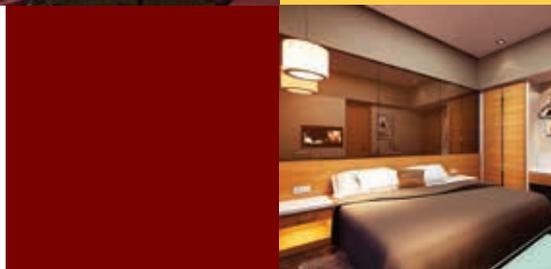




ANNUAL REPORT
2016-17



Building a Brand for Tomorrow



THE BYKE HOSPITALITY LIMITED



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Revenue
₹2,700 Million
41% 5-year CAGR

Profit After Tax (PAT)
₹317 Million
68% 5-year CAGR

EBITDA
₹622 Million
64% 5-year CAGR



Forward-looking Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take 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 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. While we believe we have been prudent in our assumptions, we cannot guarantee that these forward-looking statements will be realised. The achievements of the results are 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 keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.



*With strong brand momentum,
The Byke Hospitality Ltd. (The Byke)
is growing at a significant pace.*

We continue to focus on increasing our brand presence in gateway cities, serving our tourists and corporate customers, meeting their needs and expanding our select service brand in urban markets. We endeavour to offer the finest experiences to our guests by exceeding their expectations through unwavering dedication to perfection in every aspect of our business.

We execute our asset-light strategy in the most attractive, high-growth markets and industry segments. We take a disciplined approach to capital allocation, investing for the future growth of our brands. This enables us to drive sustainable growth in our profitability and deliver superior shareholder returns over the years.



Introducing The Byke



The Byke is a fast emerging name in the hospitality sector with luxury resorts and boutique hotels under its banner. With years of experience in providing its patrons with the finest of holiday experiences, the Group is committed towards quality and excellence.

Each of our properties harnesses best-in-class technology in tune with global trends, so that we can deliver service as per international standards. The Group employs a team of highly skilled staff, who display efficiency and competence. We take pride in serving an exclusive multi-cuisine vegetarian spread enriched with natural and authentic flavours.

We operate in two broad segments – owning and managing hotel properties and room chartering.

Vision

To be a leader and preferred choice in the hospitality industry while sustaining our Indian culture of *Atithi Devo Bhavah*.

Mission

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



Key Differentiators

Asset-light Model

Our asset-light business model allows us significant profitability from a low capital base.

Domestic Focus

We focus on domestic middle-class leisure tourism, which is set to grow at a faster pace.

One-stop Solution

Our properties cater to tourists and are well-equipped to handle corporate and social events with multiple banquets, halls, gardens, etc.

Charter Model

Third-party hotel rooms are chartered at strategic locations across 60 cities in India. It helps to maximise reach and target new locations for our own properties.

Vegetarian Food

Our philosophy of serving only vegetarian food at our resorts helps us capitalise on the underserved fast growing segment in India.

Strong Network

We have a strong distribution network of agents to ensure maximum reach and occupancy.



Relevant Facts

9

Properties in India

60+

Cities in which we are present across both segments

733

Rooms

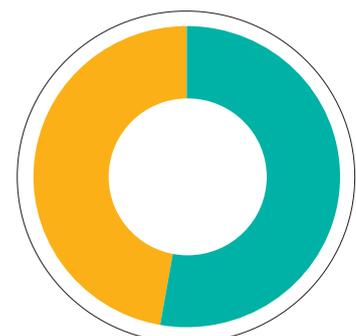
300+

Network of agents

₹ 3,788

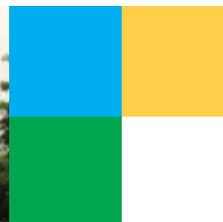
Average Room Rent (ARR) for 2016-17

Hotel Segment Revenue Breakup (FY17)



■ Hotel 49% ■ Chartering 51%

Property Portfolio



The Byke Old Anchor

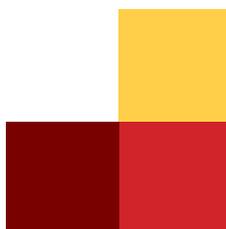
Location: Goa

No. of Rooms: 240

The Byke Suraj Plaza

Location: Thane, Mumbai

No. of Rooms: 122



The Byke Heritage

Location: Matheran

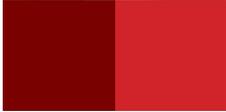
No. of Rooms: 80



The Byke Grassfield

Location: Jaipur

No. of Rooms: 54



The Byke Grassfield Riviera

Location: Jaipur

No. of Rooms: 80



The Byke Delotel

Location: Mumbai

No. of Rooms: 40



The Byke Riddi Inn

Location: Udaipur

No. of Rooms: 52



The Byke Neelkanth

Location: Manali

No. of Rooms: 40



The Byke Redwood

Location: Matheran

No. of Rooms: 25

Business Model

We follow a unique asset-light business model, which allows us to leverage high profitability from a low-capital base. This model has helped us register significant growth even during a downturn in the hospitality sector. Our business is broadly classified under two models: Owned & Leased (O&L) and Room Chartering (RC).

Owned & Leased (O&L) Model

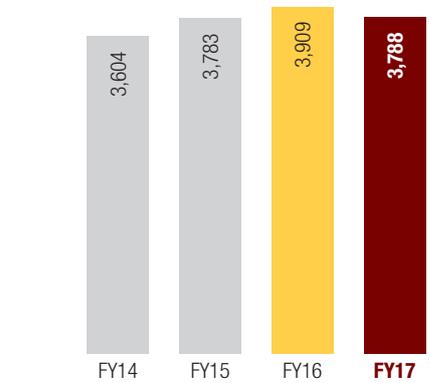
Out of the nine properties classified under the O&L Model, one of them is owned by 'The Byke' and the remaining eight are on a long-term lease. As on March 2017, we have a portfolio of 733 rooms, of which 80 rooms are owned by us. This model enabled us to undertake the modernisation of acquired resorts, thereby encouraging a steady increase in Average Room Rates (ARR) and Occupancy Rates (OR). With a strong brand and renewed momentum, we are leveraging this opportunity to grow at a rapid pace and aim to extend our presence across geographies.



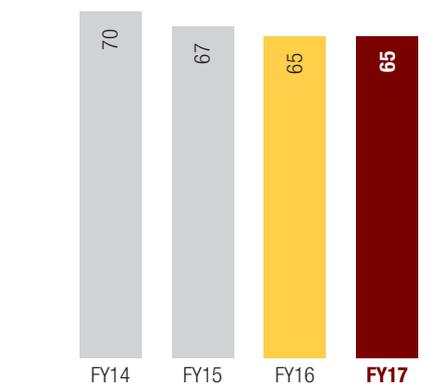
23%

Return on Equity

Average Room Rates (₹)



Occupancy Rates (%)



Room Chartering (RC) Model

Under this model, we buy room nights of mid-budget hotels in bulk across religious as well as leisure tourist destinations during off-peak seasons. In the peak seasons we sell these room nights. This model has helped us to strengthen our pan-India presence through chartering rooms across 60 cities in India. We capitalise on diverse peak seasons to maximise our revenue. In 2016-17, we sold 5.96 Lakhs room nights, as compared to 4.90 Lakhs in 2015-16.

Key Differentiators

Scalability

Flexibility to quickly expand depending on tourist trends.

Availability and Quality

Pan-India chartering based on peak season; strict quality checks while purchasing inventory.

Wide Network

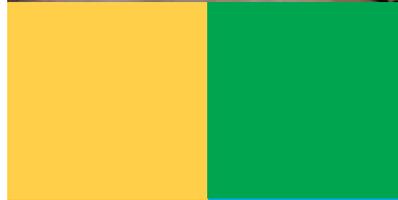
Rooms sold to a wide network of travel agents to then sell to the customers.

Synergistic

Gives insight on where to expand in hotel segment; agent networks helps to maximise occupancy.

High Returns

Low capital employed yielding high returns.



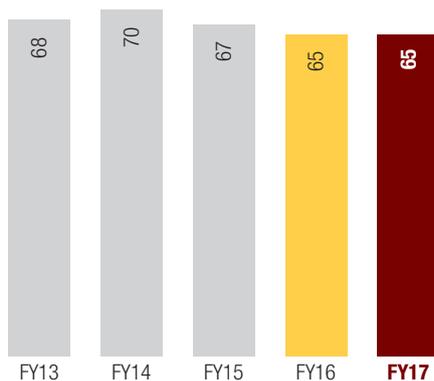
5.96 Lakhs

Room Nights sold in 2016-17



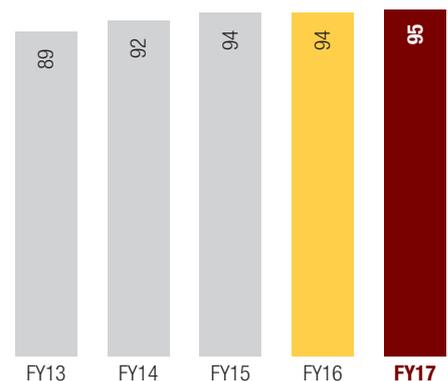
Hotel Segment Occupancy

(%)



Charter Segment Occupancy

(%)

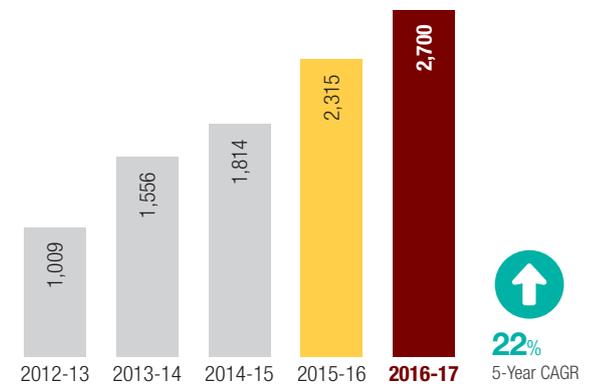


Financial Performance



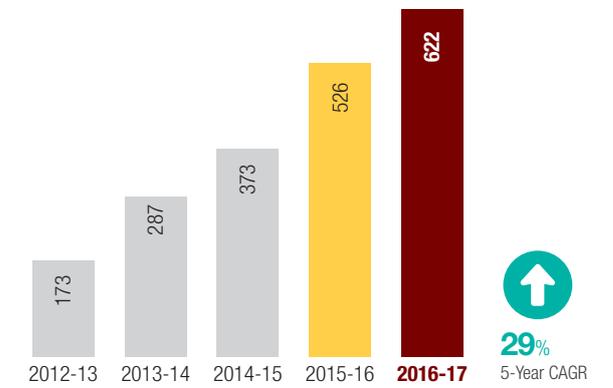
Revenue

(₹ in Million)



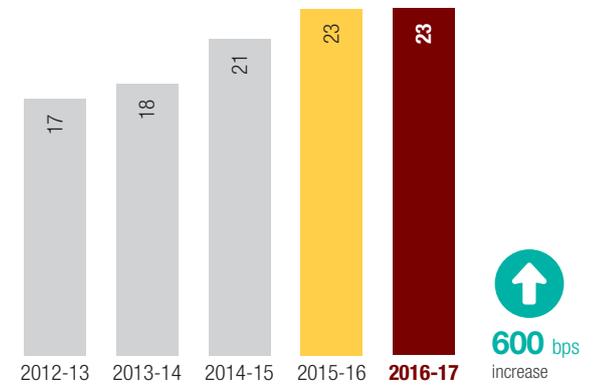
EBITDA

(₹ in Million)



EBITDA Margin

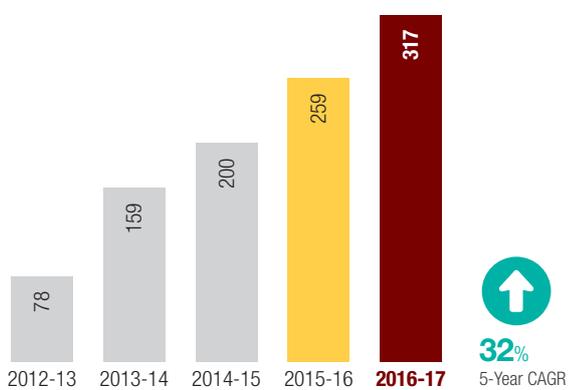
(%)





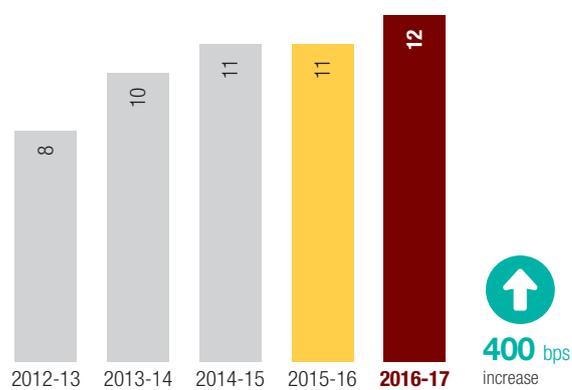
PAT

(₹ in Million)



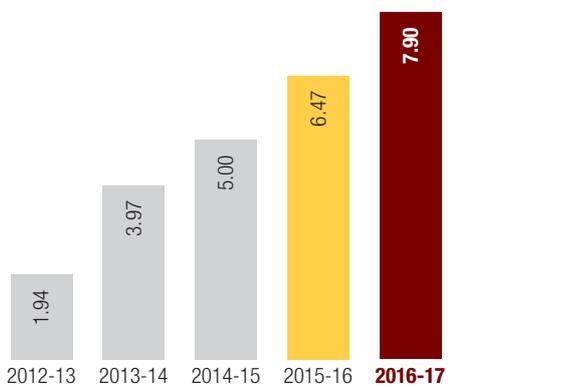
PAT Margin

(%)



Earnings per Share

(in ₹)



MD's Message



2016 has been another exciting year for the Company. We continued to make significant progress towards our vision of realising our growth potential and creating long-term value for our shareholders. We had driven strong momentum in 2016 which helped us deliver excellent financial and operational performance in the last financial year.



We have gone into 2017-18 with confidence and in a position of strength. With a compelling and proven strategy that is delivering, we will continue to focus on building scale where it matters and is executing a strategy at pace.



Anil Patodia, Managing Director



Dear Shareholders,

This has been a historic year for the Indian economy. Recognising the need to formalise the economy, the government has taken some effective steps in that direction. Demonetisation of high-value currency notes in 2016 was the first of such steps followed by the recent roll out of the Goods and Services Tax (GST) that is bringing in the much-needed structural change. Though both these reforms have been criticised, in the long run, these have the potential to benefit all sectors, including ours.

Further, India's macroeconomic indicators have strengthened owing to a host of policy initiatives being undertaken to catalyse growth. This has resulted in improvements in the travel and tourism segment as well. The industry as a whole is witnessing robust growth in occupancy levels as demand is growing in tandem with the supply.

2016 has been another exciting year for the Company. We continued to make significant progress towards our vision of realising our growth potential and creating long-term value for our shareholders. We had driven strong momentum in 2016 which helped us deliver excellent financial and operational performance in the last financial year. Our focus on driving growth in markets, where we see the greatest opportunity, has paid off and this will continue to be a key part of our strategy in the coming years.

The government is taking several initiatives to encourage domestic as well as international tourism. These include policy/regulatory changes, infrastructural developments and promotional efforts. The measures introduced in the FY18 Budget for the tourism and hospitality sector are of an incremental nature. The proposal to develop special tourism zones is similar to the ongoing initiatives around the development of tourism circuits across the country, and the second edition of the 'Incredible India' campaign will also build upon the previous efforts towards the promotion of tourism. There are several factors that drive the market, including India's attractiveness as a medical tourism destination; steadily growing Meetings, Incentives, Conferences and Exhibitions (MICE) segment; and an increasing preference among millennials to travel.

Strengthening our Brand Portfolio

We strengthened our portfolio of brand during the year and focused on innovating and evolving our brand proposition. I have been particularly proud of the progress to develop, implement and execute our commercial strategy, by enhancing our brand portfolio, transforming our loyalty proposition and strengthening our direct channels – all underpinned by industry-leading technology.

With the adoption of the 'asset-light' strategy, the Company has aggressively added rooms in both the lease and room chartering businesses. During the year, we added properties in Jaipur, Udaipur and Mumbai. These expansion initiatives will help the Company to become a pan-India player. There has been a steady increase in the Occupancy Levels and Average Room Rent. The chartering business will continue to be strategic for the Company as it gives insights into tourist trends and also helps identify locations to expand. Also, under the RC model, the Company sold rooms night at a CAGR of 23% led by a strong agent network.

Our 'pure vegetarian' tag appeals to a larger set of consumers who are looking for affordable options that do not interfere with their cultural sensitivities. Awarded the 'Best Pure Vegetarian Hotel Chain in India' at the 11th Hospitality India & Explore the World Annual International Travel Awards, the Company prides itself in serving exclusive multi-cuisine vegetarian spread.

The Byke as a brand promises good quality at affordable pricing. We have, over the last 5 years, created a niche in the mid-market leisure tourism segment. We continue to focus on building that brand and on developing a strong marketing and distribution network, which are our key strengths.

Our people are our greatest asset and they have taken us far. We will continue to invest in driving the efficiency and productivity of our teams through industry-leading practices.

Financial Performance

We delivered a stellar performance during the year by registering 17% growth in the revenue. The operating profit grew by 18% to ₹ 63 Crores, while the net profit touched ₹ 32 Crores. This performance by the Company came on the back of strategic initiatives taken over the last few years.

Over the last 4 years (FY13-17) our revenue has grown by 28% CAGR, touching ₹ 270 Crores in the previous fiscal. Profits, too, have grown at a 42% CAGR in the last 4 years. Additionally, we earned a spot on Forbes Asia's Best under a Billion list for the second time last year.

We have embarked on an exciting journey with a vision to have 25 properties across India by 2020. Our focus would be on acquiring larger properties and locations where we foresee a good mix of all revenue streams, whether it be tourism or F&B or corporate and social events. Keeping this in mind, we recently added one property each in Udaipur, Jaipur and Borivali. We expect significant revenue contribution from all streams in these properties.

Looking Ahead

We expect to commence into 2017-18 with confidence and in a position of strength. With a compelling and proven strategy that is delivering, we will continue to focus on building scale where it matters and is executing a strategy at pace. I would also like to thank all our esteemed stakeholders and bankers for their consistent support and look forward to their enthusiastic participation to achieve the aspirations of the organisation.

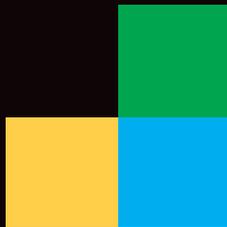
As we enter into a new phase of this exciting journey, on behalf of the entire team, I invite all our stakeholders to be a part of our remarkable story of growth and sustainability.

Best wishes,

Anil Patodia
Managing Director
(DIN: 00073993)

Widening Presence

Promising



We operate in the most attractive markets and in the highest opportunity segments based on the needs of our guests with an asset-light business model. The Company added three properties during 2016-17. While the Jaipur and Udaipur properties are already operational, the Mumbai (Borivali) one will commence in FY18. These new properties are expected to start contributing to our revenues significantly this year.



The Byke Grassfield Riveria, Jaipur

- Taken under long-term lease
- Has 80 rooms, banquet halls, conference rooms and a party lawn
- Targets religious and leisure tourists (Jaipur is a prominent location for destination weddings and other such events)



The Byke Delotel, Mumbai

- Taken under long-term lease
- Has 40 rooms, banquet halls and conference rooms
- Targets the high-density residential population of Borivali - specifically for events, including social events (birthdays, weddings, parties, etc.) and corporate events



The Byke Riddhi Inn, Udaipur

- Taken under long-term lease
- Has 52 rooms, conference rooms and party lawns
- Targets leisure tourists - Udaipur is the 'Venice of the East' which attracts a large number of tourists.

We are planning to extend our presence across seven popular tourist destinations, including Lonavala, Mahabaleshwar, Chandigarh, Dalhousie, Jodhpur, Darjeeling and Gangtok by 2018.



Markets



Lonavala

Lonavala remains a coveted location for a quick weekend getaway for the Mumbai crowd. Only three hours away from Mumbai, the place is blessed with valleys, hills, waterfalls, lush greenery and pleasant weather.

Mahabaleshwar

Mahabaleshwar offers a blend of old-world charm, natural beauty and modernity. The place is known for its numerous sightseeing locations, each providing a unique perspective of the wonderful hill range. Rising peaks, amazing valleys, lush flora and soothing mountain wind make the place worth visiting.

