

Date: August 03, 2021

To,
The Board of Directors,
The Byke Hospitality Limited

Sub: Notice of the (03/2021–22) Board of Directors Meeting.

Dear Sir(s)/ Madam,

Notice is hereby given that the Meeting (03/2021–22) of the Board of Directors of the Company is to be held on **Tuesday, August 10, 2021 at 4.00 p.m.** at the registered office of the Company situated at Shree Shakambhari Corporate Park, 156-158, Chakravorty Ashok Society, J. B. Nagar, Andheri (East) Mumbai - 400099.

The Agenda of the business to be transacted at the Meeting is enclosed herewith.

You may attend the Meeting through Electronic Mode. In case you desire to participate through such mode, please send a Confirmation in this regards to the Company Secretary at Cs@thebyke.com within 2 days from the receipt of the Notice to enable making necessary arrangements.

Kindly make it convenient to attend the Meeting.

Thanking You,

Yours Faithfully,
For **The Byke Hospitality Limited**

Sd/-
(Rinku Kholakiya)
Company Secretary and Compliance Officer

To,
Mr. Anil Patodia - Chairman
Mrs. Archana Patodia - Director
Mr. Pramod Patodia - Executive Director
Mr. Ram Ratan Bajaj - Independent Director
Mr. Ramesh Vohra - Independent Director
Ms. Madhuri Dhanak - Independent Director

THE BYKE HOSPITALITY LIMITED

CIN - L67190MH1990PLC056009

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

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BOARD MEETING

DAY : Tuesday
DATE : August 10, 2021
VENUE : Shree Shakambhari Corporate Park, 156-158, Chakravorty Ashok Society,
J. B. Nagar, Andheri (East) Mumbai - 400099
TIME : 04.00 p.m.

AGENDA

AGENDA ITEM	PARTICULARS
1.	To consider leave of absence, if any.
2.	To note and confirm minutes of previous meeting of the Board of Directors held on June 25, 2021.
3.	To note the minutes of previous meetings of other Committees held on June 25, 2021.
4.	To note the renewal of D & O insurance policy of the Company.
5.	To take a note of stock exchange compliances for the quarter ended June 30, 2021
6.	To consider, discuss & adopt the Unaudited Financial Results for quarter ended June 30, 2021 along with Limited Review Report thereon.
7.	To consider and approve the appointment of Statutory Auditor of the Company in the place of retiring auditor.
8.	To fix and approve the date and time for the 31st annual general meeting (“AGM”) of the company along with draft notice of AGM
9.	To consider and approve the Draft Director’s Report and Corporate Governance Report for the financial year 2020 - 21.
10.	To fix Book Closure date for the purpose of forth Coming Annual General Meeting.
11.	To take note of the CEO and CFO certificate in compliance with regulation 17 (8) & 33(2)(a) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.
12.	To consider and approve the constitution of Finance Committee of the Company.
13.	To consider and approve the CSR Budget for the FY 2021 – 2022.
14.	To consider and approve appointment of Internal Auditor for the financial year 2020-21.
15.	To consider and approve appointment of Secretarial Auditor for the financial year 2020-21.
16.	To consider the appointment of scrutinizer for the process of e-voting at the forthcoming Annual General Meeting.
17.	To note the appointment of Nodal Officer of the Company.
18.	To take note of the Compliance Report as on August 02, 2021.
19.	To review operations of the company as on August 02, 2021.
20.	To transact any other business with permission of the Chair.

EXPLANATORY NOTES TO THE AGENDA ITEM

AGENDA ITEM -1

TO GRANT LEAVE OF ABSENCE TO DIRECTORS

Leave of Absence will be granted to those Director(s) who have expressed their inability to attend the Board Meeting.

AGENDA ITEM - 2

TO NOTE AND CONFIRM MINUTES OF PREVIOUS MEETING OF THE BOARD OF DIRECTORS HELD ON JUNE 25, 2021

The Board may request to confirm and approve the Minutes of previous Meeting of the Board of Directors of the Company held on June 25, 2021.

AGENDA ITEM – 3

TO NOTE THE MINUTES OF PREVIOUS MEETINGS OF OTHER COMMITTEE HELD ON JUNE 25, 2021

The Board may request to take note of the Minutes of the previous meeting of following Committees held on June 25, 2021.

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholder’s Relationship Committee

AGENDA ITEM – 4

TO NOTE THE RENEWAL OF D & O POLICY INSURANCE OF THE COMPANY

The Board may appraise that as per Regulation 25(10) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 the top 500 Listed entities by market capitalization calculated as on end of the Financial year, shall obtain a Directors and Officers Insurance (D & O) Policy for all their Independent Directors of such quantum and for such risks as may be determined by its Board of Directors. To safeguard the interest of Independent Director the Company may obtain a D & O Policy.

