

Date: July 14, 2023

To,

|                      |   |  |
|----------------------|---|--|
| Mr. Anil Patodia     | - | Chairman & Managing Director             |
| Mrs. Archana Patodia | - | Non Independent & Non-Executive Director |
| Mr. Pramod Patodia   | - | Executive Director                       |
| Mr. Ram Ratan Bajaj  | - | Independent Director                     |
| Mr. Ramesh Vohra     | - | Independent Director                     |
| Ms. Madhuri Dhanak   | - | Independent Director                     |

The Board of Directors of the Byke Hospitality Limited.

**Sub: Notice of the (02/2023-24) Board Meeting.**

Dear Sir(s)/ Madam,

Notice is hereby given that the Meeting (02/2023-24) of the Board of Directors of the Company is to be held on **Thursday, July 20<sup>th</sup>, 2023 at 04:00 P.M.** at registered office of the Company situated at **Sunil Patodia Tower, Plot No.156-158, J. B. Nagar, Andheri (East) Mumbai - 400099.**

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

The facility to participate through Electronic Mode is also made available by the Company. In case you desire to participate through Electronic Mode, please send a confirmation in this regard to [cs@thebyke.com](mailto:cs@thebyke.com) to enable us in making necessary arrangements. Members are requested to contact the undersigned on [cs@thebyke.com](mailto:cs@thebyke.com) for further assistance.

Kindly make it convenient to attend the Meeting.

Thanking You,

Yours Faithfully,

**For and on behalf of The Byke Hospitality Limited**

Sd/-

(Puja Sharma)

Company Secretary & Compliance Officer

## **BOARD MEETING**

**DAY** : Thursday  
**DATE** : July 20, 2023  
**VENUE** : Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar, Andheri(East)  
Mumbai City Maharashtra -400099  
**TIME** : 04:00 PM

## **AGENDA**

| <b>AGENDA ITEM</b> | <b>PARTICULARS</b>   |
|--------------------|--|
| 1.                 | To consider leave of absence, if any.  |
| 2.                 | To note and confirm minutes of previous meeting of the Board of Directors held on May 15, 2023.  |
| 3.                 | To note the minutes of previous meetings of other Committees held on May 15, 2023.   |
| 4.                 | To take a note of stock exchange compliances for the quarter ended June 30, 2023   |
| 5.                 | To consider, discuss & adopt the Unaudited Financial Results for quarter ended June 30, 2023 along with Limited Review Report thereon.   |
| 6.                 | To fix and approve the date, time and venue for the 33rd annual general meeting(“AGM”) of the company along with draft notice of AGM   |
| 7.                 | To consider and approve the Draft Director’s Report, Corporate Governance Report, Secretarial Audit Report, Compliance Certificates, Management Discussion & Analysis Report for the financial year 2022 - 2023. |
| 8.                 | To fix Book Closure date for the purpose of forth Coming Annual General Meeting.   |
| 9.                 | 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.  |
| 10.                | To consider the appointment of scrutinizer for the process of e-voting at the forthcoming Annual General Meeting.  |
| 11.                | To consider appointment of Additional Non-Executive Independent Director of the company.   |
| 12.                | To take note of the Compliance Report as on July 13, 2023  |
| 13.                | To review operations of the company  |
| 14.                | 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 MAY 15, 2023**

The Board may request to confirm and approve the Minutes of previous Meeting of the Board of Directors of the Company held on May 15, 2023.

### **AGENDA ITEM – 3**

#### **TO NOTE THE MINUTES OF PREVIOUS MEETINGS OF OTHER COMMITTEE HELD ON MAY 15, 2023**

The Board may request to take note of the Minutes of the previous meeting of following Committees held on May 15, 2023.