Chandigarh

Chandigarh has become one of the most prominent tourist destinations in India. It is the best-planned city in India, and is an epitome

of modernisation and natural beauty. Tourists, especially nature lovers from different parts of the country, flock here to see the city's beautiful theme gardens.

Dalhousie

Dalhousie, situated in the western part of Himachal Pradesh, is a charming destination that holds the enduring echoes of the British era. It is built on five hills and is surrounded by pines, deodars, oaks and flowering rhododendron. The beautiful ambience attracts a lot of people to this place throughout the year.

Jodhpur

Jodhpur, the 'Sun City' is a very popular tourist destination of India. It has many beautiful palaces and forts, such as Mehrangarh Fort, Jaswant Thada, Umaid Bhawan Palace and Rai ka Bag Palace.

Darjeeling

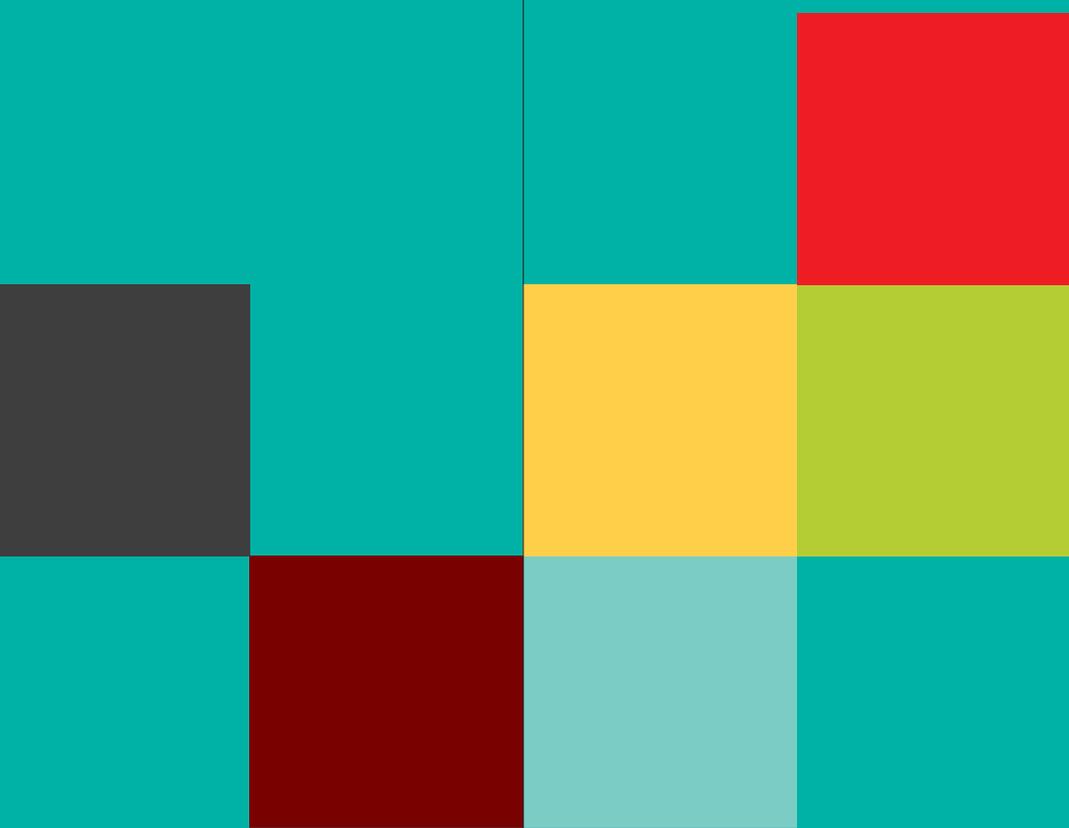
Darjeeling is one of the most visited destinations in the state of West Bengal, surrounded by tall Himalayan mountains and beautiful valleys. The stunning snow-capped peaks of Kanchenjunga, beautiful tea gardens on the slopes of rolling hills and the Himalayan toy train ride attract lots of tourists throughout the year.

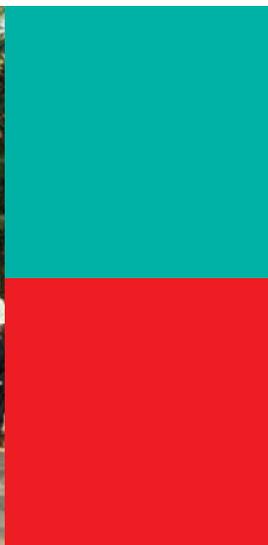
Gangtok

Gangtok is one of the most preferred destinations for any traveller searching for peace and tranquillity. It reflects an ambience of tradition and modernity and boasts of beautiful stupas and monasteries.

Disciplined **Execution**

We identify that the successful delivery of our strategy for high-quality growth requires disciplined execution. We prioritise investment in our technology platforms and our people, as well as a delivering operational efficiencies. Going forward, we believe that the execution of our clear strategy, our scaled commercial engines, our distinct brand portfolio and having the best team in the business will help us continue to deliver value for our stakeholders.





Scale and Efficiency of Operations

Driving efficient operational processes and managing our costs allows us to contribute to hotels performance through efficient working practices, tools and systems. Our focus is on delivering the best at an optimum cost. We believe in affordability with quality so we try to keep the cost low. Our focus on an asset-light business model is supported by a disciplined, long-term approach to allocating capital and reducing the asset intensity of the business.

Investment in Developing Strong Technology Platforms

Technology is playing an increasingly important role in shaping the travel industry and supports everything that we do for guests, owners and

colleagues around the world. We believe that keeping track of trends as they evolve and investing in technology systems will help us in building brand preference.

Investment in Developing Great Talent

Our people are vital to achieving our ambition, they bring our brand to life on a daily basis, delivering on each individual brand promise to enhance the guest experience. They are also, therefore, a critical part of our success. Consequently, we recognise the importance of attracting, retaining and developing the very best talent in the industry.

Maximise Performance

We have a very disciplined strategy that is focused on improving the market share, organic growth and free cash flow per share, preserving our strong balance sheet and accelerating return of capital.

Established Brand Name

Building trustworthiness and lifetime relationships with our guests is an important part of our business and a key growth driver for us.

We are constantly looking at ways in which we can enhance our ability to deliver a personalised experience for our members. We effectively demonstrate our Company's vision and mission through the way we treat each other and the example we set for one another.

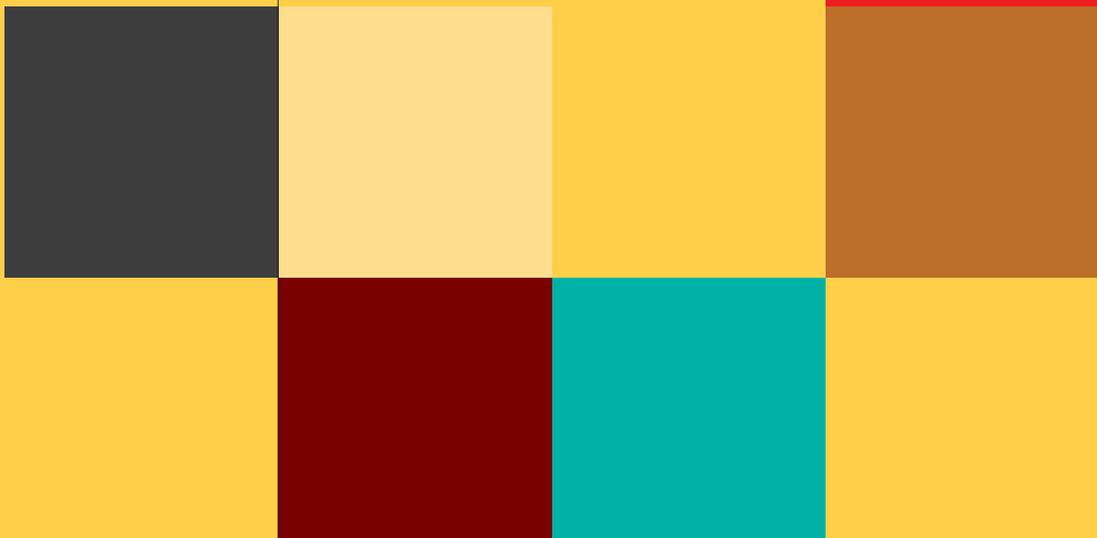
Strong Marketing Network

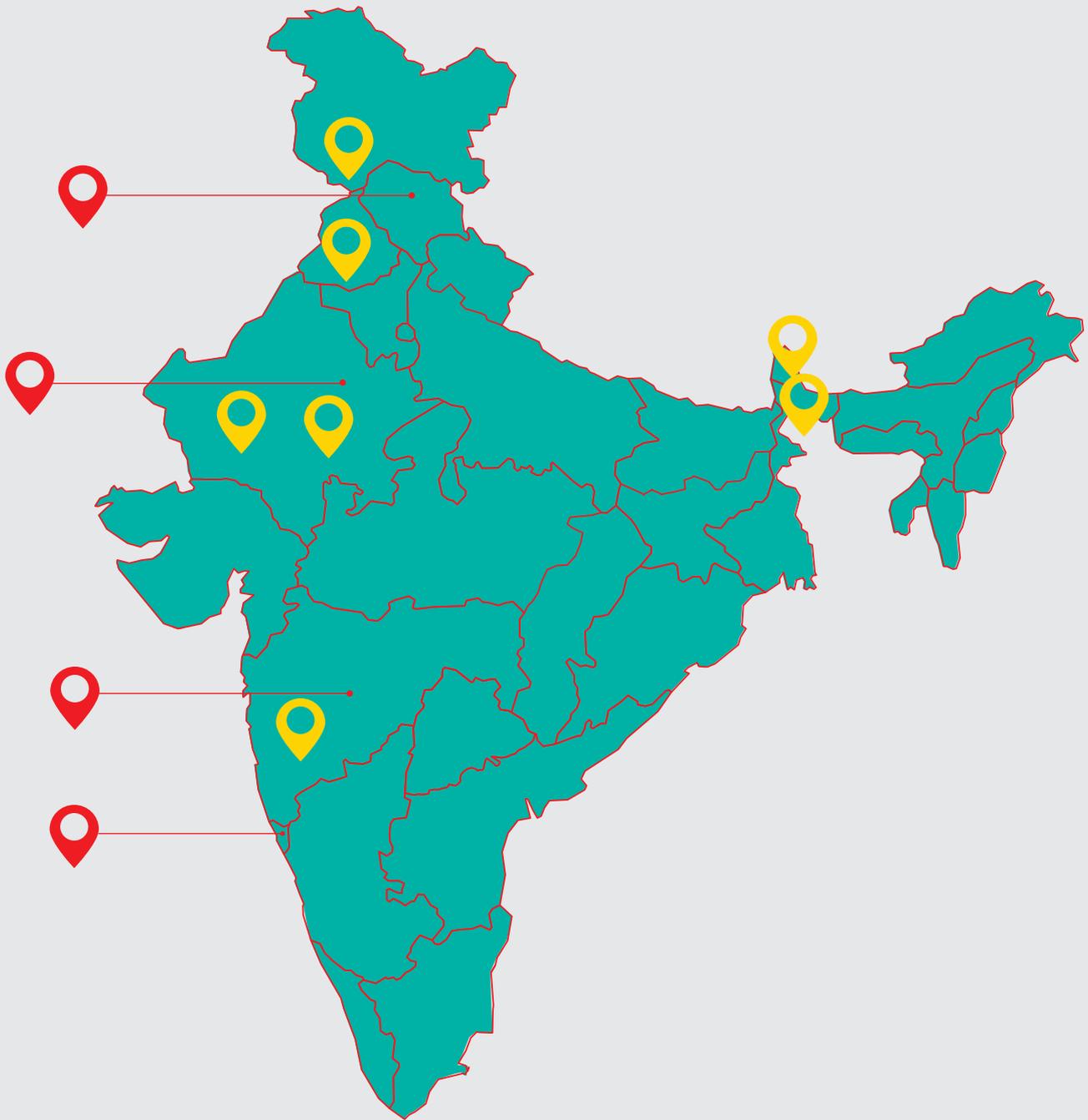
The Company has one of the widest distribution network, reaching out to the target audience through 300 active agents. A strong network

enables the Company to avail to higher utilisation rates of rooms in the owned and leased model as well as the chartering business.

Pan-India Presence

We aim to strengthen our pan-India presence through the expansion of our reach to the unexplored markets. Thus, we are entering into new geographies, along with deepening our presence in existing ones.





Hotel (Owned and Leased) Presence

-  Current Presence
-  New Locations

Map not to Scale

Board of Directors



Mr. Anil Patodia
Managing Director

Mr. Anil Patodia is a Commerce graduate from the University of Rajasthan, with over 20 years of experience in the hospitality and service industries. He took over the management of 'The Byke' as a Managing Director in 2010. Mr. Patodia is acknowledged for his vision and commitment, leveraging the significant learning of sustainable excellence within the Company. He has formulated many value-based strategies to create a niche for 'The Byke' as a brand. As an experienced hotelier, he plays a significant role in the Company's operations and marketing, global expansion and future development. He is also actively involved in socially relevant activities. He is a member of Lions Club International and a working committee member of Mumbai Vaish Federation.



Mrs. Archana Anil Patodia
Non-Executive Director

Mrs. Archana Anil Patodia is a Bachelor of Arts from the University of Rajasthan. She has vast experience in Management and Administrative functions. Her area of interests includes management training and leadership. She is also actively involved in social activities and is currently the Vice President of 'Lions Club of Mumbai Heritage Galaxy'.



Mr. Satyanarayan Sharma
Non-Executive Director

Mr. Satyanarayan Sharma is an Electrical Engineer, with over 25 years of experience in the hospitality sector. His rich experience and successful career provides an edge to 'The Byke's' operations and management. He is one of the visionary founder promoters of the Company. He is an expert in understanding the holiday needs of tourists and provides professional guidance in preparing tailor-made products. His guidance has played an instrumental role for the Company's growth so far.



Mr. Pramod Patodia
Executive Director

Mr. Pramod Patodia has over two decades of experience in the hospitality industry. His extensive experience of over 25 years in the field of management and administration has helped the Company prosper. Currently, he is overseeing the operations of all the hotels of the Company.



Mr. Vikash Agarwal
Non-Executive Director

Mr. Vikash Agarwal works as Planning & Strategy Officer with the group and is the young leadership face of the brand. He is also responsible for planning of portfolio expansion, mergers and acquisitions. He brings on board distinct foresight and market intelligence. He has also been instrumental in harnessing young enthusiasts and has created a workforce of talented entrepreneurs augmenting them as growth drivers for 'The BYKE' group.



Mr. Mihir Sarkar
Additional – Executive Director

Mr. Mihir Sarkar, a Hospitality graduate with an MBA in Marketing, is a dynamic season hotelier. He is responsible for overseeing the overall Group operations, business development and expansions. His expertise lies in hotel conceptualisation and planning. He started his career with Majorda Beach Resort, Goa. During this period, he has worked with Cidade De Daman and IHG Hotels & Resorts at various locations. Mr. Mihir joined the Group as Vice President and has been instrumental in the success story of the Group.



Mr. Bharat Thakkar

Independent Director

Mr. Bharat Thakkar is a postgraduate in commerce and has cleared Intermediate ICWA. He has more than 34 years of experience in non-life insurance sector, including Treasury operations of insurance company. He has vast experience in finance and investment matters. He also has experience in the functions like HR Secretarial and CFO.



CA Ram Ratan Bajaj

Independent Director

Mr. Ram Ratan Bajaj is a fellow member of the Institute of Chartered Accountants of India with over 39 years of post-qualification experience in handling finance, taxation, corporate law, accounts, project implementation, cost control and other related matters. He is associated with the Company since March 30, 2011. His expertise has played a significant role in making the financial decisions of the Company. Mr. Bajaj is also actively involved in socially relevant activities. He was a member of Bharat Vikas Parishad – a unique organisation for sociocultural activities.



Mr. Ramesh Vohra

Independent Director

Mr. Ramesh Vohra, is in the business of supply and service of engineering products for over four decades. This business provides global solutions to the oil, gas, exploration, marine and construction companies. Some of the major clients include ONGC and the Indian Railways. He is actively involved in socially relevant activities and have been a member of the Lions Club since last 20 years.



Mr. Sandeep Singh

Independent Director

Mr. Sandeep Singh, is a Post Graduate in Rural Development from Xavier Institute of Social Sciences, Ranchi. He has specialised in Media Planning (Short-term) from Mudra Institute of Communications, Ahmedabad and in General Business Management (Executive Education) from IIM, Bangalore. He is the author of various books such as Business of Freedom, Indian Ocean Strategy and Simhavolokan. He is also passionate about history of Indian business. He is on the Advisory Board of the National Institute of Mass Communication & Journalism and is a panelist on various Indian Television news channels. He is also one of the organiser of VESIM Lit Fest, Mumbai and has been a part of an expert committee of Prasar Bharti (GOI).



Sudha Gupta

Independent Director

Sudha G. Bhushan is a qualified Chartered Accountant and a Company Secretary with more than 15 years of experience. She is a noted speaker and has addressed various national and international forums on various topics relating to International Transactions and other matters of professional significance to the companies. Sudha is a founder director of Taxpert Professionals, a multi faceted consulting company. Her articles are regularly published in the Journals of several institutes and at various other forums. She has also authored various books on International Taxation and Foreign Exchange Management Laws.



Dr. Dinesh Kumar Goyal

Additional – Independent Director

Dr. Dinesh Kumar Goyal belonged to 1981 batch of the Indian Administrative Service. Prior to IAS, he was a Scientist for six years in Department of Atomic Energy, Govt. of India. He pursued his Masters from London School of Economics, Masters in Physics (I) from Indian Institute of Technology, and Doctorate and Masters from Birla Institute of Technology and Science, Pilani. Dr. Goyal, as Eisenhower Fellow, widely travelled the USA for interaction in conventional and non-conventional energy sectors. He has administrative experience of 32 years as District Magistrate and Collector, and Head of various departments like Agriculture Commodities Procurement, Computers, Election, Employment, Energy, Finance, Investment, Industries, Labour, Mines, Plan, Public Works, Sports, Tourism, Town planning, Youth Affairs, etc.

Awards and Recognitions

Forbes[®] Asia

JUN 1, 2016 @ 05:45 PM 2,779 views

The Little Black Book of Billionaire Secrets

Budget Beds With Veg Buffets At India's Byke Resorts



- The Byke Hospitality achieved the distinction of being among the 11 companies from India that have made it to the top 200 Asia Pacific corporations in Forbes Asia's 'Best Under a Billion' list in 2015. Also, June 2016 issue featured CMD - Shri Anil Patodia's thoughts and future plans for the Company
- Received an award for contribution to promote vegetarian hotels in India at 11th Hospitality India & Explore the World Annual International Travel Awards, 2015, New Delhi
- In 2016, also The Byke Hospitality got featured in Forbes Asia's 'Best under a Billion' list



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Directors' Report



Dear Members,

Your Company's Directors have pleasure in presenting the Twenty Seventh Annual Report of the Company The Byke Hospitality Limited ("the Company, or the Byke") along with Audited Financial Statement for the year ended March 31, 2017.

FINANCIAL HIGHLIGHTS

| Particulars | (₹ in Lakhs) | |
|---|------------------------------|------------------------------|
| | Year Ended March 31, 2017 | Year Ended March 31, 2016 |
| Income: | | |
| Income from Operations | 26,997.68 | 23,152.36 |
| Other Income | 14.30 | 13.69 |
| Total Income | 27,011.98 | 23,166.05 |
| Expenditure: | | |
| Less: Operating & Other Expenses | 20,778.74 | 17,890.44 |
| Profit before Depreciation, Finance Costs and Tax | 6,233.24 | 5,275.62 |
| Less: Depreciation | 1,277.01 | 1,159.68 |
| Less: Finance Costs | 109.15 | 149.56 |
| Profit before Tax | 4,847.08 | 3,966.37 |
| Less: Provision for Taxes | 1,677.42 | 1,372.69 |
| Profit after Tax | 3,169.66 | 2,593.68 |
| Add: Surplus brought forward from the previous year | 5,921.51 | 3,810.44 |
| Amount available for appropriation | 9,091.17 | 6,404.12 |
| Appropriations: | | |
| Dividend | | |
| A dividend of 10% i.e. ₹ 1/- per Equity Share was recommended by the Board of Directors on May 29, 2017 (In respect of the previous year, a final dividend of 10% i.e. ₹ 1/- per Equity Share was declared and paid to the Members) | 400.98 | 400.98 |
| Tax on Dividend | 81.63 | 81.63 |
| Amount transferred to General Reserve | 0 | 0 |
| Surplus carried forward | 8,608.56 | 5,921.51 |

DIVIDEND

Based on the Company's performance, the directors are please to recommend for approval of members a final dividend of 10% i.e. ₹ 1.00 per share on equity share of ₹ 10/- each, for the financial year ended March 31, 2017. The proposed final Dividend is subject to the approval of shareholders at the ensuing Annual General Meeting to be held on September 18, 2017 for the financial year ended March 31, 2017. The dividend would involve a cash outgo of ₹ 400.98 lakhs towards dividend and ₹ 81.63 lakhs towards tax on dividend.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors confirms that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- ii. They have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguard the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. They have prepared annual accounts on a going concern basis.
- v. They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provision of the Act, Mr. Satnarayan Sharma retires by rotation in the forthcoming Annual General Meeting and being eligible for re-appointment. The Board of Directors recommends his re-appointment.