The Board may note that the existing D & O Policy of The Byke Hospitality Limited was due for renewal on May 27, 2021. After some discussion the following resolution may be passed:

“RESOLVED THAT subject to applicable provisions, if any, of the Companies Act, 2013 and in accordance with Regulation 25 (10) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Directors and Officers Liability Policy (“D & O Policy”) of the Company be renewed w.e.f. May 28, 2021 for a period of one year i.e. upto May 27, 2022 to cover the risks as are covered in the existing policy.

RESOLVED FURTHER THAT Mr. Anil Patodia and Mr. Pramod Patodia be and hereby jointly or severally authorised to negotiate and finalise the Insurance Firm, premium payable for the aforesaid cover, any modification that may be required in the risks covered and such other terms with the Insurance Firm and to execute such deeds, agreements, documents and other writings as may be necessary, expedient or required for this purpose.

RESOLVED FURTHER THAT the Directors of the Company or the Company Secretary be and is hereby authorised to furnish a copy of the resolution "Certified as True" to the Bank and the Bank be requested to act thereupon."

AGENDA ITEM – 5

TO TAKE A NOTE OF STOCK EXCHANGE COMPLIANCES FOR THE QUARTER AND YEAR ENDED JUNE 30, 2021

The Chairman may be informed that the following Stock Exchange Compliance placed before the Board:

- Quarterly compliance report on corporate governance to the stock exchanges as per regulation 27(2) of SEBI (LODR) Regulation, 2015.
- Statement pursuant to clause 13(3) of the securities and Exchange board of India (listing obligations and Disclosure requirements) regulations, 2015.
- Reconciliation of share capital Audit report for the Quarter ended 30.06.2021

The Board may take the note of the same.

AGENDA ITEM – 6

TO CONSIDER, DISCUSS AND ADOPT THE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON JUNE 30, 2021 ALONG WITH LIMITED REVIEW REPORT THEREON.

The Chairman may inform the Board that the pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Audit Committee has considered and may recommend for approval to the Board, the Unaudited Financial Results of the Company for the quarter ended June 30, 2021. The Chairman may place before the Limited Review Report for the quarter ended June 30, 2021. The Board may be passed the following resolution unanimously.

“RESOLVED THAT the statement of Unaudited Financial Results of the Company for the quarter ended June 30, 2021 having revenue from operation of Rs. 1212.98 Lakhs, and the Net Profit after Tax of Rs. (786.06) Lakhs be and is hereby approved and Mr. Anil Patodia, Managing Director of the Company be and is hereby authorized to sign the same and to publish on the Company’s website and in the newspaper and submit with the Stock Exchange as per the provision of Listing Regulation, 2015.

RESOLVED FURTHER THAT the Limited Review Report in respect of Unaudited Financial Result for the Quarter ended on June 30, 2021 be and is hereby noted by the Board and the same is submitted to the Stock Exchanges where shares of the Company are listed in Compliance with Clause 33 of the Listing Regulation 2015”.

AGENDA ITEM – 7

TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY IN THE PLACE OF RETIRING AUDITOR

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

The Board of Directors of the Company may consider the appointment of Bilimoria Mehta & Co., Chartered Accountant (Firm registration no: 101490W) as a statutory auditor of the Company till the conclusion of the 32nd AGM of the Company to be held in 2022 based on the recommendation of Audit Committee.

The consent and eligibility letter were received from the statutory Auditors under Section 139 & 141 of the Companies Act, 2013 (“Act”) that they satisfy the criteria provided under Section 141 of the Act. The same may table before the Board.

After some discussion following resolution may be passed:

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

AGENDA ITEM – 8

TO FIX AND APPROVE THE DATE AND TIME FOR THE 31st ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY ALONG WITH DRAFT NOTICE OF AGM

The Chairman may inform the Board that it is proposed to hold 31st Annual General Meeting of the Company on _____, _____, 2021 at _____ through Video Conferencing/Other Audio Visual Means (VC/OVAM) facility. After some discussion, the Board may approve draft notice convening the Annual General Meeting and may pass the following resolution:

“RESOLVED THAT the 31st Annual General Meeting of the Company be convened on _____, _____, 2021 at _____ through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India and that the draft notice as placed before the Board, for convening the meeting be and is hereby approved and that the Company Secretary, be and is hereby authorised to sign the same and send to the members along with the Audited Financial Statements for the year ended March 31, 2021 and the reports of the Auditors’ thereon”.

