. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the AGM.
16. Mrs. Suman Sureka (Membership No.- FCS No 6842 & CP No - 4892) of M/s. Suman Sureka & Associates, Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-Voting process (including e-Voting at the meeting) in a fair and transparent manner.
17. During the 31st AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 31st AGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the 31st AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 31st AGM.
18. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.thebyke.com](http://www.thebyke.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited (BSE), NSE Limited (NSE) & MSE Limited (MSE).

19. The Notice of the 31st AGM and the Annual Report for the financial year 2020-21 including therein, inter-alia, the Audited Standalone Financial Statements for the financial year ended March 31, 2021, will be available on the website of the Company at [www.thebyke.com](http://www.thebyke.com) and the website of the Stock exchanges. The Notice of 31st AGM will also be available on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).

20. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive) for the purpose of the Annual General Meeting

Date: August 10, 2021  
Place: Mumbai

By Order of the Board of Directors,  
Sd/-  
(Rinku Kholakiya)  
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](mailto:investors.care@thebyke.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015.**

**Item No. 3**

Based on the recommendation of Audit Committee and a review of the profile and experience, the Board of Directors at its meeting held on August 10, 2021 approved and recommended for the approval of the Members the appointment of M/s. Bilimoria Mehta & Co, Chartered Accountants (Firms Registration No. 10149W), as Statutory Auditors of the Company for the financial year 2021-22, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company.

M/s. Bilimoria Mehta & Co, Chartered Accountants have consented to act as Statutory Auditors of the Company and have intimated that such appointment would be in accordance with the conditions prescribed in Section 139 of the Companies Act, 2013 and the rules framed thereunder.

**The details of Brief profile of Statutory Auditors are as follows:**

Bilimoria Mehta & Co. is a Chartered Accountant firm established in 1977 with 120 young and energetic employees including more than 30 Certified Professionals located all over India. The firm is looking after respective areas of domain, viz, Tax Consulting, Due Diligence, Assurances and Auditing Services, Risk Management Services, Government Approvals, Legal Consulting, Systems Audit, Strategic Planning, Industry Relations etc.

The Board of Directors at its meeting held on August 10, 2021 approved an annual remuneration/fees to them for an amount of Rs. 12,00,000/- (Rupees Twelve Lakhs Only) plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of Audit for the financial year 2021-22, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company, subject to approval of Members.

The approval of Members of the Company is, accordingly, being sought pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Act and the relevant Rules thereunder for the aforementioned appointment of the Statutory Auditors.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.3.

Your directors recommend Resolution at Item No.3 as an Ordinary Resolution for approval of the members.

**Item No. 4**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Madhuri Dhanak (DIN: 09065395) as an Additional Director of the Company and also Independent Director, not liable to retire by rotation, for a term of 5 consecutive years from February 12, 2021 upto February 11, 2026.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Ms. Madhuri Dhanak holds office of the Director up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director.

Ms. Madhuri Dhanak aged 32 years is a Chartered Accountant by profession and is currently associated with M/s. Rolta Private Limited as a Senior Manager. Ms. Dhanak has also served as an Internal Auditor and Assistant General Manager at Valson Industries Limited in the past. Her knowledge and experience will be of immense benefit to the Company.

She does not hold any equity shares of the Company.

Ms. Madhuri Dhanak is not debarred from holding the office of Director by virtue of any SEBI order or order by any other competent authority.

The Company has received a declaration from Ms. Madhuri Dhanak that she meets the criteria of independence as prescribed under Section 149 of the Act and under Listing Regulations.

In the opinion of the Board, Ms. Madhuri Dhanak fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and

Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations, the appointment of Ms. Madhuri Dhanak as an Independent Director is now being placed before the Members for their approval.

Details of the number of Board Meetings held and attended by her during her tenure as Director of the Company are given in the Corporate Governance Report.

Copy of the letter for appointment of Ms. Madhuri Dhanak as an Independent Director is available on the Company's website [www.thebyke.com](http://www.thebyke.com).