Mr. Mihir Sarkar joined the Board of Directors of the Company on February 13, 2017 as Additional Director of the Company. Pursuant to the provision of Section 161 of The Companies Act, 2013, Mr. Mihir Sarkar will hold office up to the date of ensuing Annual General Meeting. Your company is in receipt of notice under section 160 of the Companies Act, 2013 for his appointment as a Director liable to retire by rotation under category of Executive Director of the Company. The Board recommends his appointment as Director liable to retire by rotation.

Mr. Dinesh Kumar Goyal joined the Board of Directors of the Company on February 13, 2017 as Additional Director of the Company. Pursuant to the provision of Section 161 of The Companies Act, 2013, Mr. Dinesh Kumar

Goyal will hold office up to the date of ensuing Annual General Meeting. Your company is in receipt of notice under section 160 of the Companies Act, 2013 for his appointment as a Non-Executive Independent Director of the Company. The Board recommends his appointment as an Independent Director not liable to retire by rotation and to hold office for a term of two years from the date of appointment.

Mr. Anil Patodia Managing Director of the Company, Mr. Sumit Bajaj Chief Financial Officer of the Company, Ms. Neha Mankame Company Secretary of the Company are the Key Managerial Personnel of the Company.

BOARD EVALUATION

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

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

In a separate meeting of Independent directors which was held on March 21, 2017, performance of non-independent and the board as whole was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of Independent director was done by the entire board, excluding the independent director being evaluated.

NUMBER OF MEETING OF THE BOARD

The Board met four times during the financial year 2016-17, the details of which are given in the Corporate Governance Report that forms a part of Annual Report.

STATEMENT ON DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS

Pursuant to sub section (6) of section 149 of the Companies Act, 2013 and Regulation 16(1) b of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Independent Director of the company have given declaration to the company that they qualify the criteria of independence as required under the act and the regulation.

BOARD COMMITTEES

The Company has the following Committees of the Board:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholder's Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

Directors' Report

The Composition of each of the above committees, number of meetings held during the year and their respective role and responsibility are given in the Corporate Governance Report that forms a part of Annual Report.

EXTRACT OF ANNUAL RETURN

As per the provision of section 92(3) of the Companies Act, 2013, extract of Annual Return is annexed herewith as ANNEXURE A

STATUTORY AUDITOR

Borkar & Mazumdar, Chartered Accountant were appointed as statutory auditor of your company at the Annual General Meeting held on September 20, 2016 for a term of five years. As per provision of Section 139 of the Companies Act, 2013, the appointment of statutory auditor is required to be ratified by Members at every Annual General Meeting.

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

INTERNAL AUDITOR

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

SECRETARIAL AUDITOR

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

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

HUMAN RESOURCE DEVELOPMENT

Your Company considers Great Brand and Great People as its biggest asset. The Company is continued to organize various inbound and outbound training programs, recreation and team building activities to enhance employee skills and motivation. Company also conducted various workshops and events for grooming and upgrading vocational skills of the talent pool in order to meet future talent requirements.

SUBSIDIARY COMPANY

There is no subsidiary company, associates companies or joint ventures companies within the meaning of Section 2(87) & 2(6) of the Companies Act, 2013 respectively.

TRANSFER TO RESERVES:

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

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

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

DEPOSITS

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

RELATED PARTY TRANSACTION

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

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

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

VIGIL MECHANISM POLICY

Pursuant to section 177 of the Companies Act, 2013 and rules made thereunder and the Listing Regulation, the company has established a Vigil Mechanism for Directors and employees to report genuine concern about any instance of any irregularity, unethical practice and/or misconduct. The mechanism also provides for adequate safeguards against victimization of whistle blower who avail the mechanism and also provides for the direct access to the Whistle Blower to the chairman of the Audit Committee.

Details of the Vigil Mechanism policy is available on the company's website www.thebyke.com

RISK MANAGEMENT

The company has Risk Management Policy to mitigate the risks. The company manages and monitors the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. Details of the Risk Management Policy is available on the company's website www.thebyke.com

CORPORATE SOCIAL RESPONSIBILITY

The Company has actively supported various initiatives in the area of health, education and environment over the years. The CSR policy adopted by the Board of Director is available on the company's website www.thebyke.com. The CSR Committee decided to continue with existing programs and increase focus on health and education in the years ahead. The Annual Report on Corporate Social Responsibility Activities is annexed herewith as ANNEXURE C

Detailed Composition of the CSR Committee, number of meetings held during the year under the review and other related details are set out in the Corporate Governance report which forms a part of this report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

Information pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 is annexed to this report as ANNEXURE D. 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.

CORPORATE GOVERNANCE

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

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

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

INVESTOR EDUCATION 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 shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall be transferred to the demat account created by the IEPF Authority. Accordingly your company has transferred the unclaimed and unpaid dividend.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under section 134(3)(m)

of the Companies Act, 2013 read with Companies (Accounts) Rule, 2014, as amended is annexed as ANNEXURE E to this report.

INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK

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

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

Considering gender equality, the company has zero tolerance for sexual harassment at workplace. The Company has an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of woman at workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaint receive regarding sexual harassment.

The following is a summary of the Sexual Harassment complaints received and disposed off during the year 2016-17

1. No. of Complaints received: NIL
2. No. of Complaints disposed off: NIL

ACKNOWLEDGMENT

The Board of Director take this opportunity to thank all its shareholders, valued customer, banks, government and statutory authorities, investor and stock exchange for their continued support to the company. Your Directors wishes to place on record their deep sense of appreciation for the committed services by employees. Your Directors acknowledge with gratitude the encouragement and support extended by our valued shareholders and the Promoters of the Company.

For and on behalf of the Board of Directors

Sd/-
Anil Patodia

Place: Thane
Date: August 10, 2017

Managing Director
DIN: 00073993

Directors' Report

EXTRACT OF ANNUAL RETURN
As on financial year ended 31.03.2017
Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014]
FORM NO. MGT-9

A. REGISTRATION AND OTHER DETAILS:

| | |
|---|--|
| CIN:- | L67190MH1990PLC056009 |
| Registration Date: | 29-03-1990 |
| Name of the Company: | The Byke Hospitality Ltd. |
| Category / Sub-Category of the Company | Public Company/ Limited by shares |
| Address of the Registered office and contact details: | Shree Shakambahri Corporate Park, Plot No: 156-158, Chakravarti Ashok Complex, J.B.Nagar, Andheri East, Mumbai 400 099 Tel: +91 22 6707 9666 Fax: +91 22 6707969 |
| Whether listed company | Yes |
| Name, Address and Contact details of Registrar and Transfer Agent, if any | Sharex Dynamic (India) Private Limited Unit-1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanti Marg, Andheri- Kurla Road, Safed Pool, Andheri East, Mumbai 400 072 |

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

D. SHARE HOLDING PATTERN

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year 01/04/2016 | | | | No. of Shares held at the end of the year 31/03/2017 | | | | % Change during the year |
|----------------------------|--|----------|-------------------|-------------------|--|----------|-------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. PROMOTER'S | | | | | | | | | |
| (1). INDIAN | | | | | | | | | |
| (a). Individual | 7,900,738 | 0 | 7,900,738 | 19.70 | 8,236,238 | 0 | 8,236,238 | 20.54 | 0.84 |
| (b). Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (c). State Govt(s). | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d). Bodies Corpp. | 9,925,098 | 0 | 9,925,098 | 24.75 | 9,925,098 | 0 | 9,925,098 | 24.75 | 0.00 |
| (e). FIINS / BANKS. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (f). Any Other | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (A) (1):- | 17,825,836 | 0 | 17,825,836 | 44.46 | 18,161,336 | 0 | 18,161,336 | 45.29 | 0.84 |

| Category of Shareholders | No. of Shares held at the beginning of the year 01/04/2016 | | | | No. of Shares held at the end of the year 31/03/2017 | | | | % Change during the year |
|--|--|----------------|-------------------|-------------------|--|----------------|-------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (2). FOREIGN | | | | | | | | | |
| (a). Individual NRI / For Ind | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (b). Other Individual | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c). Bodies Corporates | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (d). Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (e). Qualified Foreign Investor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (f). Any Other Specify | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A) (2):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 17,825,836 | 0 | 17,825,836 | 44.46 | 18,161,336 | 0 | 18,161,336 | 45.29 | 0.84 |
| (B) (1). PUBLIC SHAREHOLDING | | | | | | | | | |
| (a). Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| (b). Banks / FI | 711175 | 0 | 711175 | 1.77 | 11336 | 0 | 11336 | 0.03 | (1.75) |
| (c). Central Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (d). State Govt. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (e). Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (f). Insurance Companies | 2,790,000 | 0 | 2,790,000 | 6.96 | 1,313,092 | 0 | 1,313,092 | 3.27 | (3.68) |
| (g). FIs | 2,228,531 | 0 | 2,228,531 | 5.56 | 3,635,201 | 0 | 3,635,201 | 9.07 | 3.51 |
| (h). Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (i). Others (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (B)(1):- | 5,729,706 | 0 | 5,729,706 | 14.29 | 4,959,629 | 0 | 4,959,629 | 12.37 | (1.92) |
| 2. Non-Institutions | | | | | | | | | |
| (a). BODIES CORP. | | | | | | | | | |
| (i). Indian | 13,027,371 | 6800 | 13,034,171 | 32.51 | 10,637,547 | 6600 | 10,644,147 | 26.55 | (5.96) |
| (ii). Overseas | | | | | | | | | |
| (b). Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto ₹ 1 lakh | 1,013,340 | 598,022 | 1,611,362 | 4.02 | 2,018,814 | 566,322 | 2,585,136 | 6.45 | 2.43 |
| (ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 848,250 | 95,600 | 943,850 | 2.35 | 1,801,225 | 125,600 | 1,926,825 | 4.81 | 2.45 |
| (c). Other (specify) | | | | | | | | | |
| Non Resident Indians | 239,539 | 0 | 239,539 | 0.60 | 405,446 | 0 | 405,446 | 1.01 | 0.41 |
| Overseas Corporate Bodies | 713,336 | 0 | 713,336 | 1.78 | 0 | 0 | 0 | 0.00 | (1.78) |
| Clearing Members | 0 | 0 | 0 | 0.00 | 1415076 | 200 | 1415276 | 3.53 | 3.53 |
| NBFC | 0 | 0 | 0 | 0.00 | 5 | 0 | 5 | 0.00 | 0.00 |
| Sub-total (B)(2):- | 15,841,836 | 700,422 | 16,542,258 | 41.25 | 16,278,113 | 698,722 | 16,976,835 | 42.34 | 1.08 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 21,571,542 | 700,422 | 22,271,964 | 55.54 | 21,237,742 | 698,722 | 21,936,464 | 54.70 | (0.84) |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0 |
| Grand Total (A+B+C) | 39,397,378 | 700,422 | 40,097,800 | 100.00 | 39,399,078 | 698,722 | 40,097,800 | 100.00 | 0 |

Directors' Report

(ii) Shareholding of Promoters

| SR No. | Shareholder's Name | Shareholding at the beginning of the year 01/04/2016 | | | Share holding at the end of the Year 31/03/2017 | | | % change in share holding during the year |
|--------------|--------------------------------------|--|----------------------------------|---|---|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | No of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | No. of Shares Pledged / encumbered to total shares | |
| 1 | Hotel Relax Private Ltd. | 8,925,098 | 22.26 | 0 | 8,925,098 | 22.26 | 0 | 0.00 |
| 2 | Choice Capital Advisors Private Ltd. | 1,000,000 | 2.49 | 0 | 1,000,000 | 2.49 | 0 | 0.00 |
| 3 | Vinita Sunil Patodia | 4,658,340 | 11.62 | 500,000 | 4,658,340 | 11.62 | 500,000 | 0.00 |
| 4 | Anil Chothmal Patodia | 1,019,000 | 2.54 | 0 | 1,354,500 | 3.38 | 0 | 0.84 |
| 5 | Arunkumar Poddar | 570,888 | 1.42 | 520,000 | 570,888 | 1.42 | 0 | 0.00 |
| 6 | Archana Anil Patodia | 549,150 | 1.37 | 0 | 549,150 | 1.37 | 0 | 0.00 |
| 7 | Kamal Poddar | 350,000 | 0.87 | 0 | 350,000 | 0.87 | 0 | 0.00 |
| 8 | Hemlata Kamal Poddar | 340,000 | 0.85 | 0 | 340,000 | 0.85 | 0 | 0.00 |
| 9 | Anil Chothmal (HUF) | 43,360 | 0.11 | 0 | 43,360 | 0.11 | 0 | 0.00 |
| 10 | Aayush Anil Patodia | 370,000 | 0.92 | 0 | 370,000 | 0.92 | 0 | 0.00 |
| Total | | 17,825,836 | 44.46 | 1,020,000 | 18,161,336 | 45.29 | 500,000 | 0.84 |

(iii) Change in Promoter's Shareholding

| Sr. No | Name of Promoter | Date of Event | Shareholding at the Beginning of the Year | | Cumulative Shareholding during the year | |
|----------|-------------------------------|---------------|---|----------------------------------|---|----------------------------------|
| | | | No. of Shares | % of total shares of the Company | No. of Shares | % of total shares of the Company |
| 1 | Anil Patodia | | | | | |
| | At the Beginning of the Year | | 1019000 | 2.54 | 1,019,000 | 2.54 |
| | Purchase of share | 09-09-2016 | 60000 | 0.14 | 1,079,000 | 2.69 |
| | Purchase of share | 23-09-2016 | 20000 | 0.05 | 1,099,000 | 2.74 |
| | Purchase of share | 30-09-2016 | 132000 | 0.33 | 1,231,000 | 3.07 |
| | Purchase of share | 25-11-2016 | 35000 | 0.09 | 1,266,000 | 3.16 |
| | Purchase of share | 09-12-2016 | 58500 | 0.14 | 1,324,500 | 3.30 |
| | Purchase of share | 16-12-2016 | 30000 | 0.07 | 1,354,500 | 3.38 |
| | At the end of the year | | | | 1,354,500 | 3.38 |

(iv) Shareholding of top ten shareholders

| Sr. No | Top 10 Shareholders | Shareholding at the beginning of the year (01-04-2016) | | Brought during the year | Sold during the year | shareholding at the end of the year (31-03-2017) | |
|--------|--|--|----------------------------------|-------------------------|----------------------|--|----------------------------------|
| | | No. of Shares | % of total shares of the Company | | | No. of Shares | % of total shares of the Company |
| 1 | Modern Trading Business Private Ltd | 2,499,948 | 6.23 | 7,849,400 | 7,197,348 | 3,152,000 | 7.86 |
| 2 | Florence Agrofoods Private Limited | 1,610,000 | 4.02 | 2,440,000 | 2,140,000 | 1,910,000 | 4.76 |
| 3 | National Westminster Bank Plc as Trustee of the Jupiter India Fund | 1,395,000 | 3.48 | 23,399 | 0 | 1,418,399 | 3.54 |
| 4 | General Insurance Corporation Of India | 1,800,000 | 4.49 | 0 | 488,487 | 1,311,513 | 3.27 |
| 5 | Manasvi Consultancy Private Limited | 817,238 | 2.04 | 289,590 | 350,078 | 756,750 | 1.89 |
| 6 | Chartered Capital Research Private Limited | 762,275 | 1.90 | 571,798 | 699,043 | 635,030 | 1.58 |
| 7 | Darshanik Valueserve Private Limited | 268,924 | 0.67 | 715,000 | 355,000 | 628,924 | 1.57 |
| 8 | Jupiter South Asia Investment Company | 605,000 | 1.51 | 0 | 0 | 605,000 | 1.51 |
| 9 | Grandeur Peak Emerging Markets | 0 | 0.00 | 568,000 | 0 | 568,000 | 1.42 |
| 10 | Emma Auto Ancillary Private Limited | 518,270 | 1.29 | 0 | 0 | 518,270 | 1.29 |

(v) Shareholding of Directors and Key Managerial Personnel:

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

V. INDEBTEDNESS

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|-------------------------------------|-----------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 38,269,083 | | | 38,269,083 |
| ii) Interest due but not paid | 427,465 | | | 427,465 |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | 38,696,548 | | | 38,696,548 |
| Change in Indebtedness during the financial year | | | | |
| ● Addition | | | | |
| ● Reduction | (21,817,533) | | | (21,817,533) |
| Net Change | (21,817,533) | | | (21,817,533) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 16,700,066 | | | 16,700,066 |
| ii) Interest due but not paid | 178,949 | | | 178,949 |
| iii) Interest accrued but not | | | | |
| Total (i+ii+iii) | 16,879,015 | | | 16,879,015 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| Sr. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | Total Amount |
|---------|---|--|------------------|------------------|
| | | Mr. Anil Patodia | | |
| 1 | Gross salary | | 4,400,000 | 4,400,000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | - | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | - | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | - | |
| 2 | Stock Option | | - | |
| 3 | Sweat Equity | | - | |
| 4 | Commission | | - | |
| | - as % of profit | | - | |
| | - others, specify... | | - | |
| 5 | Others, please specify | | - | |
| | Total (A) | | 4,400,000 | 4,400,000 |
| | Ceiling as per the Act | It is in accordance within the ceiling as specified under section 197 of the companies Act,2013. | | |

B. Remuneration to other directors:

| Particulars of Remuneration | Name of Directors Manager | | | | | Total Amount |
|--|---------------------------|------------------|--------------------|------------------|-------------------|--------------|
| | Mr. Bharat Thakkar | Mr. Ramesh Vohra | Mr. Ramratan Bajaj | Mrs. Sudha Gupta | Mr. Sandeep Singh | |
| 1. Independent Directors | | | | | | |
| ● Fee for attending board / committee meetings | 20,000 | 40,000 | 40,000 | 40,000 | 40,000 | 180,000 |
| ● Commission | | | | | | |
| ● Others, please specify | | | | | | |
| Total (1) | 20,000 | 40,000 | 40,000 | 40,000 | 40,000 | 180,000 |

Directors' Report

| Particulars of Remuneration | Name of Directors Manager | | | | | Total Amount |
|--|--|------------------|--------------------|------------------|-------------------|----------------|
| | Mr. Bharat Thakkar | Mr. Ramesh Vohra | Mr. Ramratan Bajaj | Mrs. Sudha Gupta | Mr. Sandeep Singh | |
| 2. Other Non-Executive Directors | | | | | | |
| ● Fee for attending board / committee meetings | | | | | | |
| ● Commission | | | | | | |
| ● Others, please specify | | | | | | |
| Total (2) | | | | | | |
| Total (B)=(1+2) | 20,000 | 40,000 | 40,000 | 40,000 | 40,000 | 180,000 |
| Total Managerial Remuneration | 20,000 | 40,000 | 40,000 | 40,000 | 40,000 | 180,000 |
| Overall Ceiling as per the Act | It is in accordance with the ceiling as specified under section 197 of the Companies Act, 2013 | | | | | |

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

| Sr No. | Particulars of Remuneration | Key Managerial Personnel | | | Total |
|--------|---|--------------------------|-------------------|------------------|------------------|
| | | CEO | Company Secretary | CFO | |
| 1 | Gross salary | | 273,320 | 1,200,000 | 1,473,320 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | | - | - | - |
| 2 | Stock Option | | | | |
| 3 | Sweat Equity | | | | |
| 4 | Commission | | | | |
| | - as % of profit | | | | |
| | - others, specify | | | | |
| | Others, please specify | | | | |
| | Total | | 273,320 | 1,200,000 | 1,473,320 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority [RD / NCLT/ COURT] | Authority [RD / NCLT/ COURT] |
|-------------------------------------|------------------------------|-------------------|--|------------------------------|------------------------------|
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. Other Officers in Default | | | No Penalties, Punishment or Compounding of offences | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

Annexure “B” to the Directors Report

SECRETARIAL AUDIT REPORT

Form No. MR-3

(For the financial year ended 31st March, 2017)

[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, 2017 (“Audit Period”), the Company has, 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, 2017 according to the provisions of undenoted Acts, regulations and guidelines as applicable to the Company:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (Not Applicable).