AGENDA ITEM – 9

TO CONSIDER AND APPROVE THE DRAFT DIRECTOR’S REPORT AND CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2020 - 21

The Directors’ Report and Corporate Governance Report for the financial year 2020 - 21 may be placed in the meeting for consideration of the Board. The Board may request to approve the same and may pass the following draft resolution with or without modification(s):

“RESOLVED THAT the Directors’ Report and Management Discussion & Analysis Report and Corporate Governance Report for the year ended 31st March, 2021 as placed before the Board, be and are hereby approved and that Mr. Anil Patodia, Chairman and Managing Director and Mrs. Archana Patodia, Non-Executive Director of the Company be and is hereby authorized to sign the same on behalf of the Board of Directors of the Company.”

AGENDA ITEM – 10

TO FIX BOOK CLOSURE DATE FOR THE PURPOSE OF FORTH COMING ANNUAL GENERAL MEETING

The Chairman may be informed that a Book Closure period is to be informed to the Stock Exchange at least 7 days prior to Annual General Meeting. After discussion, the following resolution was passed:

“RESOLVED THAT the register of members and share transfer books will remain closed from _____, _____, 2021 to _____, _____, 2021 (both days inclusive) for the purpose of the forthcoming Annual General Meeting of the Company.

RESOLVED FUTHER THAT Mr. Anil Patodia, Managing Director be and hereby authorized to notify the Stock Exchanges where the shares of the Company are listed regarding the book closure date.”

The Board may take the note of same.

AGENDA ITEM – 11

TO TAKE NOTE OF THE CEO & CFO CERTIFICATE IN COMPLIANCE WITH REGULATION 17 (8) & 33(2)(A) OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Chairman may request the Board to take note of the CEO & CFO Certificate in compliance with Regulation 17 (8) & 33(2)(a) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

AGENDA ITEM – 12

TO CONSIDER & APPROVE THE CONSTITUTION OF FINANCE COMMITTEE OF THE COMPANY

The Committee may inform that the Board needs to constitute the Finance Committee of the Board to look after the matters relating to the taking and giving of Loan, Investment and Guarantees and all other matters relating to the bank operations if any. The role and responsibility was mentioned in the charter of the Committee and the same may discuss in the meeting.

After some discussion the following resolution may pass by the Board:

“RESOLVED THAT a Committee of the Board in the name and style of ‘Finance Committee’ be constituted with the following members:

Mr. Anil Patodia	Chairman
Mrs. Archana Patodia	Member
Mr. Pramod Patodia	Member
Mr. Sumit Bajaj	Member

RESOLVED FURTHER THAT any member of the Finance Committee may be removed or replaced at any time by the Board and that any member of the Finance Committee ceasing to be a Director of the Company shall cease to be a member of the Finance Committee.

RESOLVED FURTHER THAT the member of the Finance Committee shall elect a chairperson amongst themselves.

RESOLVED FURTHER THAT the Finance Committee shall act in accordance with the Charter of the Committee which was tabled before the Board and initialed by the Chairman for the purpose of the identification.

RESOLVED FURTHER THAT the Finance Committee be and is hereby vested with the following roles and responsibilities:

- to consider the opening and closing of bank accounts, availing various banking facilities, availing Loans & credit facilities from Banks and other bank related matters;
- to make investment in Shares, Mutual Funds & other securities;
- to acquire funds for the firm, managing funds within the firm, and planning for the expenditure of funds on various assets.
- to ensure that organization maintains adequate insurance coverage.
- to provide direction to the Board for fiscal responsibility. Alongside this is the responsibility for future long term planning and the development of strategies to back up the plan.

- ongoing review of the organization’s revenue and expenditure, balance sheet, investments and other matters related to its continued solvency.
- to ensure the maintenance of an appropriate capital structure.
- to develop an investment strategy where necessary.

AGENDA ITEM – 13

TO CONSIDER AND APPROVE THE CSR BUDGET FOR THE FY 2021 – 2022.

The Chairman may inform the Board that as per the provision of the Section 135 of the Companies Act, 2013 the Company has to spend, in every financial year, at least 2% of the Average Net Profit of the Company made during three immediately preceding financial year.

The CSR Provision of Rs. 10,00,000/- may be made for the financial year 2021-2022 as per the provision of Section 135 of the Companies Act 2013. Last year’s CSR provision was utilized in various CSR activities and amount has been spent. i.e Rs.43,00,000/- (Rupees Forty Three Thousand only)

On the recommendation of CSR Committee the Board may approve the budget of Rs. 10,00,000/- and suitable proposal for undertaking CSR Activities for the FY 2021 – 22.

The Board may take a note of the same.