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Madhuri Dhanak as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Madhuri Dhanak as Director / Independent Director for the approval by the shareholders of the Company.

Except Ms. Madhuri Dhanak being an appointee herself and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI).

**Item No. 5**

Based on recommendation of Nomination & Remuneration Committee and subject to approval of shareholders in the 31st Annual General Meeting the Board of Directors of the Company in its meeting held on June 25, 2021 had, re-appointed Mr. Anil Patodia as a Chairman & Managing Director for another term of five years effective from August 01, 2021.

Mr. Anil Patodia is a Commerce Graduate from the University of Rajasthan, having huge experience in the Hospitality and service industries for over 25 years. He took over the management of The Byke in 2010. Mr.Patodia has formulated many value-based strategies to create a niche for the Byke as a brand. As an experienced hotelier, Mr. Patodia plays a significant role in the Company's operations and marketing, global expansion and future development.

Keeping in view that Mr. Anil Patodia has rich and varied experience in the Hotel Industry and has been involved in the operations of the Company over a long period of time, it would be in the best interest of the Company to continue the employment of Mr. Anil Patodia as a Chairman & Managing Director.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the Members for their approval.

**Other details about Mr. Anil Patodia**

1. Date of Birth: June 19, 1969
2. Age: 52 years
3. Name of the Companies in which Mr. Anil Patodia holds the Directorship in public company and the Chairmanship/ Membership of the Committees of the Board are as follows:

| Sr. No | Name of Company                 | Designation on Board | Committees      |                                    |   |
|--------|---------------------------------|----------------------|-----------------|------------------------------------|---|
|        |                                 |                      | Audit Committee | Stakeholder Relationship Committee | Other Committee                                       |
| 1.     | The Byke Hospitality Limited    | MD                   | Member          | Member                             | Chairman of Corporate Social Responsibility Committee |
| 2.     | Manbhari Biofuel Pvt Ltd        | Director             | -               | -                                  | -   |
| 3.     | Aqua Pumps Pvt Ltd              | Director             | -               | -                                  | -   |
| 4.     | Shree Shakambhari Exims Pvt Ltd | Director             | -               | -                                  | -   |
| 5.     | Hotel Relax Pvt Ltd             | Director             | -               | -                                  | -   |

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Anil Patodia.

Except Mr. Anil Patodia, Mrs. Archana Anil Patodia, wife of Mr. Anil Patodia and Mr. Pramod Patodia, brother of Mr. Anil Patodia, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 5.

Your directors recommend Resolution at Item No.5 as a Special Resolution for approval of the members.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of The Institute of Company Secretaries of India (ICSI).

# Annexure A

# Notes

**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   | Mrs. Archana Patodia  |
|--|---|
| DIN  | 00795826  |
| Date of Birth  | 28-12-1972  |
| Date of first appointment  | 27-09-2014  |
| Expertise in specific functional area  | Mrs. Patodia is having vast experience in Management and Administrative functions. Her area of interest includes management training and leadership. She is actively involved in social activities. |
| Qualification  | Bachelor of Arts  |
| Details of shares held in the Company  | 5,49,150 Equity Shares  |
| Board Membership of other Companies as on March 31, 2021   | 1. Manbhari Biofuel Pvt Ltd<br>2. Aqua Pumps Pvt Ltd<br>3. Shree Shakambhari Exims Pvt Ltd<br>4. Blazing Star Properties Pvt Ltd  |
| *Chairman / Member of the Committees of other Companies on which he is director as on March 31, 2021 | 1. Stakeholders Relationship Committee - Chairperson<br>2. Nomination & Remuneration Committee - Member<br>3. Corporate Social Responsibility Committee - Member                                    |
| Relationship with other directors, manager and Key Managerial Personnel of the Company               | Spouse: Mr. Anil Patodia, Chairman and Managing Director.   |

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

Date: August 10, 2021  
Place: Mumbai

By Order of the Board of Directors,  
Sd/-  
(Rinku Kholakiya)  
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](mailto:investors.care@thebyke.com)