- (v) The following Regulations and guidelines prescribed under Securities and Exchange Board of India Act, 1992(‘SEBI Act’)
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable, since the Company did not issue any securities during the financial year under review**);
 - (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not Applicable, since the Company has not granted any option to its employees during the financial year under review**);
 - (c) The Securities and Exchange Board of India (Share based employee Benefit) Regulation 2014 (**Not applicable**);
 - (d) 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**);
 - (e) 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**);
 - (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable, as the Company has not bought any of its securities during the financial year under review**);

(vi) **OTHER APPLICABLE ACTS,**

- (a) The Provident Funds Act.
- (b) Food Safety and Standards Act, 2006 (Central Government).
- (c) Shops & Establishments Act, 1973.
- (d) Luxuries (in Hotels and Lodging House Act), 1969.
- (e) Lifts and Escalators Act, 1939 / Elevators and Lifts Act, 2002

Directors' Report

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 and made effective from 1st July, 2015.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and the uniform listing agreement entered with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable with effect from 1st December, 2015). The Company has complied with the rules made thereunder.

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 at least 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 unanimously.

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.

For Suman Sureka & Associates

Sd/-

Suman Maurarilal Sureka

Place: Mumbai
Date: August 10, 2017

Proprietor
FCS No. 6842 C.P.No- 4892

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

Annexure “A” to Secretarial Audit Report

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, 2017 is to be read along with this letter.

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

For Suman Sureka & Associates

Sd/-
Suman Maurarilal Sureka

Place: Mumbai
Date: August 10, 2017

Proprietor
FCS No. 6842 C.P.No- 4892

*Directors' Report**Annexure "C" to the Directors Report***REPORT ON CORPORATE SOCIAL RESPONSIBILITY****Corporate Social Responsibility of the Company and its Policy**

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

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

Composition of Committee

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

Total amount spent for the financial year:

| Particulars | Amount (₹ in lakhs) |
|--|---------------------|
| Avg.net profit of three years | 2,876.11 |
| 2% of Avg. net profits as per Sec 135 of Companies Act, 2013 | 57.52 |
| Amount spent on CSR Activities | 62.12 |
| Amount unspent | Nil |

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

| (1) Sr. No | (2) CSR project or activity Identified. | (3) Sector in which the Project is Covered | (4) Location of Projects or programmes | (5) Amount outlay (budget) project or programmes wise (₹ in Lakhs) | (6) Amount spent on project or programmes wise (₹ in Lakhs) | (7) Cumulative expenditure upto the reporting period March 31, 2017 (₹ in Lakhs) | (8) Amount spent: Direct or through implementing agency |
|---------------|--|---|---|---|--|---|---|
| 1 | Health awareness/ Medical | Health | Mumbai | 5.00 | 5.74 | 5.74 | Directly as well as Lions club, Mumbai |
| 2 | Distribution of food items Slum | Health | Mumbai | 4.00 | 3.87 | 3.87 | Directly as well as Jiganam foundation, Mumbai |
| 3 | Mid-day Meal | Education | Mumbai | 13.00 | 13.30 | 13.30 | Through Navarushti International Trust |
| 4 | Promotion of Education | Education | Mumbai | 30.00 | 28.09 | 28.09 | Directly as well as through Bharat Swabhimani Trust, Mumbai |
| 5 | Environment | Environment | Mumbai | 8.00 | 11.12 | 11.12 | Through Hindu Spritual & Service Fair |
| | | | | 60 | 62.12 | 62.12 | |

CSR committee Responsibility statement:

The CSR Committee confirms that the implementation and monitoring of the CSR Policy, is in compliance with the CSR objectives and Policy of the Company

Sd/-

Anil Patodia

Managing Director and Chairman CSR Committee

DIN: 00073993

Date: August 10, 2017

Place: Thane

Management Discussion and Analysis



FORWARD LOOKING STATEMENT

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.

These financial statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014. The management of The Byke Hospitality Limited has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit for the year.



This financial year 2016-17 was remarkable for the Indian economy, as it emerged as one of the best performing economies globally with a GDP growth of 7.1% despite demonetisation.

The following discussions on our financial condition and result of operations should be read together with our audited financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "The Byke" are to The Byke Hospitality Limited.

ECONOMIC AND SECTOR OVERVIEW

This financial year 2016-17 was remarkable for the Indian economy, as it emerged as one of the best performing economies globally with a GDP growth of 7.1% despite demonetisation.

The Indian travel and tourism industry has emerged as the largest service sector in India. According to a report released by Indian Brand Equity Foundation (IBEF), the industry has moved up 13 positions to 52nd rank from 65th in Tourism & Travel competitive index. The travel and tourism sector in India is estimated to account 9% of total employment opportunities generated in the country, providing employment to 38.4

million people. The number is expected to rise by 2% annum to 46.42 million jobs by 2026.

In India, the sector's direct contribution to GDP is expected to grow by 7.9% per annum during 2017–26. The number of Foreign Tourist Arrivals (FTAs) in April 2017 was 7.40 lakh as compared to FTAs of 5.99 lakh in April 2016 and 5.42 lakh in April 2015. The growth rate in FTAs in April 2017 over April 2016 was 23.5% compared to 10.7 % in April 2016 over April 2015.

In the Union Budget 2016-17 the government announced significant measures to give the tourism industry an impetus. The budget stressed on the importance of the tourism sector as a significant employment generator and the multiplier affect it produces by generating indirect employment. The tourism ministry got 16% hike in the Union Budget with an allocation of ₹ 18.4 billion.

Tourism and hospitality is included as one of the 25 focus sectors under the government's 'Make in India' initiative, which aims to 'transform India into a global design and manufacturing hub'.

According to the Harvard Business School (HBS) report the occupancy levels reached the mark of 65% for the financial year 2016-17, by which it is evident that there is a pickup in the industry and it will augur to our growth forward.

BUSINESS OVERVIEW

Byke is an established brand in the mid-market segment; the company is well placed to benefit from the surging middle class population and growing disposable income, which is expected to lead to higher spending on tourism. The Company has a unique "asset-light" business model which allows it to leverage high profitability from a low capital. Also, it targets niche vegetarian segment where all its restaurants and banquets serve vegetarian food.

The business can be broadly classified into two segments: Owned & Leased (O&L) and Room Chartering (RC).

Own + Lease Business:

Under this business, the Company operates nine properties; of which 1 is owned (Byke Heritage, Matheran) and 8 are on a long-term lease under the "Byke" brand. Byke acquires properties on operating lease basis on a long-term basis (15-20 years). The refurbishment and rebranding is done during the rent free period of 3-6 months and re-branded under "Byke". Thereafter, the focus is on improving the profitability through better management, better marketing and distribution network and utilizing the full potential of F&B and events in these properties.



The Company sold 5,96,000 room nights (up from 4,90,877 in FY16) across around 60 cities in India.

In FY17, the property in Udaipur, Byke Riddhi Inn, became operational. The property has 52 rooms, banquet hall, conference room & party hall. Udaipur is a very prominent tourist location and also for destination weddings. During the year, one property was added each in Borivali and Jaipur. The Byke Grassfield Riviera (Jaipur) has 80 rooms and targets religious and leisure tourists, the Hotel Delotel (Mumbai) has 40 rooms and targets high density residential population for corporate and social events.

The company exited three of the properties - Byke Sunflower, Byke Vijaya and Byke Hidden Paradise - as there were not in line with our strategy to focus on larger properties going forward and not consistent with the other properties. Byke Sunflower is the owned property hence it has been leased out.

As on March 2017, the Company had 733 rooms under management under 9 properties.

Room Chartering Business:

Under this business, the Company charters third-party rooms at popular tourist and religious destinations across India during the location specific peak seasons. It leverages the pan India network of over 300 agents to successfully sell them. The business is scalable and gives flexibility to Byke in terms of properties and locations. Also, the segment helps in acquisition of new properties for the hotel segment based on tourist demand and attractions.

In FY17, the Company sold 5,96,000 room nights (up from 4,90,877 in FY16) across around 60 cities in India.

Key Highlights:

- Featured in Forbes Asia's "Best under a Billion" list for two consecutive years in a row
- Forbes Asia June 2016 issue featured Chairman & Managing Director, Mr. Anil Patodia's thoughts and future plans for the Company

FINANCIAL OVERVIEW

The Byke with its strategic planning and dynamic leadership has seen an exponential growth in the past few years. Continuing the growth momentum, the Company's performance in FY17 has been as below.

Management Discussion and Analysis

- Revenue at ₹ 270 crores in FY17 against ₹ 231 crores in the corresponding period of previous year, y-o-y growth of 17%
- Owned & Leased (O&L) division clocked Revenue of ₹ 132 crores (~49% of total income) The break up is:
 - Rooms – ₹ 62 crores (~47% of O&L Revenue)
 - Food & Beverages (F&B) (including restaurants & bars) and Events Revenue – ₹ 70 crores (~53% of O&L Revenue)
- Room Chartering division recorded a revenue of ~₹ 138 crores (~51% of total income)
- EBITDA at ₹ 62 crores (y-o-y growth of 18%) with EBITDA Margin of 23%
- PAT at ₹ 32 crores; PAT Margin of 12%

RESOURCES AND LIQUIDITY

As on March 31, 2017, the net worth stood at ₹148 crores and the debt was at ₹ 6 crores

The cash and cash equivalents at the end of March 31, 2017 was ₹ 4 crores

The net debt to equity ratio of the Company stood at 0.04 as on March 31, 2017

RISK MANAGEMENT

The Managing Board is responsible for risk management in the company; it has implemented a risk management system. The aim of the system is to ensure that the extent to which the company's strategic and operational objectives are being achieved is understood, that the company's reporting is reliable and that the company complies with relevant laws and regulations.

Risk Management System has been designed to achieve maximum integration of the risk management process in the normal business processes. It provides for risk assessment tools, controls for risks that commonly occur in the company and monitoring and reporting procedures and systems.

The Company faces the following risks:

Competition: The hospitality sector presents immense growth opportunity thereby attracting strong from hotel majors.

Mitigant: Byke is present in the mid-market segment which faces low competition from branded hotels. Byke has created a strong brand in this segment.

Industry slowdown: Any industry slowdown in terms of reduced occupancy and ARR's would impact the business of the company.

Mitigant: 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's and occupancy levels by extensively improving its service standards

Natural calamities: Any natural calamity in a region where Byke is present could adversely impact the business.

Mitigant: Byke has been rapidly expanding its portfolio across India. In the room chartering business, it is present in over 60 cities. Thus pan-India presence lowers the risk.

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. Regular assessments and audits help ensure that every operating unit consistently implements the controls and standards.

The Company has robust internal control systems and procedures. The Audit Committee of the Board oversees the adequacy of the internal control environment through regular reviews of the audit findings and monitoring implementations of internal audit recommendations through the compliance reports submitted to them.

HUMAN RESOURCES

The Company has Human Relations and Industrial Relations policies in force. These are reviewed and updated regularly in line with the Company's strategic plans. The Human Relations team continually conducts training programs for the development of employees.

The Company aims to develop the potential of every individual associated with the Company as a part of its business goal. Respecting the experienced and mentoring the young talent has been the bedrock for the Company's successful growth. The Company's employees' age bracket represents a healthy mix of experienced and willing-to-experience employees.

Human resources are the principal drivers of change. They push the levers that take futuristic businesses to the next level of excellence and achievement. The Company focuses on providing individual development and growth in a work culture that enables cross-pollination of ideas, ensures high performance and remains empowering.

As on March 31, 2017, the Company had a total workforce of 305 people.

CORPORATE SOCIAL RESPONSIBILITY

The Management of The Byke Hospitality Limited believes in taking the environment and social responsibility sincerely and undertakes to play an active role in contribution towards the society. It endeavours to integrate community development, social responsibility and environmental sustainability into its CSR strategy and formalize the integration of sustainability into its business practices.

In pursuance of Section 135 of the Companies Act, 2013 the Company has put in place a formal CSR Policy. At the core, the endeavor is to evolve the eco-system the Company operates in. The Company believes in the concept of inclusive growth by reaching out and empowering the community

Some of the Key CSR Initiatives undertaken by the company during FY17 as discussed below:

Health and Community Welfare: The Company regularly carries out blood donation and medical check-up camps, awareness sessions in the areas of health, natural remedies, and cancer awareness program to benefit the local communities in which it operates. In the area of community welfare, it engaged with several children homes and old-age homes, and provided basic amenities and infrastructural support such as water heaters, refrigerators, blankets and bed sheets.

Education, Skill Development and Livelihood: The Company has adopted rural schools and anganwadis, renovated their infrastructure and strengthened basic amenities at several of its resort locations. Other than these, educational material and amenities are regularly provided to underprivileged students and schools. During the year, the Company has distributed sewing machines to women so as to support skill development and generate livelihood.

Environment: Over 10,000 trees were planted in Maharashtra, Goa, Jaipur, and Manali during the year in its an initiative of tree plantation. The Company responded with great resolve to the 'Swachh Bharat Abhiyaan' of the Government, and almost all resort locations carried out cleanliness drives in their vicinity.

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

GROWTH STRATEGY AND OUTLOOK

Byke is now an established brand in the mid-market segment. 'Byke' as a brand promises affordability with quality. With the adoption of the "asset-light" strategy in 2011, the Company has aggressively added rooms in both the lease and room chartering businesses.

From 182 rooms under management during FY11 to 733 during FY17, the O&L segment is growing steadily. There has been a steady increase in the Occupancy level and Average Room Rent (ARR). The average occupancy in O&L business has been steadily increasing – from 61% in FY12 to 65% in FY17. Though the occupancy remained constant at 65% in FY17 (same as 65% in FY16), this has been largely due to addition of new Hotel Byke Riddhi Inn. The ARR has increased to ₹ 3,788 in FY17 from ₹ 2,768 in FY12, a CAGR of 8%.

Going forward the focus is on acquiring larger properties and adding room inventories pan-india under the lease model reaching 25 properties by 2020.

The room chartering business has grown from 105,950 room-nights purchased in FY11 to 5,96,000 in FY17, nearly 6 times in size. The occupancy level was 95% in FY17. The chartering business would continue to be strategic for the Company as it gives insights into tourist trends and also helps identify locations to expand.

Report on Corporate Governance



The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement with Stock Exchanges ('Listing Regulations').

COMPANY'S PHILOSOPHY

The Byke Hospitality Limited (TBHL) has been very determined to have put in place a formalized system of Corporate Governance. Its governance framework enjoins the highest standards of ethical and responsible conduct of business to create value for all stakeholders.

Our corporate governance is a reflection of our value system encompassing our culture, policies and relationship with our stakeholders.

The Company firmly believes in and continues to practice good corporate governance. Corporate governance seeks to raise the standards of corporate management, strengthens the Board systems, significantly increase its effectiveness and ultimately serve the objective of maximising the shareholders' value. The philosophy of the Company is in consonance with the accepted principles of good governance.

TBHL's Corporate Governance structure, systems and processes are based on two core principles:

- (i) Management must have the executive freedom to drive the enterprise forward without undue restraints, and
- (ii) This freedom of management should be exercised within a framework of effective accountability.

The Company believes that the practice of each of these creates the right corporate culture that fulfills the true purpose of Corporate Governance.

Trusteeship recognizes that large corporations, which represent a coalition of interests, namely those of the shareholders, other providers of capital, business associates and employees, have both an economic and a social purpose, thereby casting the responsibility on the Board of Directors to protect and enhance shareholder value, as well as fulfill obligations to other stakeholders. Inherent in the concept of trusteeship is the responsibility to ensure equity, namely, that the rights of all shareholders, large or small, are protected.

Transparency means explaining the Company's policies and actions to those to whom it has responsibilities. Externally, this means maximum appropriate disclosures without jeopardizing the Company's strategic interests and internally, this means openness in the Company's relationship with its employees and in the conduct of its business. TBHL believes transparency enhances accountability.

Ethical Corporate Citizenship means setting exemplary standards of ethical behavior, both internally within the organization, as well as in external relationships. TBHL believes that unethical behavior corrupts organizational culture and undermines stakeholder value. Governance processes in TBHL continuously reinforce and help realize the Company's belief in ethical corporate citizenship.

Empowerment is a process of unleashing creativity and innovation throughout the organization by truly vesting decision-making powers at

the most appropriate levels and as close to the scene of action as feasible, thereby helping actualize the potential of its employees.

Control ensure that freedom of management is exercised within a framework of checks and balances and is designed to prevent misuse of power, facilitate timely management of change and ensure effective management of risks.

The Company has adopted various codes and policies to carry out its duties in an ethical manner. Some of these codes and policies are

- (i) Code of Conduct for Directors and Senior Management,
- (ii) Code of practices and procedures for fair disclosure of unpublished price sensitive information,
- (iii) Whistle Blower Policy,

- (iv) Policy on Related Party Transactions,
- (v) Corporate Social Responsibility Policy etc.

At a macro level, our governance philosophy rests on five basic tenets, viz., Board accountability to the Company and shareholders, strategic guidance and effective monitoring by the Board, protection of minority interests and rights, equitable treatment of all shareholders as well as superior transparency and timely disclosures.

The Company firmly believes in and continues to practice good corporate governance. Corporate governance seeks to raise the standards of corporate management, strengthens the Board systems, significantly increase its effectiveness and ultimately serve the objective of maximizing the shareholders' value.

BOARD OF DIRECTORS:

1. Composition of the Board

As on March 31, 2017 the company has twelve directors out of which three are Executive Director, three are Non-Executive Director and Six are Non-Executive Independent Director. The Composition of the Board of Director is in conformity with requirement of Regulation 17 SEBI (LODR) Regulations, 2015. The profiles of the directors are available on the Company's Website i.e. www.thebyke.com. Mr. Anil Patodia, Executive Director is the Chairman of the Company. Mrs. Archana Patodia as Non-Executive Director and Mrs. Sudha Gupta as Independent Director are the Woman Directors on the Board.

| Category | No. of Directors | Percentage to total no. of directors |
|--------------------------------------|------------------|--------------------------------------|
| Executive Directors | 3 | 25 |
| Non- Executive Independent Directors | 6 | 50 |
| Other Non-Executive Directors | 3 | 25 |
| Total | 12 | 100 |

| Name of the Director | Category of Directors | No. of Directorship and Committee membership/ Chairmanships in other Indian Public Companies | | | No. of Shares held | Attendance Particulars | | |
|------------------------|---|--|--------|----------|--------------------|----------------------------|--------------------------------|------------------------|
| | | Director | Member | Chairman | | No. of Board Meetings Held | No. of Board Meetings attended | Attendance at last AGM |
| Mr. Anil Patodia | Managing Director | NIL | NIL | NIL | 1,354,500 | 4 | 4 | Yes |
| Mrs. Archana Patodia | Non-Executive Director | NIL | NIL | NIL | 549,150 | 4 | 4 | Yes |
| Mr. Pramod Patodia | Executive Director | NIL | NIL | NIL | NIL | 4 | 2 | No |
| Mr. Vikash Agarwal | Non-Executive Director | NIL | NIL | NIL | NIL | 4 | 4 | Yes |
| Mr. S.N. Sharma | Non-Executive Director | NIL | NIL | NIL | NIL | 4 | 3 | Yes |
| Mr. Ram Ratan Bajaj | Independent Director | NIL | NIL | NIL | NIL | 4 | 4 | Yes |
| Mr. Ramesh Vohra | Independent Director | NIL | NIL | NIL | NIL | 4 | 4 | Yes |
| Mr. Bharat Thakkar | Independent Director | 1 | 1 | NIL | NIL | 4 | 2 | Yes |
| Mr. Sandeep Singh | Independent Director | 2 | 2 | NIL | NIL | 4 | 4 | Yes |
| Mrs. Sudha Gupta | Independent Director | 2 | 1 | NIL | NIL | 4 | 4 | Yes |
| Mr. Mihir Sarkar | Executive Director (Additional Director) | NIL | NIL | NIL | NIL | NA | NA | NA |
| Mr. Dinesh Kumar Goyal | Independent Director (Additional Director) | 1 | NIL | NIL | NIL | NA | NA | NA |

*Mr. Mihir Sarkar & Mr. Dinesh Kumar Goyal were appointed as additional director in the capacity of Executive Director & Non-Executive Independent Director respectively with effect from February 13, 2017.