AGENDA ITEM – 14

TO CONSIDER & APPROVE APPOINTMENT OF INTERNAL AUDITOR FOR THE FINANCIAL YEAR 2021-22.

The Chairman may inform the Board the appointment of M/s P.P. Kapoor & Co., Chartered Accountants (Registration No. 104806W) as internal auditor of the Company for the financial year 2021 -2022 on the recommendation of the Audit Committee. M/s P.P. Kapoor & Co., is reputed firm with vast experience and expertise in accounts and audit works. The Board may consider the same and may pass the following resolution:

“RESOLVED THAT in accordance with the provisions of Section 138 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, M/s. P.P. Kapoor & Co., Chartered Accountants (Registration No. 104806W) be and is hereby appointed as internal auditor of the Company for financial year 2021 -22.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

The Board may note the same.

AGENDA ITEM – 15

TO CONSIDER AND APPROVE APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FINANCIAL YEAR 2021-2022.

The Chairman may inform the Board that the Company is required to obtain secretarial audit report from a Company Secretary in practice as per Section 204 of the Companies Act, 2013 since our Company is a public Company having a paid up share capital of more than 50 crs, and the consent letter was received from M/s Suman Sureka & Associates to act as a secretarial auditor of the Company for the financial year 2021 – 2022. The Audit Committee has recommended the Board to approve the appointment of Secretarial Auditor.

The Board may consider the same and pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act, 2013 and other applicable provisions if any of the Companies Act 2013, M/s Suman Sureka & Associates, Company Secretaries (FCS No. 6842, C.P.No. 4892) be and is hereby appointed as Secretarial Auditors of the Company for the Financial Year 2021 - 22”.

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution”.

AGENDA ITEM – 16

TO CONSIDER THE APPOINTMENT OF SCRUTINIZER FOR THE PROCESS OF E-VOTING AT THE FORTHCOMING ANNUAL GENERAL MEETING.

The Chairman may inform the Board that passing Resolutions through e-voting requires the appointment of a scrutinizer. The scrutinizer will be mainly responsible for scrutinizing the e-voting process under the Companies Act, 2013 and will be providing a report on the votes cast “in favour” or “against” the resolutions stated in the notice to the members for the Annual General Meeting.

He may suggest the names of few qualified professionals and welcome suggestions from the members of the Board.

The Board may be passed the following Resolution after deliberate discussion and consideration:

“RESOLVED THAT the board hereby appoints M/s. Suman Sureka and Associates as Scrutinizer for the E- voting process. They will be responsible for scrutinizing the E-voting process as per the provisions of the Companies Act, 2013 and other applicable rules.

RESOLVED FURTHER THAT Mr. Anil Patodia, Managing Director of the Company shall be responsible to determine the remuneration payable to the Scrutinizer.”

AGENDA ITEM – 17

TO NOTE THE APPOINTMENT OF NODAL OFFICER OF THE COMPANY.

The Board may be informed that pursuant to the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 vide MCA Notification No. 1267(E) dated 13th October, 2017 and further insertion of a sub rule 2A of Rule 7 of IEPF Authority Rules; it is mandatory for every Company who have transferred the amount to the Fund to nominate a Nodal officer for the purpose of coordination with IEPF Authority in case of any claims from the fund.

The Board may be considered and discussed the same and passed the following resolution:

“RESOLVED THAT the consent of Board be and is hereby accorded to nominate Mr. Anil Patodia, Chairman and Managing Director of the Company to act as the nodal officer for and on behalf of the Company and be and is hereby authorised to coordinate with IEPF Authority in regards to verification of all cases as may be prescribed in rule 7 of IEPF rules related to refund to claimants from the IEPF Fund.

The following are the details of the Nodal Officer of the Company under Rule 7 of IEPF Authority Rules:

Name	Designation	Address & Contact No	Email ID
Mr. Anil Patodia	Chairman & Managing Director	B/1 401, 14 th floor, Valencia Near Galleria Himnandani, Powai IIT Mumbai- 400 076 +91 22 67079666 (Extn: 644)	Investor.care@thebyke.com

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds and things which may be necessary in this regards.”

AGENDA ITEM – 18

TO TAKE NOTE OF COMPLIANCE REPORT AS ON AUGUST 02, 2021.

The Board may be requested to note and take on record of the Compliance Report as on August 03, 2021.

AGENDA ITEM – 19

TO REVIEW OPERATIONS OF THE COMPANY AS ON AUGUST 02, 2021

The Board may be requested to note and take on record the activities and operations of the Company as on August 02, 2021.

AGENDA ITEM – 20

TO TRANSACT ANY OTHER BUSINESS

The Committee may take any other business with permission of the chair, if any.

