

Date: 18/06/2021

To,

The Members of the Board,

The Byke Hospitality Limited.

Dear Sir/Madam,

Notice is hereby given that meeting of Board of Directors (02/2021-22) of The Byke Hospitality Limited is scheduled to be held on ***Friday, June 25, 2021 at 4:00 P.M.*** through video conferencing.

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

Members are requested to contact the undersigned on cs@thebyke.com for further assistance.

Yours faithfully,

For The Byke Hospitality Limited

Sd/-

(Rinku Kholakiya)

Company Secretary & Compliance Officer

BOARD MEETING

DATE: June 25, 2021

DAY : Friday

TIME: 4:00 P.M.

AGENDA

AGENDA ITEM	PARTICULARS
1.	To elect Chairman for the Meeting.
2.	To consider leave of absence, if any.
3.	To note and confirm the previous Minutes of Meeting of the Board of Directors and its Committees.
4.	To Consider and Approve the Audited Financial Results for Quarter ended March 31, 2021 & Audited Financial Statement for the year ended March 31, 2021 along with the Auditor's Report.
5.	To take note of the CEO and CFO Certificate in compliance with regulation 17 (8) & 33(2)(a) of the Listing Obligation and Disclosure Requirement Regulation, 2015.
6.	To consider the re-appointment of Mr. Anil Patodia as the Managing Director of the Company.
7.	To conduct Evaluation of Independent Directors of the Company.
8.	To consider the appointment of Mr. Anil Patodia as the Nodal Officer of the Company.
9.	To consider and approve Remuneration be to be paid to the Statutory Auditors for the FY 2020-21.
10.	To take Note of the Omnibus approval granted by Audit Committee for Related Party Transactions.
11.	To note the amendments in the policy for Related Party Transactions
12.	To consider and approve Policy on Code of Fair disclosure and Conduct as per SEBI (Prohibition of Insider Trading) Regulations, 2015

13.	To review operations of the company as on June 24, 2021.
14.	To take note of the Compliance Report as on June 24, 2021.
15.	To consider any other business with permission of the Chair.

AGENDA ITEM -1

TO ELECT CHAIRMAN FOR THE MEETING.

AGENDA ITEM – 2

TO CONSIDER LEAVE OF ABSENCE TO DIRECTORS

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

AGENDA ITEM – 3

TO NOTE AND CONFIRM THE PREVIOUS MINUTES OF MEETING OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

The Board is requested to confirm and approve the following previous Minutes:

- Meeting of Board of Directors held on May 28, 2021
- Meeting of Nomination and Remuneration Committee held on May 28, 2021.

AGENDA ITEM – 4

TO CONSIDER AND APPROVE THE AUDITED FINANCIAL RESULTS FOR QUARTER ENDED MARCH 31, 2021 & AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2021 ALONG WITH THE AUDITOR'S REPORT.

In accordance with Clause 33 (3) of the Listing Obligation & Disclosure Requirements Regulations, 2015, the Company is required to publish the Audited Financial Results of the Company within a period of 60 days from the date of closure of the Quarter. SEBI vide its Circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/ dated April 29, 2021 has extended timeline for publishing Audited Financial Results till June 30, 2021.

The Audit Committee shall review and consider the Audited Financial Results of the Company for the Quarter or the Year ended March 31, 2021 & Audited Financial Statements for the Year ended March 31, 2021 along with the Audit Report and recommend the same for approval of the Board. Pursuant to Regulation 33 of the Listing Obligation & Disclosure Requirements, the Board is requested to consider and approve the financial results & note the Audit Report that will be placed before the Board & authorize Mr. Anil Patodia, Managing Director of the Company to sign & submit information regarding results to Stock Exchange where shares of the Company are listed and to release the same for publication in the newspapers.

AGENDA ITEM – 5

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

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

AGENDA ITEM – 6

TO CONSIDER THE RE-APPOINTMENT OF MR. ANIL PATODIA AS THE MANAGING DIRECTOR OF THE COMPANY

The Board is requested to take note the tenure of Mr. Anil Patodia as Managing Director of the Company is expiring on July 31, 2021 and as per the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 the Board proposes the Re-appointment of Mr. Anil Patodia as Managing Director for a further period of 5 years at the same remuneration drawn by him subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.