Note: The directorship held by directors as mentioned above, do not include directorship in The Byke Hospitality Limited, in Private Companies and in foreign Companies.

Report on Corporate Governance

2. Meetings and Attendance:

During the year 2016-17 Board met four times in a year. The intervening period between two Board meetings did not exceed 120 days. The agenda along with the explanatory notes are sent in advance to the directors.

During the financial year ended 31st March, 2017, four meetings of the Board were held, as follows:

| Sr. No | Date | Board Strength | No. of directors present |
|--------|-------------------|----------------|--------------------------|
| 1 | May 20, 2016 | 10 | 8 |
| 2 | August 03, 2016 | 10 | 10 |
| 3 | November 09, 2016 | 10 | 8 |
| 4 | February 13, 2017 | 10 | 9 |

None of the Directors hold directorships in more than ten public companies. Further, none of them serve as members of more than 10 Committees nor they are Chairman of more than 5 Committees, as per the requirements of the Listing Agreement.

Details of equity shares of the Company held by the directors as on March 31, 2017 are given below:

| Name | Category | Number of Equity Shares |
|----------------------|------------------------|-------------------------|
| Mr. Anil Patodia | Managing Director | 1,354,500 |
| Mrs. Archana Patodia | Non-Executive Director | 549,150 |

3. 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.

4. Performance Evaluation

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

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

In a separate meeting of Independent directors which was held on March 21, 2017, performance of non-independent and the board as whole was evaluated, taking into account the views of executive

directors and non-executive directors. Performance evaluation of Independent director was done by the entire board, excluding the independent director being evaluated.

5. Appointment and Meeting of Independent Directors:

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

Terms and conditions of Independent director's appointment are available on Company's website www.thebyke.com.

During the year, The Independent Directors meeting was held on March 21, 2017 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the board.

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

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

7. Code of Conduct:

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

COMMITTEES OF THE BOARD

1. Audit Committee:

- **Composition-** The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with section 177 of the Act. The Audit Committee presently comprises four Directors, three of whom are Independent Directors. The Chairman of the Committee is an Independent Director.

All members of the Audit Committee have accounting and financial management expertise. The Chairman of the Audit

Committee, CA Ram Ratan Bajaj, a Chartered Accountant, is a renowned financial professional in the industry and possessed strong accounting and financial management expertise. Ms. Neha Mankame Company Secretary of the Company act as Secretary of the Committee.

● **Meetings and Attendance-**

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

| Sr. No | Date | Committee Strength | Number of Members Present |
|--------|----------------------|--------------------|---------------------------|
| 1 | 20th May, 2016 | 4 | 3 |
| 2 | 03rd August, 2016 | 4 | 4 |
| 3 | 09th November, 2016 | 4 | 4 |
| 4 | 13th February , 2017 | 4 | 3 |

Attendance of Audit Committee Meetings during the financial year

| Director | Category | Number of Meetings Attended during the year |
|-------------------------------|------------------------------------|---|
| CA Ram Ratan Bajaj - Chairman | Non-Executive Independent Director | 4 |
| Mr. Bharat Thakkar - Member | Non-Executive Independent Director | 2 |
| Mr. Sandeep Singh - Member | Non-Executive Independent Director | 4 |
| Mr. Anil Patodia - Member | Executive Director | 4 |

● **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;

(f) To evaluate the Company's internal financial controls and risk management systems;

(g) 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;

(h) To review the following:

- Management discussion and analysis of financial condition and results of operations;
- Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
- Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;
- System for storage, retrieval, security etc. of books of account maintained in the electronic form;
- Functioning of Whistle Blower mechanism in the Company

2. Stakeholder & Relationship Committee:

Composition: The Stakeholder's Relationship Committee of the company is constituted in line with the provision of Regulation 20 of SEBI Listing Regulations, read with section 178 of the Act. The Stakeholder's Relationship Committee presently comprises four Directors, two of whom are Independent Directors. The Chairman of the Committee is an Independent Director. Ms. Neha Mankame Company Secretary of the Company acts as Secretary to the Committee.

Report on Corporate Governance

- **Meetings and Attendance-**

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

| Sr. No | Date | Committee Strength | Number of Members Present |
|--------|---------------------|--------------------|---------------------------|
| 1 | 20th May, 2016 | 4 | 3 |
| 2 | 03rd August, 2016 | 4 | 4 |
| 3 | 09th November, 2016 | 4 | 3 |
| 4 | 13th February, 2017 | 4 | 3 |

Attendance of Stakeholder & Relationship Committee Meetings during the financial year

| Director | Category | Number of Meetings Attended during the year |
|-------------------------------------|---------------------------------------|---|
| Mr. Bharat Thakkar Chairman | Non-Executive Independent Director | 2 |
| Mr. Sandeep Singh - Member | Non-Executive Independent Director | 4 |
| Mr. Satyanarayan Sharma - Member | Non-Executive Director | 3 |
| Mr. Anil Patodia - Member | Executive Director | 4 |

- **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 5 complaints which were duly resolved.

3. Nomination and Remuneration Committee:

Composition: The Nomination and Remuneration Committee of the company is constituted in line with the provision of Regulation 19 of SEBI Listing Regulations, read with section 178 of the Act. The Nomination and Remuneration Committee presently comprises three Non- Executive Independent Directors. Ms. Neha Mankame Company Secretary of the Company acts as Secretary to the Committee.

- **Meetings and Attendance-**

During the year, three meetings of the Nomination & Remuneration Committee Meeting were held, as follows:

| Sr. No | Date | Committee Strength | Number of Members Present |
|--------|---------------------|--------------------|---------------------------|
| 1 | 20th May, 2016 | 3 | 2 |
| 2 | 03rd August, 2016 | 3 | 3 |
| 3 | 13th February, 2017 | 3 | 2 |

Attendance of Nomination and Remuneration Committee Meetings during the financial year

| Director | Category | Number of Meetings Attended during the year |
|--------------------------------|---------------------------------------|---|
| Mr. Ramesh Vohra - Chairman | Non-Executive Independent Director | 3 |
| CA Ram Ratan Bajaj - Member | Non-Executive Independent Director | 3 |
| Mr. Bharat Thakkar - Member | Non-Executive Independent Director | 1 |

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

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

- Recommend to the Board the remuneration policy for Directors, Executive team or Key Managerial Personnel as well as the rest of the employees.
- 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).
- Provide guidelines for remuneration of Directors on material subsidiaries.
- 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.

● **Details of the Remuneration for the year ended March 31, 2017:**

a) **Independent Directors:**

Independent Directors were paid a sitting fee of ₹ 10,000 for attending each Board Meeting. The details of the remuneration paid to the Independent Directors by way of sitting fee during the financial year ended on March 31, 2017 are as under:

| Name | Sitting Fees |
|--------------------|--------------|
| CA. Ramratan Bajaj | ₹ 40,000 |
| Mr. Ramesh Vohra | ₹ 40,000 |
| Mr. Bharat Thakkar | ₹ 20,000 |
| Mr. Sandeep Singh | ₹ 40,000 |
| Mrs. Sudha Gupta | ₹ 40,000 |

b) **Managing Director:**

The company pays remuneration to its Managing Director by way of salary, commission and perquisites. The remuneration is approved by the Nomination and

Remuneration Committee and is within the overall limits approved by the shareholders.

| Name of the Director | Salary & Perquisites |
|----------------------|----------------------|
| Mr. Anil Patodia | ₹ 6,000,000/- |

4. **Corporate Social Responsibility:**

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

● **Meetings and Attendance-**

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

| Name | Number of meeting Held during the year | Number of Meetings Attended during the year |
|-----------------------------|--|---|
| Mr. Anil Patodia (Chairman) | 1 | 1 |
| Mr. Ramesh Vohra | 1 | 1 |
| Mr. Satyanarayan Sharma | 1 | 1 |

During the year the members met on August 03, 2016

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

- (i) Terms of reference of the Committee inter alia include to:
- Formulating and recommending to the Board, the CSR Policy which shall indicate the activities to be undertaken by the Company
 - Reviewing and Monitoring the CSR Policy of the company from time to time
 - Approve CSR activities
 - Recommend to the Board the amount of expenditure to be incurred on the CSR activities
 - Monitor the CSR Policy of the Company from time to time.

Report on Corporate Governance

- Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.
- Carry out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory/ regulatory authorities

5. Risk Management Committee:

The Risk Management Committee of the company is constituted in line with the provisions of the Regulation 21 of the SEBI Listing Regulations.

● Composition of Committee

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

Ms. Neha Mankame Company Secretary of the Company acts as Secretary to the Committee.

● The role of the Committee includes the following:

- The board of the company has formed a risk management committee to frame, implement and monitor the risk management plan for the company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.
- The Risk Management Committee (RM Committee) was constituted by the Board on February 06, 2015 adhering to the requirements of the Companies Act, 2013 and Regulation 21 of the Listing Obligation & Disclosure Requirement. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company. The Committee's constitution meets with the requirements of and Regulation 21 of the Listing Obligation & Disclosure Requirement.

● General Body Meetings:

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

| Year | Date & Venue | Time | No. of Special Resolution Passed |
|-----------|---|-----------|----------------------------------|
| 2013-2014 | September 27, 2014 Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai-400 099 | 11.00 hrs | Two |
| 2014-2015 | September 26, 2015 Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai-400 099 | 11.00 hrs | Two |
| 2015-2016 | September 20, 2016 Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai-400 099 | 10.30 hrs | Three |

All special resolutions were passed with the requisite majority.

● Postal Ballot

The Company did not pass any resolution vide Postal Ballot during the year.

● Compliance Officer

Ms. Neha Mankame, Company Secretary, is the Compliance Officer and can be contacted at:

Shree Shakambhari Corporate Park,
Plot No 156-158, Chakravarti Ashok Complex,
J.B. Nagar, Andheri (East)

Mumbai - 400 099

Tel: +91 2267079666 Fax: +912267079696

E-mail: investors.care@thebyke.com

Website: www.thebyke.com

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

● Status Report of Investor Complaints for the year ended March 31, 2017.

No of Complaints Received -5

No of Complaints Resolved - 5

No of Complaints Pending – NIL

- **Means of Communication:**

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

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

- Financial Express (English Language)
- Apala Mahanagar (Marathi Language)

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

- **Conference Call:**

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

| Quarter Ended | Conference Call Date |
|----------------|----------------------|
| March 2016 | May 23rd ,2016 |
| June 2016 | August 5th , 2016 |
| September 2016 | November 11th , 2016 |
| December 2016 | February 15th ,2017 |

- **Green Initiative:**

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

- **Reconciliation of Share Capital Audit**

In keeping with the requirements of SEBI and the Stock Exchanges, a Secretarial Audit by a practicing Company Secretary is carried out to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued

and listed capital. The said audit confirms that the total issued / paid - up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

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

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

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

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

- **Annual Report**

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

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

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

- **Website**

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

- **Management Discussion and Analysis**

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

Report on Corporate Governance

- Stock Data**

Table below give the monthly high & low prices and volumes of equity shares of the company at The BSE Limited ("BSE") and NSE Limited for the financial year March 31, 2017

| Month | BSE | | NSE | |
|---------|--------|--------|--------|--------|
| | High | Low | High | Low |
| Apr-16 | 161.70 | 151.50 | 161.75 | 151.65 |
| May-16 | 174.25 | 151.10 | 174.25 | 151.20 |
| June-16 | 173.40 | 151.50 | 173.25 | 151.55 |
| July-16 | 165.00 | 157.00 | 165.00 | 156.95 |
| Aug-16 | 166.00 | 157.10 | 165.80 | 156.95 |
| Sep-16 | 195.60 | 157.00 | 196.05 | 157.20 |
| Oct-16 | 200.00 | 179.60 | 200.00 | 180.00 |
| Nov-16 | 194.85 | 167.35 | 195.45 | 163.00 |
| Dec-16 | 179.00 | 161.00 | 179.55 | 159.35 |
| Jan-17 | 180.00 | 160.20 | 179.90 | 157.65 |
| Feb-17 | 198.90 | 153.25 | 199.80 | 152.60 |
| Mar-17 | 192.20 | 164.95 | 192.40 | 164.95 |

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

| Financial Year | Date of Declaration | Equity Dividend per share |
|----------------|---------------------|---------------------------|
| 2012-13 | September 16, 2013 | ₹ 1.00/- |
| 2013-14 | September 27, 2014 | ₹ 1.50/- |
| 2014-15 | September 26, 2015 | ₹ 1.00/- |
| 2015-16 | September 20, 2016 | ₹ 1.00/- |

- 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 2009-10 will be transferred to Investor Education and Protection Fund at appropriate time in current financial year. Members who have not encashed their dividend warrants are requested to write to the Registrars & Share Transfer Agents. Shareholders can visit the Company's website www.thebyke.com to check the details of their unclaimed dividend under the Investors' section.

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

| Financial Year | Date of declaration of Dividend | Proposed Date of transfer to IEPF* |
|----------------|---------------------------------|------------------------------------|
| 2009-10 | September 30, 2010 | October 29, 2017 |
| 2010-11 | July 21, 2011 | August 20, 2018 |
| 2011-12 | September 27, 2012 | October 26, 2019 |
| 2012-13 | September 16, 2013 | October 15, 2020 |
| 2013-14 | September 27, 2014 | October 26, 2021 |
| 2014-15 | September 26, 2015 | October 25, 2022 |
| 2015-16 | September 20, 2016 | October 19, 2023 |

*Indicative dates, actual dates may vary.

It may be noted that no claims will lie against the Company nor the IEPF in respect of the said unclaimed amounts transferred to the Fund.

- **Shareholding as on March 31, 2017:**

Categories of Shareholders as on March 31, 2017

| Sr. No. | Description | No. of Shares (as on March 31, 2017) | % to capital |
|---------|-------------------------------|---|---------------|
| A. | Promoters | 18,161,336 | 45.29 |
| B. | Public Shareholding | | |
| | - Foreign Portfolio Investors | 3,635,201 | 9.07 |
| | - Financial Institution/Banks | 11,336 | 0.03 |
| | - Insurance Company | 1,313,092 | 3.27 |
| | NRI | 405,446 | 1.01 |
| | Clearing Members | 1,415,276 | 3.53 |
| | Body Corporates | 10,644,147 | 26.55 |
| | NBFC | 5 | 0.00 |
| | - Individual | 4,511,961 | 11.25 |
| | Total | 40,097,800 | 100.00 |

- **Distribution of shareholding**

| Sr. No | Category(Shares) | No. of Shareholders | Percentage (%) | No. of Shares | % To Equity Shares |
|--------|------------------|---------------------|----------------|---------------|--------------------|
| 1 | 1-5000 | 7537 | 85.75 | 10,386,040 | 2.59 |
| 2 | 5001-10000 | 579 | 6.59 | 4,529,370 | 1.13 |
| 3 | 10001-20000 | 313 | 3.56 | 4,777,910 | 1.19 |
| 4 | 20001 TO 30000 | 92 | 1.05 | 2,336,250 | 0.58 |
| 5 | 30001 TO 40000 | 45 | 0.51 | 1,615,900 | 0.40 |
| 6 | 40001 TO 50000 | 36 | 0.41 | 1,649,790 | 0.41 |
| 7 | 50001 TO 100000 | 68 | 0.77 | 4,823,330 | 1.20 |
| 8 | 100001 TO ABOVE | 119 | 1.35 | 370,859,410 | 92.49 |

- **Registrar and Transfer Agent**

M/s Sharex Dynamic (India) Private Limited, have acted as the Registrar and Share Transfer Agents of the Company in the year 2016-17 to handle all share transfers and related processes.

M/s Sharex Dynamic (India) Private Limited

Unit-1, Luthra Ind. Premises,
 Safed Pool, Andheri Kurla Road,
 Andheri East, Mumbai 400 072

A summary of the transfer / transmission so approved is placed at every Board Meeting.

The Board has delegated the authority for approving transfer, transmission, etc. of the Company's Equity shares to a Stakeholders Relationship Committee. The Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited is authorized by the Board for processing of share transfers which are approved by the Company's Stakeholders Relationship Committee.

- **Share Transfer System**

Share transfers received by the Company are registered within stipulated time from the date of receipt in most of the cases, provided the documents are complete and valid in all respects.

- **Dematerialization of Shares**

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

Report on Corporate Governance

As on March 31, 2017, 98.26% of the paid-up Equity Share Capital is held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The market lot is one share, as trading in the Equity Shares of the Company on exchanges is permitted only in dematerialized form.

The distribution of shares in physical and electronic modes as at March 31, 2017 is as under:

| Shares held through | Percentage of Holding |
|---------------------|-----------------------|
| NSDL | 23.49 |
| CDSL | 74.77 |
| Physical | 1.74 |
| Total | 100 |

- **Investor Services:**

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

The Byke Hospitality Limited
Shree Shakambhari Corporate Park,
156-158, Chakravarty Ashok Society,
J. B. Nagar, Andheri (East)
Mumbai – 400 099
Tel. : +91 -22-67079666
Fax. : +91 -22-67079696
E-mail: investors.care@thebyke.com

- **Disclosures:**

- a. **Related Party Transactions**

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

- b. **Statutory Compliance, Penalties & Strictures**

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

- c. **Disclosure of Accounting Treatment**

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

- d. **Compliance with mandatory requirements**

The company has complied with all mandatory requirements laid down under the provision of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

● **General Shareholders' Information**

| | | |
|---|---|---|
| 1 | Annual General Meeting, Day, Date and Time Venue | |
| 2 | Financial Calendar (Tentative) | |
| | Financial reporting for the quarter ending June 30, 2016 | 1st week of August, 2016 |
| | Financial reporting for the half year ending September 30, 2016 | 2nd week of November, 2016 |
| | Financial reporting for the quarter ending December 31, 2016 | 3rd week of February, 2017 |
| | Financial reporting for the year ending March 31, 2017 | 4th week of May, 2017 |
| 3 | Dates of Book Closure | September 12, 2017 to September 18, 2017 (both days inclusive) |
| 4 | Dividend Payment Date | Within 30 days of declaration of dividend; if any. |
| 5 | Registered Office | Shree Shakambhari Corporate Park 156/158 Chakravarti Ashok Complex, J. B. Nagar, Andheri (East), Mumbai – 400 099 Email : investors.care@thebyke.com Website: www.thebyke.com |
| 6 | Listed on Stock Exchanges | <ul style="list-style-type: none"> ● National Stock Exchange of India Limited ● The Bombay Stock Exchange Limited, ● Metropolitan Stock Exchange of India Ltd |
| 7 | Stock Code | <ul style="list-style-type: none"> ● NSE – BYKE ● BSE – 531373 ● MCX-SX - THEBYKE |
| 8 | Payment of Annual Listing fees | Listing fees for the financial year 2016-17 has been paid to the exchanges i. e The Bombay Stock Exchange Limited, National Stock Exchange of India Limited, Metropolitan Stock Exchange of India Ltd |
| 9 | Corporate Identity Number (CIN) | L67190MH1990PLC056009 |

For The Byke Hospitality Limited

sd/-

(Mr. Anil Patodia)

Managing Director

DIN: 00073993

Date: August 10, 2017

Place: Thane

Declaration on compliance with the Code of Conduct

In accordance with Clause D of Schedule V of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 I, Mr. Anil Patodia, Managing Director of the Company, hereby declare that the Members of the Board of Director and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board Members and Senior Management for the year ended March 31, 2017

For The Byke Hospitality Limited

sd/-

(Mr. Anil Patodia)

Managing Director

DIN: 00073993

Date: August 10, 2017

Place: Thane

Report on Corporate Governance

CEO/CFO CERTIFICATION

The Board of Directors, The Byke Hospitality Limited

Sub: Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

We, Mr. Anil Patodia, Managing Director and Mr. Sumit Bajaj, CFO, hereby certify that:

- A. We have reviewed the financial statement and the cash flow statements for the year ending March 31, 2017 and to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statements or omit any material fact or contain statement that might be misleading.
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulation.
- B. There are, to the best of our knowledge and belief, no transaction entered into by the company during the period ending March 31, 2017 which are fraudulent, illegal or violation of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal controls and that we have taken the required steps to rectify these deficiencies.
- D. We have indicated the Auditors and Audit Committee that:
1. There have been no significant changes in the internal control over financial reporting during the year.
 2. There have been no significant changes in the accounting policies except Ind-As adoption this year and that the same have been disclosed in the notes to the financial statements.
 3. There have been no instances of significant fraud of which we have become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

sd/-

Mr. Anil Patodia
Managing Director
DIN: 00073993

sd/-

Mr. Sumit Bajaj
Chief Financial Officer

Date: August 10, 2017
Place: Thane

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, 2017, 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 **Borkar & Mazumdar**
Chartered Accountants
Firm Registration Number 101569W

Sd/-
Vivek Kumar Jain
Partner
Membership No: 119700

Place: Mumbai
Date: August 10, 2017

Independent Auditors' Report

To the Members of
THE BYKE HOSPITALITY LIMITED,

Report on the Financial Statements

We have audited the accompanying financial statements of The Byke Hospitality Limited (the Company'), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of

the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, 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, 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, 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 Accounting Standards 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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".
- (g) 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, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- (i) The Company does not have any pending litigation.
- (ii) The Company does not have any long-term contracts including derivative contracts and hence has not made provision on such contracts;
- (iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

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

Sd/-
Vivek Kumar Jain

Place: Mumbai
Date: May 29, 2017

Partner
Membership Number: 119700

Annexure – A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the company on the financial statements for the year ended March 31, 2017, we Report that:

i. Fixed Assets

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed asset.
- b) As explained to us, fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size and nature of the Company. Discrepancies notices on such physical verification have been properly dealt in the books of accounts.
- c) According to the information and explanation given to us on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

ii. During the Operating cycle of Company, Management regularly conduct physical verification of stores, raw material which in our opinion is reasonable, having regard to the size and nature of the Company. The discrepancies noticed on such verification were not

significant and the same have been properly dealt with in the books of account.

iii. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act, therefore paragraph iii (a) to (c) of the Order, is not applicable to the company.

iv. In Our opinion and according to the information and explanations given to us, the Company has not made any investment, provided any Loan, security and guarantee, so Provisions of Section 185 and 186 of the Act is not applicable.

v. The Company has not accepted any deposits from the public.

vi. The Central Government has not prescribed the maintenance of the cost records under section 148(1) of the Act, for any of the products manufactured by the Company.

vii. Statutory Dues

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account

Annexure – A to the Auditors’ Report

in respect of undisputed statutory dues including provident fund, employee’s state insurance, income-tax, sales tax, value added tax, Excise duty, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

- b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee’s state insurance, income tax, sales tax., value added tax, service tax, cess and other material statutory dues were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no dues of duty of customs, income tax, sales tax, service tax, value added tax, excise which have not been deposited with the appropriate authorities on account of any dispute.

viii. In Our opinion and according to the information and explanation given to us the Company has not defaulted in repayment of loans or borrowings to a financial Institution, bank. The Company has not taken any loan from the Government and has not issued any debentures.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph3 (ix) of the Order is not applicable.

x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. To the best of our knowledge and according to the information and explanation given to us, the Company has paid/ provided managerial remuneration in accordance with requisite approval mandate by the provisions of Section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanation given to us, The Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.

xiii. In our opinion and according to information and explanation given to us the company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions have been disclosed in the financial statement etc. As required by the applicable accounting standards.

xiv. According to information and explanation 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.

xv. According to the information and explanation given to us and based on our examination of the records of the company, the Company has not entered into non-cash transaction with directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

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

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

Sd/-
Vivek Kumar Jain

Partner

Membership Number: 119700

Place: Mumbai

Date: May 29, 2017

Annexure – B to the Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of sub – section 3 of section 143 of the company 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, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for internal Controls

The Company’s management 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 financial controls over financial reporting based on our audit.

We conduct 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 procedure 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.

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. 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 unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of International financial controls Over Financial Reporting

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

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2017, based on the internal control over financial reporting criteria established by the company considering the essential components of the internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Sd/-
Vivek Kumar Jain

Place: Mumbai
Date: May 29, 2017

Partner
Membership Number: 119700

Balance Sheet

as at March 31, 2017

Amount in ₹

| Particulars | Note No. | As at March 31, 2017 | As at March 31, 2016 |
|--|----------|-------------------------|-------------------------|
| I Equity and Liabilities | | | |
| 1. Shareholders' funds | | | |
| (a) Share Capital | 2(1) | 400,978,000 | 400,978,000 |
| (b) Reserves and Surplus | 2(2) | 1,079,366,925 | 810,661,959 |
| | | 1,480,344,925 | 1,211,639,959 |
| 2. Non - Current Liabilities | | | |
| (a) Long - Term Borrowings | 2(3) | 4,683,235 | 21,706,391 |
| (b) Deferred Tax Liabilities (Net) | 2(4) | 69,829,313 | 66,187,107 |
| (c) Other Long - Term Liabilities | 2(5) | 2,448,000 | 2,190,000 |
| (d) Long - Term Provisions | 2(6) | 1,791,138 | 1,196,438 |
| | | 78,751,686 | 91,279,936 |
| 3. Current Liabilities | | | |
| (a) Short - Term Borrowings | 2(7) | 59,445,191 | 60,671,250 |
| (b) Trade Payables | 2(8) | 42,658,126 | 63,865,998 |
| (c) Other Current Liabilities | 2(9) | 51,724,545 | 81,015,063 |
| (d) Short - Term Provisions | 2(10) | 154,232,280 | 87,237,390 |
| | | 308,060,142 | 292,789,701 |
| Total | | 1,867,156,753 | 1,595,709,596 |
| II Assets | | | |
| 1. Non - Current Assets | | | |
| (a) Fixed Assets | 2(11) | | |
| (i) Tangible Assets | | 918,695,168 | 843,456,437 |
| (ii) Capital Work-in-Progress | | 23,909,696 | 30,107,711 |
| (b) Long - Term Loans and Advances | 2(12) | 116,804,323 | 85,969,149 |
| (c) Other Non - Current Assets | 2(13) | 17,219,095 | 16,108,000 |
| | | 1,076,628,282 | 975,641,297 |
| 2. Current Assets | | | |
| (a) Inventories | 2(14) | 108,076,198 | 62,267,913 |
| (b) Trade Receivables | 2(15) | 223,699,067 | 176,870,743 |
| (c) Cash and Bank Balances | 2(16) | 35,775,232 | 28,697,098 |
| (d) Short - Term Loans and Advances | 2(17) | 422,785,526 | 351,788,458 |
| (e) Other Current Assets | 2(18) | 192,448 | 444,086 |
| | | 790,528,471 | 620,068,299 |
| Total | | 1,867,156,753 | 1,595,709,596 |
| See accompanying notes to the financial statements, as under | | | |
| Significant Accounting Policies | 1 | | |
| Notes to the Balance Sheet | 2 | | |
| Other Notes | 4 | | |

In terms of our report of even date

For **Borkar & Mazumdar**

Chartered Accountants

Firm's Registration No. : 101569W

Sd/-

Vivek Kumar Jain

Partner

Membership No. : 119700

For and on behalf of the Board of Directors

Sd/-

Anil Patodia

Managing Director

(DIN: 00073993)

Sd/-

Sumit Bajaj

Chief Financial Officer

Sd/-

Satyanarayan Sharma

Director

(DIN: 00798388)

Sd/-

Neha Mankame

Company Secretary

Mumbai.
May 29, 2017Mumbai.
May 29, 2017

Statement of Profit and Loss

for year ended March 31, 2017

| | | Amount in ₹ | |
|--|----------|--------------------------------------|--------------------------------------|
| Particulars | Note No. | For the Year Ended March 31, 2017 | For the Year Ended March 31, 2016 |
| I Revenue | | | |
| Revenue from Operations | 3(1) | 2,699,767,877 | 2,315,236,370 |
| Other Income | 3(2) | 1,430,017 | 1,369,282 |
| Total Revenue | | 2,701,197,894 | 2,316,605,652 |
| II Expenses | | | |
| Cost of Material Consumed | 3(3) | 260,912,835 | 228,259,731 |
| Employee Benefits Expenses | 3(4) | 91,424,644 | 62,890,717 |
| Finance Costs | 3(5) | 10,915,036 | 14,956,305 |
| Depreciation Expenses | 2(11) | 127,700,965 | 115,968,114 |
| Operating and General Expenses | 3(6) | 1,725,536,219 | 1,497,893,490 |
| Total Expenses | | 2,216,489,699 | 1,919,968,357 |
| III Profit before Exceptional Items and Tax (I-II) | | 484,708,195 | 396,637,295 |
| IV Exceptional Item | | - | - |
| V Profit before Tax (III-IV) | | 484,708,195 | 396,637,295 |
| VI Tax Expense: | | | |
| Current Tax Expense | | 164,100,255 | 120,714,921 |
| Deferred Tax | 2(5) | 3,642,205 | 16,554,433 |
| | | 167,742,460 | 137,269,354 |
| VII Profit for the Year (V-VI) | | 316,965,735 | 259,367,942 |
| VI Earnings Per Equity Share (Face Value ₹ 10 Per Share): | 3(7) | | |
| (1) Basic (₹) | | 7.90 | 6.47 |
| (2) Diluted (₹) | | 7.90 | 6.47 |
| See accompanying notes to the financial statements, as under | | | |
| Significant Accounting Policies | 1 | | |
| Notes to the Balance Sheet | 2 | | |
| Other Notes | 4 | | |

In terms of our report of even date
For **Borkar & Mazumdar**
Chartered Accountants
Firm's Registration No. : 101569W

Sd/-
Vivek Kumar Jain
Partner
Membership No. : 119700

Mumbai.
May 29, 2017

For and on behalf of the Board of Directors

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

Sd/-
Sumit Bajaj
Chief Financial Officer

Mumbai.
May 29, 2017

Sd/-
Satyanarayan Sharma
Director
(DIN: 00798388)

Sd/-
Neha Mankame
Company Secretary

Cash Flow Statement

for the year ended March 31, 2017

| Particulars | (Amount in ₹) | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| A. Cash flow from Operating Activities | | |
| Net profit before taxation | 484,708,195 | 396,637,295 |
| Adjustments for: | | |
| Interest expenses | 10,915,036 | 14,956,305 |
| Depreciation on fixed assets | 127,700,965 | 115,968,114 |
| Interest income | (1,430,017) | (1,369,282) |
| Provision for gratuity | 628,056 | 359,922 |
| Operating profit before Working Capital changes | 622,522,236 | 526,552,355 |
| Changes in Working Capital | | |
| (Increase)/decrease in Trade and Other Receivables | (46,828,324) | (36,497,138) |
| (Increase)/decrease in Other Current Assets | 251,638 | 78,389 |
| (Increase)/decrease in Long-Term Loans and Advances | (30,835,174) | (31,417,558) |
| (Increase)/decrease in short term | (70,997,068) | (92,015,983) |
| (Increase)/decrease in Inventories | (45,808,285) | (2,061,208) |
| Increase/(decrease) Non- Other Current Liabilities | 258,000 | 1,270,000 |
| Increase/(decrease) Other Current Liabilities | (23,419,007) | 12,321,730 |
| Increase/(decrease) In Short Term Provision | (13,341,647) | 655,272 |
| Increase/(decrease) in Trade and Other Payables | (21,207,872) | (2,661,083) |
| Cash generated from operations | 370,594,497 | 376,224,775 |
| Income Taxes (paid)/ refund | (83,797,074) | (107,809,667) |
| Net cash inflow from/(outflow) from Operating Activities | 286,797,423 | 268,415,108 |
| B. Cash flow from Investing Activities | | |
| Acquisition of Fixed Assets (including Capital Work in Progress and Capital Advances) | (196,741,680) | (183,275,621) |
| (Increase)/decrease in Fixed Deposits | (1,111,095) | - |
| Interest received | 1,430,017 | 1,369,282 |
| Net cash inflow from/(outflow) from Investing Activities | (196,422,758) | (181,906,339) |
| C. Cash flow from Financing Activities | | |
| Interest paid | (10,915,036) | (14,956,305) |
| Dividend paid (including dividend distribution tax) | (48,260,769) | (48,958,894) |
| Repayment of long term borrowing | (22,894,667) | (17,378,734) |
| Repayment of short term borrowing | (1,226,059) | 676,231 |
| Net cash inflow from/(outflow) from Financing Activities | (83,296,531) | (80,617,702) |
| Net increase/(decrease) in Cash and Cash Equivalents | 7,078,134 | 5,891,068 |
| Opening Cash and Cash Equivalents | 28,697,098 | 22,806,029 |
| Closing Cash and Cash Equivalents | 35,775,232 | 28,697,098 |

In terms of our report of even date

For **Borkar & Mazumdar**

Chartered Accountants

Firm's Registration No. : 101569W

Sd/-

Vivek Kumar Jain

Partner

Membership No. : 119700

Mumbai.

May 29, 2017

For and on behalf of the Board of Directors

Sd/-

Anil Patodia

Managing Director

(DIN: 00073993)

Sd/-

Sumit Bajaj

Chief Financial Officer

Mumbai.

May 29, 2017

Sd/-

Satyanarayan Sharma

Director

(DIN: 00798388)

Sd/-

Neha Mankame

Company Secretary

NOTE 1: Significant Accounting Policies

1.1 Basis of accounting and preparation of financial statements

These financial statements have been prepared to comply with the Accounting Standards referred to in the Companies (Accounting Standards) Rules, 2006 notified by the Central Government in exercise of the power conferred under sub-section (1) (a) of section 642 and the relevant provisions of the Companies Act, 1956 read with the Rule 7 of Companies (Accounts) Rules, 2014 in respect of section 133 of the Companies Act, 2013 (the "Act") and Accounting Standard-30 'Financial Instruments: Recognition and Measurement' issued by the Institute of Chartered Accountants of India to the extent it does not contradict any other accounting standard referred to in section 133 of the Act. The financial statements have been prepared on a going concern basis under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company unless otherwise stated.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

1.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

1.3 Inventories

Inventories are valued at the lower of cost (on weighted average basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges.

1.4 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid

investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.5 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.6 Depreciation and amortisation

With the applicability of Companies Act, 2013 with effect from April 1, 2014, depreciation / amortisation is provided on the 'straight line' method unless otherwise mentioned, pro-rata to the period of use of assets, based on the useful lives as specified in Part C of Schedule II to the Companies Act, 2013.

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

Assets individually costing ₹ 5,000 or less are fully depreciated in the year of purchase.

Depreciation on additions to fixed assets is provided on pro-rata basis from the date of put to use of assets.

1.7 Tangible fixed assets

Tangible Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date.

Capital work-in-progress:

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

1.8 Impairment of assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such

Accompanying Notes to the Financial Statements

as at March 31, 2017

reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

1.9 Revenue recognition

Revenue / Income and Cost/Expenditure are generally accounted on accrual as they earned or incurred, except in case of significant uncertainties. Interest and other income are accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

1.10 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties etc.

1.11 Employee benefits

- (a) All employee benefits falling due within twelve months of rendering the services are classified as short term employee benefits. Benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, ex-gratia are recognised in the period in which the employee renders the related service.
- (b) Retirement benefits in the form of Provident Fund and Employees State Insurance Scheme are defined contribution schemes and the contributions are charged to the Statement of Profit & Loss of the period when the contributions to the respective funds are due.
- (c) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial period.
- (d) Actuarial gains and losses in respect of gratuity is charged to the Statement of Profit & Loss.

1.12 Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit & Loss.

1.13 Segment reporting

Based on the guiding principles stated in Accounting Standard 17 "Segment Reporting", the management does not recognise any distinguishable component of the Company. Hence the disclosure requirements of AS-17 in this regard is not applicable.

1.14 Lease

Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Assets leased by the Company in its capacity as lessee where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

1.15 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

1.16 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Accompanying Notes to the Financial Statements

as at March 31, 2017

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised

for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

1.17 Provision and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

NOTE 2: Notes to the Balance Sheet

1. Share Capital

Details of authorised, issued and subscribed share capital

| Particulars | Amount in ₹ | |
|---|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Authorised Capital | | |
| 4,10,00,000 (PY 4,10,00,000) Equity Shares of ₹ 10/- each | 410,000,000 | 410,000,000 |
| Issued Capital | | |
| 4,00,97,800 (PY 4,00,97,800) Equity Shares of ₹ 10/- each | 400,978,000 | 400,978,000 |
| Subscribed and Paid up Capital | | |
| 4,00,97,800 (PY 4,00,97,800) Equity Shares of ₹ 10/- each fully paid up | 400,978,000 | 400,978,000 |
| Total | 400,978,000 | 400,978,000 |

- (a) The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distributing of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each shareholder.

Accompanying Notes to the Financial Statements

as at March 31, 2017

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period:

| Particulars | Amount in ₹ | |
|---|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| No. of shares at the beginning of the year | 40,097,800 | 40,097,800 |
| Add: Issued during the year | - | - |
| No. of shares at the end of the year | 40,097,800 | 40,097,800 |

(c) Details of Shareholders holding more than 5% equity shares in the Company:

| Name of the Shareholder | Relationship | As at March 31, 2017 | As at March 31, 2016 |
|-----------------------------------|--------------|-------------------------|-------------------------|
| Hotel Relax Pvt. Ltd. | Promoter | 8,925,098 | 8,925,098 |
| | | 22.26% | 22.26% |
| Vinita Patodia | Promoter | 4,658,340 | 4,658,340 |
| | | 11.62% | 11.62% |
| Modern Trading Business Pvt. Ltd. | Shareholder | 3,152,000 | 2,299,948 |
| | | 7.86% | 5.74% |

2. Reserve and Surplus

| Particulars | Amount in ₹ | |
|--|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Securities Premium Account | | |
| Opening Balance | 200,511,000 | 200,511,000 |
| Add: Addition during the year | - | - |
| Less: Amount utilized for issuance of bonus shares (refer to Note 2.1) | - | - |
| Closing Balance | 200,511,000 | 200,511,000 |
| General Reserve | | |
| Opening Balance | 18,000,000 | 18,000,000 |
| Add: Addition during the year | - | - |
| Closing Balance | 18,000,000 | 18,000,000 |
| Surplus in the Statement of Profit and Loss | | |
| Opening Balance | 592,150,959 | 381,043,786 |
| Add: Profit for the Year | 316,965,735 | 259,367,942 |
| Less: Transfer to General Reserve | - | - |
| Less: Proposed Dividend (Refer Note Below) | 40,097,800 | 40,097,800 |
| Less: Dividend Distribution tax on Proposed Dividend. | 8,162,969 | 8,162,969 |
| Closing Balance | 860,855,925 | 592,150,959 |
| Grand Total | 1,079,366,925 | 810,661,959 |

Accompanying Notes to the Financial Statements

as at March 31, 2017

3. Long-Term Borrowing

| Particulars | Amount in ₹ | |
|--|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Secured: | | |
| Term Loans | - | 15,422,904 |
| - From Bank (Refer to Note (a) Below). | | |
| Vehicle Loan | | |
| - From Bank (Refer to Note (c) Below). | 4,683,235 | 6,283,487 |
| Total | 4,683,235 | 21,706,391 |

Notes:

(a) Vehicle Loan from Banks is secured by hypothecation of Motor Vehicle Purchased there against. Rate of Interest on Vehicle Loan is 9.87% p.a.

| | Maturity Profile | | | |
|---------------------|------------------|-----------|-----------|----------------|
| | 1-2 Years | 2-3 Years | 3-4 Years | Beyond 4 Years |
| Vehicle Loan | | | | |
| HDFC Bank | 1,054,379 | 653,618 | - | - |
| ICICI Bank | 1,350,840 | 1,493,090 | 131,308 | - |

4. Deferred Tax Liabilities (Net)

| Particulars | Amount in ₹ | |
|--|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Deferred Tax Liabilities | | |
| On difference between book balance and tax balance of fixed assets | 89,466,273 | 81,518,042 |
| | 89,466,273 | 81,518,042 |
| Deferred Tax Assets | | |
| Provision for Gratuity | 657,749 | 408,523 |
| Difference in Lease Rent as per Lease Agreement & AS-19 | 18,979,212 | 14,922,412 |
| | 19,636,961 | 15,330,935 |
| Net | 69,829,313 | 66,187,107 |

5. Non Current Liabilities

| Particulars | Amount in ₹ | |
|-------------------|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Security Deposits | 2,448,000 | 2,190,000 |
| Total | 2,448,000 | 2,190,000 |

6. Long-Term Provisions

| Particulars | Amount in ₹ | |
|------------------------|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Provision For Gratuity | 1,791,138 | 1,196,438 |
| Total | 1,791,138 | 1,196,438 |

Accompanying Notes to the Financial Statements

as at March 31, 2017

7. Short-Term Borrowings

| Particulars | Amount in ₹ | |
|--|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Secured: | | |
| Cash Credit & Overdraft Facility with Banks (Refer Note (a) below) | 59,445,191 | 60,671,250 |
| Grand Total | 59,445,191 | 60,671,250 |

Notes:

- (a) Cash Credit facility is secured by way of first charge on all current assets of the Company including hypothecation of inventory/book debts/consumable stores & spares and extension of assignments of rights under lease agreements for hotels taken on lease basis, personal guarantee of promoters & corporate guarantee of Hotel Relax Pvt. Ltd. Rate of interest is 11.70% p.a. (Previous year 12.20% p.a.) Overdraft facility is secured against fixed deposit receipt of ₹ 25,27,475 (PY ₹ 20,00,000).