After some discussion the Board will pass the following Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other regulations as may be applicable and subject to the approval of the members of the Company as per applicable provisions of the Act and pursuant to the recommendation of the Nomination and Remuneration Committee (‘the Committee’), the consent of the Board of Directors of the Company be and is hereby accorded for the reappointment of Mr. Anil Patodia (DIN: 00073993) as the Managing Director of the Company, for a period of 05 (Five) years w.e.f. August 01, 2021 to July 31 2026;

RESOLVED FURTHER THAT upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors hereby approves the remuneration of Rs. 60,00,000/- p.a. (Rupees Sixty Lakhs) including salary, commission and perquisites payable to Mr. Anil Patodia upon his re-appointment as Managing Director of the Company.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Anil Patodia as Managing Director, the Company has no profits or its profits are inadequate, the Company may pay Mr. Anil

Patodia, the above remuneration as the minimum remuneration, in accordance with the provisions of Sections 197, 198, and other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or reenactment thereof) read with Schedule-V to the Act;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee or the Board of Directors may, at its discretion, revise, vary or modify the remuneration and terms of the appointment of Mr. Anil Patodia from time to time, in such manner as may be agreed to between the Board and Mr. Anil Patodia, provided that such alteration/variation/modification/amendment is in conformity with the applicable provisions of the Act, as amended from time to time;

RESOLVED FURTHER THAT any one of Director be and is hereby severally authorized to sign any document, agreement and papers and 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;

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorised to sign any copy of this resolution as a certified copy thereof and furnish the same to whomsoever concerned.”

AGENDA ITEM – 7

TO CONDUCT EVALUATION OF INDEPENDENT DIRECTORS OF THE COMPANY

The Board of Directors of the company are requested to evaluate the performance of the Independent Directors of the Company excluding the director being evaluated.

AGENDA ITEM – 8

TO CONSIDER THE APPOINTMENT OF MR. ANIL PATODIA AS THE NODAL OFFICER OF THE COMPANY

The board shall discuss that pursuant to rule 7(2A) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, Every company which is required to credit amounts or shares to the fund or has deposited the amount or transferred the shares to the Fund shall nominate a Nodal Officer, who shall either be a Director or Chief financial Officer of the company, for the purposes of verification of claims and coordination with Investor Education and Protection Fund Authority.

The board may appoint Mr. Anil Patodia as a Nodal officer of the Company as per requirement.

AGENDA ITEM – 9

TO CONSIDER AND APPROVE REMUNERATION BE TO BE PAID TO THE STATUTORY AUDITORS FOR THE FY 2020-21

The Board is requested to consider and approve the remuneration to be paid to the Statutory Auditor for the FY 2020-21

AGENDA ITEM – 10

TO TAKE NOTE OF THE OMNIBUS APPROVAL GRANTED BY AUDIT COMMITTEE FOR RELATED PARTY TRANSACTIONS

The Board is requested to take note of the omnibus approval granted by audit committee for related party transactions for the FY 2021-2022.

AGENDA ITEM – 11

TO NOTE THE AMENDMENT IN THE POLICY FOR RELATED PARTY TRANSACTIONS

The Board is requested to take note that the Policy on Materiality of Related Party Transactions and Dealing on Related Party Transactions (“the Policy”) of the Company requires necessary modifications in view of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2019 (“SEBI Amended Regulations”) and Companies (Meeting of Board and its Power) Second Amendment Rules, 2019.

The Board shall review the draft of the above policy, on recommendations of the Audit committee and approve the same by passing the following resolution unanimously;

"RESOLVED THAT on the recommendation of the Audit Committee, the Board of Directors of the Company hereby approve the amendments to the “Policy on Materiality of Related Party Transactions and Dealing on Related Party Transactions” of the Company draft of which as circulated and reviewed;

RESOLVED FURTHER THAT any one of the Director, and Company Secretary of the Company be and is hereby severally authorized to take all necessary steps as may be required to implement the said policies.”

AGENDA ITEM – 12

TO CONSIDER AND APPROVE POLICY ON CODE OF FAIR DISCLOSURE AND CONDUCT AS PER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

The Board is requested to take note that the Company is required to frame a policy on Code of Fair Disclosure and Conduct as per Regulation 8 of SEBI (prohibition of insider trading) regulations, 2015.

The Board shall review the draft of the above policy, recommendations of the respective committee and approve the same by passing the following resolution unanimously;

"RESOLVED THAT on the recommendation of the Audit Committee, the Board of Directors of the Company hereby approve the "Code of Fair Disclosure and Conduct" of the Company draft of which as circulated and reviewed;

RESOLVED FURTHER THAT any one of the Director, and Company Secretary of the Company be and is hereby severally authorized to take all necessary steps as may be required to implement the said policies."

AGENDA ITEM – 13

TO REVIEW OPERATIONS OF THE COMPANY AS ON JUNE 24, 2021

The Board is requested to note and take on record the activities and operations of the Company as on June 24, 2021.

AGENDA ITEM – 14

TO TAKE NOTE OF THE COMPLIANCE REPORT AS ON JUNE 24, 2021

The Board is requested to note and take on record of the Compliance Report as on June 24, 2021.

AGENDA ITEM – 15

TO CONSIDER ANY OTHER BUSINESS WITH PERMISSION OF THE CHAIR

The Board may consider any other business, if any with the permission of the Chair.