8. Trade Payables

| Particulars | Amount in ₹ | |
|-----------------------------------|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Trade Payables (Refer Below Note) | 42,658,126 | 63,865,998 |
| Total | 42,658,126 | 63,865,998 |

Note:- Based on the information available with the Company, there are no parties who have been identified as micro, small and medium enterprises based on the confirmations circulated and responses received by the management.

9. Other Current Liabilities

| Particulars | Amount in ₹ | |
|---|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Current Maturity of Long Term Debt from Banks (Refer Note No.2.3) | 19,179,204 | 23,273,644 |
| Current Maturity of Long Term Debt NBFC (Refer Note No.2.3) | - | 1,777,071 |
| Provision for Gratuity | | |
| Statutory Dues (including indirect taxes) | 13,903,724 | 9,437,261 |
| Advance from Customers | 10,516,143 | 29,757,416 |
| Other Liabilities | | |
| Other Payables | 7,334,325 | 16,434,757 |
| Unclaimed Dividend (Refer Note below) | 791,149 | 334,914 |
| Total | 51,724,545 | 81,015,063 |

Note:- There are no amounts due as at March 31, 2017, which needs to be credited into the Investor Education and Protection Fund under Section 124 of the Companies Act, 2013.

10. Short-Term Provisions

| Particulars | Amount in ₹ | |
|--------------------------|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Provision For Taxation | 100,892,191 | 20,589,010 |
| Provision For Expenses | 4,970,000 | 18,311,647 |
| Provision for Gratuity | 109,320 | 75,964 |
| Proposed Dividend | 40,097,800 | 40,097,800 |
| Tax on Proposed Dividend | 8,162,969 | 8,162,969 |
| Total | 154,232,280 | 87,237,390 |

Accompanying Notes to the Financial Statements

as at March 31, 2017

| Description | Gross Block | | | | | | Depreciation/Amortisation | | | Net Block | |
|--------------------------------------|----------------------|--------------------|-------------------------|----------------------|----------------------|-------------------------------|---------------------------|----------------------|----------------------|--------------------|--|
| | As at April 1, 2016 | | As at March 31, 2016 | | As at April 1, 2016 | | As at March 31, 2017 | | As at March 31, 2016 | | |
| | As at April 1, 2016 | Additions | Deductions/ Adjustments | As at March 31, 2016 | Charged For the year | Transfer to Profit & Loss A/c | Deductions/ Adjustments | As at March 31, 2017 | As at March 31, 2016 | | |
| (i) Tangible Assets : | | | | | | | | | | | |
| Freehold Land | 68,495,250 | - | - | 68,495,250 | - | - | - | - | 68,495,250 | 68,495,250 | |
| Buildings | | | | | | | | | | | |
| Owned | 148,462,667 | - | - | 148,462,667 | 2,468,184 | - | - | 18,647,235 | 129,815,432 | 132,283,616 | |
| Leased * | 323,446,008 | 31,317,739 | - | 354,763,747 | 29,943,404 | - | 5,962,207 | 145,214,723 | 209,549,024 | 214,136,896 | |
| Plant and Machinery | 480,323,486 | 114,311,388 | - | 594,634,874 | 57,403,397 | - | 4,218,385 | 213,352,569 | 381,282,305 | 328,592,699 | |
| Furnitures and Fixtures | 112,001,139 | 27,076,575 | - | 139,077,714 | 13,336,551 | - | 2,548,319 | 52,038,895 | 87,038,819 | 75,847,114 | |
| Vehicles | 20,572,616 | 3,577,024 | - | 24,149,640 | 2,823,214 | - | - | 8,800,896 | 15,348,744 | 14,594,934 | |
| Office Equipments | 3,026,156 | 24,302,134 | - | 27,328,290 | 2,297,871 | - | - | 5,301,806 | 22,026,484 | 22,221 | |
| Computer | 44,187,022 | 2,354,835 | - | 46,541,857 | 6,699,432 | - | - | 41,402,746 | 5,139,111 | 9,483,708 | |
| Total | 1,200,514,344 | 202,939,695 | - | 1,403,454,039 | 114,972,054 | - | 12,728,911 | 484,758,871 | 918,695,168 | 843,456,438 | |
| Previous Year | 1,031,878,964 | 168,722,880 | 87,500 | 1,200,514,344 | 115,968,115 | - | - | 357,057,910 | 843,456,436 | 790,789,169 | |
| (ii) Capital Work-In-Progress | 30,107,711 | 12,648,210 | 18,846,225 | 23,909,696 | - | - | - | - | 23,909,696 | 30,107,711 | |
| Grand Total | 1,230,622,055 | 215,587,905 | 18,846,225 | 1,427,363,735 | 114,972,054 | - | 12,728,911 | 484,758,871 | 942,604,864 | 873,564,149 | |

* Building includes improvements made in the hotels taken on lease basis for 10 to 15 years.

Accompanying Notes to the Financial Statements

as at March 31, 2017

12. Long-Term Loans and Advances

| Particulars | Amount in ₹ | |
|---|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Unsecured, considered good | | |
| Other loans and advances | 7,887,831 | 11,230,517 |
| VAT Deposit | 290,000 | 290,000 |
| Other Deposit (Security Deposits Placed for Hotel Properties) | 108,626,492 | 74,448,632 |
| Total | 116,804,323 | 85,969,149 |

13. Other Non-Current Assets

| Particulars | Amount in ₹ | |
|--|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Other Bank Balances | | |
| - Fixed Deposits with more than 12 month Maturity (Refer Note below) | 17,219,095 | 16,108,000 |
| Total | 17,219,095 | 16,108,000 |

Note:- Fixed deposits of ₹ 25,27,475 (PY ₹ 20,00,000) is pledged with the Bank against the Overdraft Facilities.

14. Inventories

| Particulars | Amount in ₹ | |
|--|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Food, Beverages, Smokes & Others (At Lower of Cost and Net Realisable Value) | 108,076,198 | 62,267,913 |
| Total | 108,076,198 | 62,267,913 |

Note:- Fixed deposits of ₹ 25,27,475 (PY ₹ 20,00,000) is pledged with the Bank against the Overdraft Facilities.

15. Trade Receivables

| Particulars | Amount in ₹ | |
|---|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Unsecured, considered good | | |
| Trade Receivable Outstanding for a Period Exceeding Six Months from the date they are due for payment | - | - |
| Other Debts | 223,699,067 | 176,870,743 |
| Total | 223,699,067 | 176,870,743 |

Accompanying Notes to the Financial Statements

as at March 31, 2017

16. Cash and Bank Balances

| Particulars | Amount in ₹ | |
|-----------------------------------|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Cash and Cash Equivalents: | | |
| Cash on Hand | 28,114,880 | 24,489,280 |
| Balance with bank | | |
| - In Current Account* | 7,660,352 | 4,207,818 |
| Grand Total | 35,775,232 | 28,697,098 |

* Balance with banks includes Unclaimed Dividend of ₹ 8,44,198/- (Previous Year ₹ 3,34,919/-)

17. Short-Term Loans and Advances

| Particulars | Amount in ₹ | |
|---|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Unsecured, considered good | | |
| Advances to related parties | - | - |
| Loans and advances to employees | 9,389,535 | 6,406,877 |
| Prepaid expenses | 2,020,395 | 37,033 |
| Balance With Government Authorities: | | |
| Services Tax Credit Receivable | 452,514 | 2,081,065 |
| Vat Credit Receivable | 2,357 | 417,307 |
| Other Advances | 410,920,725 | 342,846,176 |
| Total | 422,785,526 | 351,788,458 |

18. Other Current Assets

| Particulars | Amount in ₹ | |
|------------------------|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| Credit Card Receivable | - | - |
| Accrued Interest | | |
| - On Fixed Deposits | 192,448 | 444,086 |
| Total | 192,448 | 444,086 |

19. PROPOSED DIVIDEND

| Particulars | Amount in ₹ | |
|----------------------------------|-------------------------|-------------------------|
| | As at March 31, 2017 | As at March 31, 2016 |
| (i) Amount of proposed dividend | 40,097,800 | 40,097,800 |
| (ii) Proposed dividend per share | 1.00 | 1.00 |
| (iii) Tax on proposed dividend | 8,162,969 | 8,162,969 |
| (iv) Transfer to general reserve | - | - |

Accompanying Notes to the Financial Statements

as at March 31, 2017

NOTE 3: Notes to the Statement of Profit and Loss

1. Revenue From Operations

| Particulars | Amount in ₹ | |
|--|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| Income from Operations | | |
| Room Rent | 1,993,347,892 | 1,701,788,104 |
| Income from Food, Beverages & Other Services | 706,419,985 | 613,448,267 |
| Total | 2,699,767,877 | 2,315,236,370 |

2. Other Income

| Particulars | Amount in ₹ | |
|-----------------------------------|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| Interest Income on Fixed Deposits | 1,430,017 | 1,369,282 |
| Total | 1,430,017 | 1,369,282 |

3. Cost of Material Consumed

| Particulars | Amount in ₹ | |
|--|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| Opening Stock | 62,267,913 | 60,206,705 |
| Add : Net Purchases (Food, Beverages, Smokes & Others) | 306,721,120 | 230,320,939 |
| Less : Closing Stock | 108,076,198 | 62,267,913 |
| Cost of Material Consumed | 260,912,835 | 228,259,731 |

4. Employee Benefit Expenses

| Particulars | Amount in ₹ | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| Salaries, Wages and Allowances | 86,939,123 | 60,099,897 |
| Contribution to Provident and Other Funds | 1,274,035 | 965,454 |
| Staff Welfare Expenses | 2,507,466 | 1,296,090 |
| Gratuity Expenses | 704,020 | 529,276 |
| Total | 91,424,644 | 62,890,717 |

5. Finance Cost

| Particulars | Amount in ₹ | |
|----------------------------|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| Interest Expense : | | |
| - On Term Loan | 3,436,562 | 6,271,229 |
| - On Working Capital Loans | 6,219,473 | 7,285,636 |
| - Other Interest | 1,259,001 | 1,399,440 |
| Total | 10,915,036 | 14,956,305 |

Accompanying Notes to the Financial Statements

as at March 31, 2017

6. Operating and General Expenses

| Particulars | Amount in ₹ | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| Accommodation Expenses | 1,023,413,596 | 879,371,790 |
| Freight & Forwarding, Power & Fuel, Water Charges | 49,005,229 | 41,876,078 |
| Operating Supplies | 82,480,631 | 69,603,170 |
| Rent including lease rentals - Hotels | 110,365,470 | 90,613,283 |
| Staff Contractual Expenses | 127,344,573 | 110,519,320 |
| Other Operating Expenses | 16,910,255 | 19,208,900 |
| Bank Charges | 517,661 | 663,675 |
| Sales Promotion Expenses | 215,951,870 | 205,074,513 |
| Communication Expenses | 5,349,162 | 4,364,390 |
| Legal & Professional Charges | 862,768 | 1,267,380 |
| Advertisement Expenses | 7,074,698 | 8,261,200 |
| Office Expenses | 8,110,020 | 6,816,986 |
| Rent, Rates and taxes | 10,292,035 | 9,567,040 |
| Insurance Expenses | 2,760,858 | 2,474,063 |
| Printing and Stationery Expenses | 2,415,751 | 2,389,030 |
| Repairs & Maintenance - Building | 8,800,235 | 6,087,350 |
| Repairs & Maintenance - Others | 11,388,539 | 6,571,287 |
| Travelling and Conveyance Expenses | 11,673,432 | 9,282,682 |
| Computer & Software Expenses | 1,380,429 | 1,768,910 |
| Discount | 22,527,078 | 17,583,819 |
| CSR Expenses (Refer Note) | 6,211,930 | 4,078,626 |
| Payment to Auditors: | | |
| - Statutory and Tax Audit Fees | 700,000 | 450,000 |
| Grand Total | 1,725,536,219 | 1,497,893,490 |

7. Earning Per Equity Share

| Particulars | Amount in ₹ | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| Profit attributable to Equity shareholders (₹) | 316,965,735 | 259,367,942 |
| Weighted average number of equity shares (Nos.) | 40,097,800 | 40,097,800 |
| Basic Earnings Per Share (₹) | 7.90 | 6.47 |
| Face value per Share (₹) | 10 | 10 |
| Weighted average number of equity share after considering potential equity shares (No.) | 40,097,800 | 40,097,800 |
| Dilutive Earnings per Share (₹) | 7.90 | 6.47 |

Accompanying Notes to the Financial Statements

as at March 31, 2017

NOTE 4: Other Notes

1. Corporate Information

The Byke Hospitality Limited "TBHL" or the "Company", is a listed public limited company incorporated in 1990. It is promoted by Hotel Relax Pvt. Ltd., which holds a significant stake in the Company. The Company is primarily engaged in the business of owning, operating & managing hotels & resorts.

- Balances of the debtors, creditors, advances and deposits are subject to confirmation, reconciliation and adjustments, if any. The management does not expect any material difference affecting the current year's financial statements.
- In the opinion of the management, all the assets other than fixed assets and non-current investments have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

4. Details of Leasing Arrangements

| Particulars | (Amount in ₹) | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| As Lessee | | |
| The Company has entered into operating lease arrangements for certain hotel premises. The leases are non-cancellable and are for a period of 10 to 15 years and may be renewed for a further period based on mutual agreement of the parties. The lease agreements provide for an increase in the lease payments on year to year basis. | | |
| Future minimum lease payments | | |
| not later than one year | 99,452,750 | 91,340,000 |
| later than one year and not later than five years | 362,403,063 | 367,941,563 |
| later than five years | 154,313,271 | 185,600,578 |
| | 616,169,084 | 644,882,141 |
| Lease payments recognised in the Statement of Profit and Loss | 118,765,470 | 99,013,283 |

5. Disclosure pursuant to Accounting Standard – 15 'Employee Benefits'

Employee benefit plans

Defined contribution plans

The Company makes Provident Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 12,74,035 (Year ended 31 March, 2016 ₹ 9,65,454) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Defined benefit plans

The following tables set out the disclosure prescribed by AS-15 in respect of company's unfunded status of the defined benefit schemes and the amount recognised in the financial statements:

a. Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof:

| Particulars | (Amount in ₹) | |
|--|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2017 | For the year ended March 31, 2016 |
| Present value of obligation as at the beginning of the year: | 1,196,438 | 897,438 |
| Interest cost | 94,414 | 67,624 |
| Current service cost | 474,505 | 359,260 |
| Benefits paid | - | 19,038 |
| Prior Year Change | - | - |
| Actuarial (gain) / loss on obligation | 135,101 | (108,846) |
| Closing Present value of obligation* | 1,900,458 | 1,196,438 |

*Closing Present value of obligation ₹ 19,00,458/- (PY ₹ 11,96,438/-) consist of ₹ 1,09,320/- (PY ₹ 75,964/-) as current liability.

Accompanying Notes to the Financial Statements

as at March 31, 2017

- b. The amounts recognised in the Balance Sheet are as follows:

| Particulars | (Amount in ₹) | |
|---|-----------------------------|-----------------------------|
| | 2016-17 Gratuity (Unfunded) | 2015-16 Gratuity (Unfunded) |
| Present value of obligation as at the end of the year | 1,900,458 | 1,196,438 |
| Fair Value of Plan Assets | - | - |
| Unrecognised Past Service Cost | - | - |
| Unrecognised Actuarial Loss | - | - |
| Unfunded Liability recognised in Balance Sheet | 1,900,458 | 1,196,438 |

- c. The amounts recognised in the Statement of Profit and Loss are as follows:

| Particulars | (Amount in ₹) | |
|--|-----------------------------|-----------------------------|
| | 2016-17 Gratuity (Unfunded) | 2015-16 Gratuity (Unfunded) |
| Current service cost | 474,505 | 359,260 |
| Past service cost | - | - |
| Interest cost | 94,414 | 67,624 |
| Expected return on plan assets | - | - |
| Net actuarial (gain) / loss recognized in the year | 135,101 | (108,846) |
| Prior Year Change | - | - |
| Adjustment to opening balance | - | - |
| Expenses recognised in the statement of profit and loss* | 704,020 | 318,038 |

* Included in Note 3 (4) "Employee benefits expenses".

- d. Actuarial assumption:

| Particulars | (Amount in ₹) | |
|---------------|-----------------------------|-----------------------------|
| | 2016-17 Gratuity (Unfunded) | 2015-16 Gratuity (Unfunded) |
| Salary Growth | 6.00% | 6.00% |
| Discount Rate | 7.40% | 8.15% |

* The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations. Estimates of future salary increases, considered in a actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Since the Company was not obliged to fund for its gratuity liability, there is no returns on the planned assets and hence the details related to changes in fair value of assets have not been given.

Accompanying Notes to the Financial Statements

as at March 31, 2017

6. Related Party Disclosure

a. Details of Related Parties

| Description of Relationship | Names of Related Parties |
|--|---|
| (a) Key Management Personnel (KMP) and their relatives | Anil Patodia (Managing Director) Satyanarayan Sharma (Director) |
| (b) Individuals owning directly or indirectly interest in voting power that gives them control and their relatives | Archana Patodia Vinita Patodia Kamal Poddar Arun Poddar Hemlata Poddar |
| (c) Enterprises over which (a) & (b) are able to exercise significant influence | Hotel Relax Pvt. Ltd. Manbhari Biofuels Pvt. Ltd. Aqua Pumps Pvt. Ltd. Anil Patodia HUF Sunil Patodia HUF Choice International Ltd. Ms. Shree Shakambhari Exims |

Note: Related parties have been identified by the management

a. Details of Related Party transactions during the year ended March 31, 2017

| Particulars | KMP | Relatives of KMP | Entities in which KMP / relatives of KMP have significant influence | (Amount in ₹) |
|--|-------------|------------------|---|---------------|
| | | | | Total |
| Lease Rent paid - Hotel Relax Pvt. Ltd. | - | - | 3,204,000 | 3,204,000 |
| | - | - | (3,204,000) | (3,204,000) |
| Lease Rent paid - Choice International Ltd. | - | - | 8,400,000 | 8,400,000 |
| | - | - | (8,400,000) | (8,400,000) |
| Director's Remuneration - Anil Patodia | 4,400,000 | - | - | 4,400,000 |
| | (1,200,000) | - | - | (1,200,000) |
| Advance taken - Ms. Shree Shakambhari Exims | - | - | 109,365,992 | 109,365,992 |
| | - | - | (54,210,203) | (54,210,203) |
| Advance repaid - Ms. Shree Shakambhari Exims | - | - | 109,365,992 | 109,365,992 |
| | - | - | (54,210,203) | (54,210,203) |
| Balances outstanding at the end of the year | | | | |
| Deposits - Hotel Relax Pvt Ltd | - | - | 12,500,000 | 12,500,000 |
| | - | - | (12,500,000) | (12,500,000) |

* Previous year figures are in brackets

Accompanying Notes to the Financial Statements

as at March 31, 2017

8. Expenditure On Corporate Social Responsibility

- (a) Gross amount required to be spent by the Company during the year ₹ 62,11,930/-
(b) Amount spent during the year on:

| Particulars | In cash (₹) | Yet to be paid in cash (₹) | Total (₹) |
|--|----------------|-------------------------------|-----------|
| (i) Construction/ acquisition of any asset | - | - | - |
| (ii) On purposes other than (i) above (Education of Tribal Children) | 6,211,930 | - | 6,211,930 |

9. Disclosure On Specified Bank Notes (Sbns)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

| Particulars | (₹ in Lakhs) | | |
|--|--------------|--------------------------|-------|
| | SBNs* | Other denomination notes | Total |
| Closing cash in hand as on November 8, 2016 | 4.90 | 21.30 | 26.20 |
| (+) Permitted receipts | - | 4.71 | 4.71 |
| (+) Withdrawals from Banks | | 12.48 | 12.48 |
| (-) Permitted payments | -2.08 | -3.90 | -5.98 |
| (-) Amount deposited in Banks | -2.82 | - | -2.82 |
| Closing cash in hand as on December 30, 2016 | - | 34.59 | 34.59 |

* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the November 8, 2016.

10. Previous Year's Figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report of even date
For **Borkar & Mazumdar**
Chartered Accountants
Firm's Registration No. : 101569W

Sd/-
Vivek Kumar Jain
Partner
Membership No. : 119700

Mumbai.
May 29, 2017

For and on behalf of the Board of Directors

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

Sd/-
Sumit Bajaj
Chief Financial Officer

Mumbai.
May 29, 2017

Sd/-
Satyanarayan Sharma
Director
(DIN: 00798388)

Sd/-
Neha Mankame
Company Secretary

Notice

THE BYKE HOSPITALITY LIMITED

CIN: L67190MH1990PLC056009

Registered Office : Shree Shakambhari Corporate Park, Plot No: 156-158, Chakaravarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400 099.

Ph No: +91 22 6707 9666 Fax: +91 22 6707 9959 Website: www.thebyke.com | email: investors.care@thebyke.com

NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the **27th ANNUAL GENERAL MEETING** of the members of THE BYKE HOSPITALITY LIMITED will be held at the Anchorage Hall, Hotel Suba International, 211, Chakala, Sahar Road, Andheri East, Mumbai 400099 on Monday, September 18, 2017 at 10:00 A.M to transact the following business:

ORDINARY BUSINESS

Item No. 1 –To Consider & Adopt Financial Statements

To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2017 and Report of the Board of Directors and the Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare a final dividend of 10% i.e. ₹ 1.00/- per share on the equity shares of the Company for the financial year 2016-17.

Item No. 3 - Re - appointment of Mr. S N Sharma

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

Item No. 4 –Ratification of appointment of Statutory Auditor of the Company.

Ratification of appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there under, and pursuant to the resolution passed by Members at the Twenty Sixth Annual General Meeting appointing Borkar & Mazumdar, Chartered Accountants (Registration No. 101569W) as Statutory Auditors of the company who shall hold office until the conclusion of 31st Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of Borkar & Mazumdar, Chartered Accountant as Statutory Auditors of the company for the financial year ending 31st March, 2018 and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the audit committee.”

SPECIAL BUSINESS

Item No. 5 – Appointment of Mr. Mihir Sarkar as a director.

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

“RESOLVED THAT pursuant to provision of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of Listing Obligation & Disclosure Requirements as amended from time to time, Mr. Mihir Sarkar (DIN: 02061972), who was appointed as an additional director pursuant to provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and holds office upto the date of Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, liable to retire by rotation be and is hereby appointed as a Director under the category of Executive Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution.”

Item No. 6 – Appointment of Mr. Dinesh Kumar Goyal as an Independent Director of the Company

Dr. Dinesh Kumar Goyal belonged to 1981 batch of the Indian Administrative Service. Prior to IAS, he was a Scientist for six years in Department of Atomic Energy, Govt. of India. He has administrative experience of 32 years as District Magistrate and Collector, and heads of various departments like Agriculture commodities procurement, Computers, Election, Employment, Energy, Finance, Investment, Industries, Labour, Mines, Plan, Public Works, Sports, Tourism, Town planning, Youth Affairs, etc.

He retired as Additional Chief Secretary, Horticulture Department, Government of Rajasthan and, Chairman, International Horticulture Innovation and Training Centre, Jaipur.

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

“RESOLVED THAT pursuant to provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rule, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of Listing Obligation & Disclosure Requirement as amended from time to time, Mr. Dinesh Kumar Goyal (DIN 02576453), who was appointed as an Additional Director pursuant to provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting and in respect of whom the company has received a

notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for term of 2 (two) consecutive years commencing from February 13, 2017.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matters and things for giving effect to this resolution.”

By order of the Board of Directors
For **The Byke Hospitality Limited**

Sd/-
Neha Mankame
Company Secretary

Date: August 10, 2017
Place: Thane

Registered Office:
Shree Shakambhari Corporate Park,
Plot No: 156-158, Chakaravarti Ashok Society,
J.B.Nagar, Andheri East, Mumbai 400 099
Email Id: investors.care@thebyke.com

NOTES

1. The Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 in respect of which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy for members not exceeding 50(fifty) and holding in aggregate not more than ten percent of the total share capital of the company.
3. Proxy form is sent herewith. The proxy form in order to be effective should be duly completed, signed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. Pursuant to regulation 36 of the Listing Regulation and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, details of Directors who are proposed to be appointed, forms a part of notice.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 12, 2017 to September 18,2017 (Both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the Listing Agreement entered into with the Stock Exchanges.
7. Subject to the provisions of the Companies Act, 2013, the dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration as follows:
 - a. For shares held in physical form – to those members whose names appear in the Register of Members on the close of the day on September 11, 2017 and
 - b. For shares held in dematerialised form to those beneficiaries, whose names are furnished by the National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on September 11, 2017.
8. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Sharex Dynamic (India) Private Limited or to their depository participants in case shares are held in depository form.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. All documents referred to in the notice are open for inspection at the registered office of the company during office hours.
11. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through ECS/NEFT wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
12. 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 2009-10 will be transferred to Investor Education and Protection Fund at appropriate time in current financial year. Members who

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have not encashed their dividend warrants are requested to write to the Registrars & Share Transfer Agents. Shareholders can visit the Company's website www.thebyke.com to check the details of their unclaimed dividend under the Investors' section.

13. Shareholders seeking any information with regard to Annual Report are requested to write to the Company at an early date so that the information can be kept ready.
14. To support green initiative of the Government, electronic copy of the Annual Report for the year ended March 31, 2017 and notice of 27th Annual General Meeting are being sent to the members whose mail IDs are available with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2017 and the Notice are being sent in the permitted mode. Please note that annual report and the notice of 27th Annual General Meeting are also posted on the website www.thebyke.com
15. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, the Company is providing its members with the facility for voting by electronic means and the business may be transacted through such voting. The Company also will be providing voting facility through polling paper at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

(vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|---|
| PAN | <p>(viii) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>(ix) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>(x) In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>(xi) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>(x) 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 (iv).</p> |

Procedure for voting through Electronic Means

Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 15, 2017 by 9:00 A.M and ends on September 17, 2017 by 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 11, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members – login.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xv) 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.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvii) 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.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xx) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxi) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xxii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
16. Ms. Suman Sureka (Membership No. 6842), Practising Company Secretary, have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the

Notice

Company, at the address Ms. Suman Sureka, C/o The Byke Hospitality Limited, Shree Shakambhari Corporate Park, Plot No. 156-158, Chakravarty Ashok Complex, J.B. Nagar, Andheri (E), Mumbai – 400 099, not later than Sunday, September 17, 2017 (5:00 P.M IST). Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investors.care@thebyke.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than Sunday, September 17, 2017. Ballot Form received after this date will be treated as invalid.

18. The Scrutinizer after scrutinizing the votes cast at the Meeting by Poll and through remote e-voting, will not later than two (2) days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
19. The Result of Annual General Meeting will be announced at the registered office of the company situated at, Shree Shakambhari

Corporate Park, Plot No 156-158, Chakarvarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400 099 and also available on the website of the Company (www.thebyke.com). The Results shall simultaneously be communicated to Stock Exchanges where the Shares of the Company are listed.

20. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 18, 2017 subject to receipt of the requisite number of votes in favour of the Resolutions.

By order of the Board of Directors
For **The Byke Hospitality Limited**

Sd/-
Neha Mankame
Company Secretary

Date: August 10, 2017
Place: Thane

EXPLANATORY STATEMENT

(Pursuant to provision of Section 102 of the Companies Act, 2013)

Item No 5:

Mr. Mihir Sarkar joined the Board of Directors of the Company on February 13, 2017 as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provision of Section 161 of The Companies Act, 2013, Mr. Mihir Sarkar will hold office up to the date of ensuing Annual General Meeting.

The resolution seeks the approval of members for the appointment of Mr. Mihir Sarkar (DIN: 02061972) as Director (Executive) liable to retire by rotation.

The Company has received a notice in writing under the provision of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- (Rupees One Lakhs Only) proposing the candidature of Mr. Mihir Sarkar for office of Director to be appointed under the provision of the Companies Act, 2013.

The Company has received from Mr. Mihir Sarkar (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rule, 2014 (ii) intimation in DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rule, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

A copy of the draft letter for appointment of Mr. Mihir Sarkar as director setting out terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

No Director, Key Managerial Personnel of the Company, or and their relatives are concerned or interested, financial or otherwise other than Mr. Mihir Sarkar (along with his relatives) to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

Item No 6:

Mr. Dinesh Kumar Goyal joined the Board of Directors of the company on February 13, 2017 as Additional Director of the company pursuant to section 161 of the Companies Act, 2013. Pursuant to the provision of section 161 of the Companies Act, 2013, Mr. Dinesh Kumar Goyal will hold office up to the date of ensuing Annual General Meeting.

In terms of section 149 read with schedule IV and all other applicable provisions of the Companies Act, 2013, Mr. Dinesh Kumar Goyal

(DIN: 02576453) is proposed to be appointed as an Independent Director for the term of 2 (two) consecutive years commencing from February 13, 2017.

The Company has received a notice in writing under the provision of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- (Rupees One Lakhs Only) proposing the candidature of Mr. Dinesh Kumar Goyal for office of Director to be appointed as such under the provisions of section 149 of the Companies Act, 2013 read with schedule IV and all other applicable provisions of the Companies Act, 2013 .

The Company has received from Mr. Dinesh Kumar Goyal (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rule, 2014 (ii) intimation in DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rule, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013 (iii) Declaration of Independence, that he meet the criteria of independence as provided in section 149 (6) of The Companies Act, 2013.

A copy of the draft letter for appointment of Mr. Dinesh Kumar Goyal as director setting out terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.

No Director, Key Managerial Personnel of the Company, or and their relatives are concerned or interested, financial or otherwise other, than Mr. Dinesh Kumar Goyal (along with his relatives) to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

By order of the Board of Directors
For **The Byke Hospitality Limited**

Sd/-
Neha Mankame
Company Secretary

Date: August 10, 2017
Place: Thane

Notice

Annexure A

**Details of Directors seeking appointment / reappointment at the ensuing Annual General Meeting of the Company:
(Pursuant to Regulation 36 of the Listing Obligation & Disclosure Requirement, 2015 with the Stock Exchanges):**

| Name of Director | Mr. S. N. Sharma | Mr. Mihir Sarkar | Mr. Dinesh Kumar Goyal |
|--|-----------------------------------|-----------------------------------|------------------------|
| DIN | 00798388 | 02061972 | 02576453 |
| Date of Birth | 15/03/1954 | 02/04/1974 | 25/12/1953 |
| Date of first appointment | 29/03/1990 | 13/02/2017 | 13/02/2017 |
| Expertise in specific functional area | Hospitality & Service Industry | Hospitality & Service Industry | Infrastructure |
| Qualification | Electrical Engineer | Graduate in Hotel Management | Ph.D., MSC |
| Details of shares held in the Company | NIL | NIL | NIL |
| Board Membership of other Companies as on March 31, 2017 | NIL | NIL | 1 |
| Chairman / Member of the Committees* of other Companies on which he is director as on March 31, 2017 | NIL | NIL | NIL |

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



THE BYKE HOSPITALITY LIMITED

Registered Office: Shree Shakambhari Corporate Park, Plot No. 156-158, Chakravarti Ashok Society, J.B. Nagar, Andheri (East), Mumbai- 400 099
CIN: L67190MH1990PLC056009

Ph No: +91 22 6707 9666 Fax: +91 22 6707 9959 Website: www.thebyke.com | email: investors.care@thebyke.com

ATTENDANCE SLIP

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

Regd. Folio No. : _____

DP ID* : _____

No. of Shares Held : _____

Client ID* : _____

Name and Address of the Shareholder _____

E-mail ID: _____

I hereby record my presence at the 27th ANNUAL GENERAL MEETING of the Company held on Monday, September 18, 2017 at the Anchorage Hall, Hotel Suba International, 211, Chakala, Sahar Road, Andheri East, Mumbai 400099.

Signature of Shareholder/ Proxy

* Applicable for investors holding shares in electronic form

NOTES: You are requested to bring your copy of the Annual Report to the Meeting.

E-MAIL ID REGISTRATION REQUEST

In compliance with provisions of Rule 18(3) prescribed in Chapter 18 of the Companies Act, 2013, all the Members of the Company who have not registered their e-mail id so far with the Company/RTA and those Members who have registered their e-mail but wish to update their email-ids, are requested to fill the below details to register or update their email-ids.

E-mail ID:

(Signature of Member)



THE BYKE HOSPITALITY LIMITED

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Ph No: +91 22 6707 9666 Fax: +91 22 6707 9959 Website: www.thebyke.com | email: investors.care@thebyke.com

**Form No. MGT-11
PROXY FORM**

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Venue of the meeting: _____

Date & Time: _____

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

| | |
|--------------------|--|
| Name | |
| Registered Address | |
| Email ID | |
| DP ID* | |
| Client ID* | |
| Folio No | |

*Applicable for investors holding shares in Electronic form.

I/We _____ being a member/members of The Byke Hospitality Limited hereby appoint the following as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Monday, September 18, 2017 at 10:00 A.M at the Anchorage Hall, Hotel Suba International, 211, Chakala, Sahar Road, Andheri East, Mumbai 400099 and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Mr/Mrs _____
Registered address _____
Email id _____ Signature _____ or failing him
2. Mr/Mrs _____
Registered address _____
Email id _____ Signature _____ or failing him
3. Mr/Mrs _____
Registered address _____
Email id _____ Signature _____ or failing him

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

| Sr. Resolution No. | Number of shares held | For | Against |
|--|-----------------------|-----|---------|
| Ordinary Business | | | |
| 1. Adoption of audited Financial Statements for the financial year ended March 31, 2017 and reports of the Board of Directors and the Auditors Thereon | | | |
| 2. Declaration of final dividend of 10% i.e. ₹ 1/- per share on the equity shares of the Company for the financial year 2016-17 | | | |
| 3. Re-appointment of Mr. Satyanarayan Sharma, who retires by rotation | | | |
| 4. Ratification of Appointment of M/s Borkar & Mazumdar, Chartered Accountants, as Statutory Auditor | | | |
| Special Business | | | |
| 5. Appointment of Mr. Mihir Sarkar as an Executive Director | | | |
| 6. Appointment of Mr. Dinesh Kumar Goyal as an Independent Director of the Company | | | |

** This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature(s) of Member(s)

- 1. _____
- 2. _____
- 3. _____

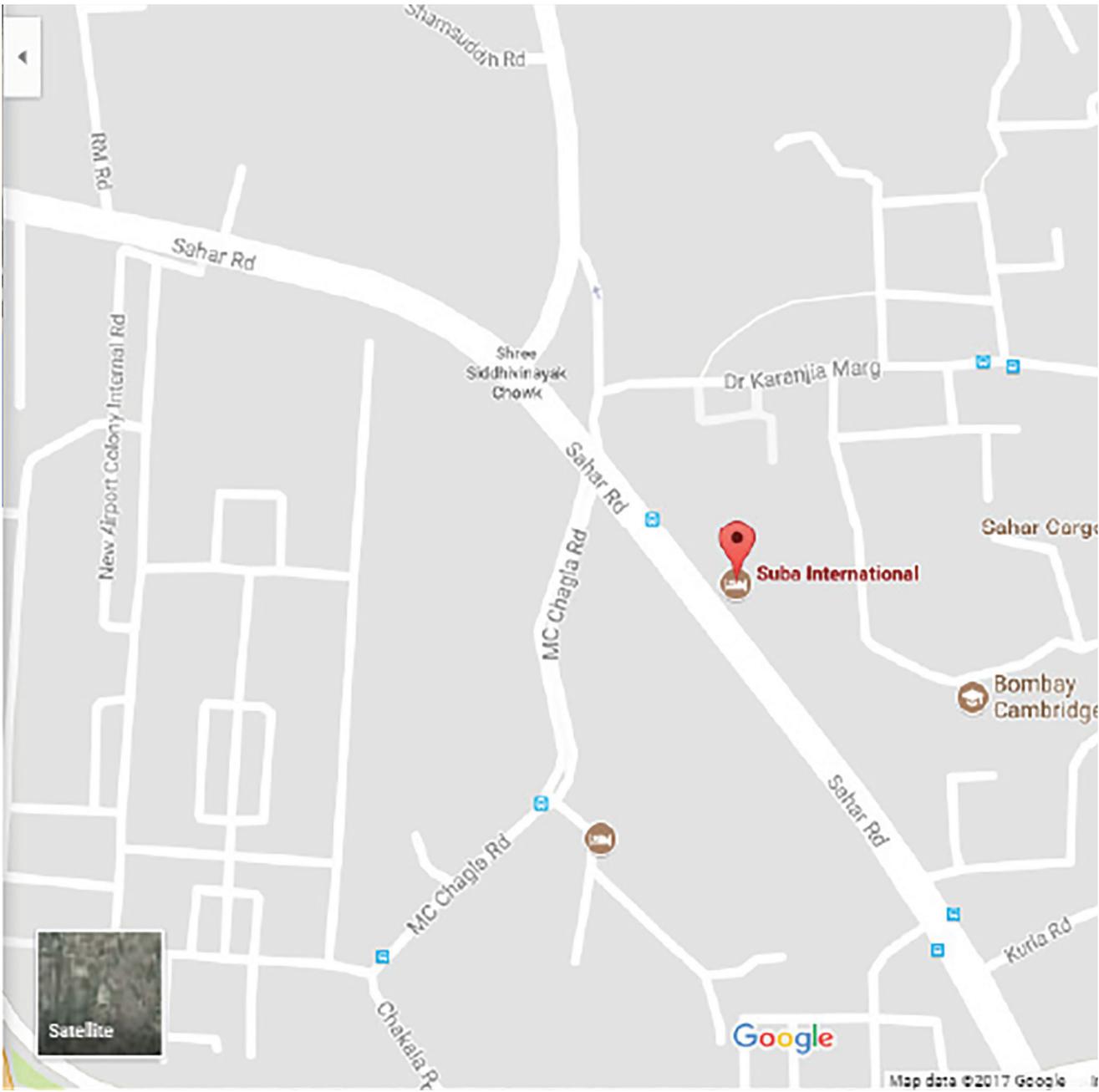
Affix a 15
paise
Revenue
Stamp

Signed this ----- day of ----- 2017

Notes:

- 1. *The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.*
- 2. *A Proxy need not be a member of the Company.*
- 3. *In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.*
- 4. *The form of Proxy confers authority to demand or join in demanding a poll.*
- 5. *The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.*
- 6. *In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.*

ROUTE MAP
27TH Annual General Meeting of The Byke Hospitality Limited



Corporate Information

(As on August 10, 2016)

BOARD OF DIRECTORS

Mr. Anil Patodia
Mrs. Archana Anil Patodia
Mr. Satyanarayan Sharma
Mr. Pramod Patodia
CA Ram Ratan Bajaj
Mr. Ramesh Vohra
Mr. Bharat Thakkar
Mr. Sandeep Kumar Singh
CA. Sudha Gupta
Mr. Vikash Kumar Agarwal
Mr. Dinesh Kumar Goyal
Mr. Mihir Sarkar

BANKERS

ICICI Bank Limited
HDFC Bank Limited
Axis Bank Limited
State Bank of Bikaner and Jaipur
Union Bank of India
Kotak Mahindra Bank Limited

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Neha Mankame

SECRETARIAL AUDITOR

M/s Suman Sureka & Associates
302-A Wing, Mukti Tower, Eastern Express
Highway, Mulund East, Mumbai 400 081

STATUTORY AUDITOR

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

REGISTRAR AND SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited
Unit-1, Luthra Ind Premises, 1st Floor,
44 E, M Vasanti Marg, Andheri Kurla Road,
Safed Pool, Andheri (East),
Mumbai 400 072
Tel No: 285145644 /28515606
Website: www.sharexindia.com
E-mail: investor@sharexindia.com

REGISTERED & CORPORATE OFFICE

Shree Shakambhari Corporate Park,
Plot No. 156-158, Chakravarti Ashok Complex,
J.B. Nagar, Andheri (East),
Mumbai – 400 099.
Tel : +91 22 6707 9666
Fax: + 91 22 6707 9696
Email : investors.care@thebyke.com
Website: www.thebyke.com





Registered Office:
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J B Nagar, Andheri (E), Mumbai 400 099.
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