- Audit Committee
- Nomination & Remuneration Committee

### **AGENDA ITEM – 4**

#### **TO TAKE A NOTE OF STOCK EXCHANGE COMPLIANCES FOR THE QUARTER ENDED JUNE 30, 2023**

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

- Statement pursuant to clause 13(3) of the securities and Exchange board of India (listing obligations and Disclosure requirements) regulations, 2015.
- Certificate under Regulation 74 (5) of the SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended June 30, 2023.
- Shareholding Pattern for the Quarter ended June 30, 2023.

The Board may take the note of the same.

### **AGENDA ITEM – 5**

#### **TO CONSIDER, DISCUSS AND ADOPT THE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON JUNE 30, 2023 ALONG WITH LIMITED REVIEW REPORT THEREON.**

On the Recommendation and Approval of the Audit Committee, the Board is hereby requested to consider and approve the Un-audited Standalone Financial Results of the Company for Quarter Ended June 30, 2023 & Limited Review Report thereon in accordance with Regulation 33 of the SEBI (LODR) Regulations, 2015.

The Board is also hereby requested to severally authorize Mr. Anil Patodia, Managing Director of the Company or Mrs. Archana Patodia, Non-Executive Director of the Company to sign & submit

financial results and such other information to the Stock Exchange where shares of the Company are listed and to release the same for publication in the newspapers.

***AGENDA ITEM – 6***

**TO FIX AND APPROVE THE DATE, TIME AND VENUE FOR THE 33RD 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 33<sup>rd</sup> Annual General Meeting of the Company on \_\_\_\_\_, \_\_\_\_\_, 2023 at \_\_\_\_\_ a.m./p.m. at \_\_\_\_\_ Mumbai. After some discussion, the Board may approve draft notice convening the Annual General Meeting and may pass the following resolution:

“**RESOLVED THAT** the 33<sup>rd</sup> Annual General Meeting of the Company be convened on \_\_\_\_\_, \_\_\_\_\_, 2023 at \_\_\_\_\_ a.m./p.m. at \_\_\_\_\_ 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 authorized to sign the same and send to the members along with the Audited Financial Statements for the year ended March 31, 2023 and the reports of the Auditors’ thereon”.

***AGENDA ITEM – 7***

**TO CONSIDER AND APPROVE THE DRAFT DIRECTOR’S REPORT, CORPORATE GOVERNANCE REPORT, SECRETARIAL AUDIT REPORT, COMPLIANCE CERTIFICATES, MANAGEMENT DISCUSSION & ANALYSIS REPORT FOR THE FINANCIAL YEAR 2022 - 2023.**

The Draft Directors’ Report, Corporate Governance Report, Secretarial Audit Report, Compliance Certificates and Management Discussion & Analysis Report for the financial year 2022 - 2023 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 Draft Directors’ Report, Corporate Governance Report, Secretarial Audit Report, Compliance Certificates and Management Discussion & Analysis Report for the year ended 31<sup>st</sup> March, 2023 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 – 8***

**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 \_\_\_\_\_, \_\_\_\_\_, 2023 to \_\_\_\_\_, \_\_\_\_\_, 2023 (both days inclusive) for the purpose of the forthcoming Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** Mr. Anil Patodia, Managing Director or the Company Secretary 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 – 9***

**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 – 10***

**TO CONSIDER APPOINTMENT OF ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The Chairman may inform the Board that on the recommendation of Nomination and Remuneration committee, an Additional Non-Executive Independent Director is proposed to be appointed on the Board of the company. The candidature of the same is as placed before the Board.

***AGENDA ITEM – 11***

**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 – 12***

**TO TAKE NOTE OF COMPLIANCE REPORT AS ON JULY 13, 2023.**

The Board may be requested to note and take on record of the Compliance Report as on July 13, 2023.

***AGENDA ITEM – 13***

**TO REVIEW OPERATIONS OF THE COMPANY AS ON JULY 13, 2023**

The Board may be requested to note and take on record the activities and operations of the Company as on July 13, 2023.

***AGENDA ITEM – 14***

**TO TRANSACT ANY OTHER BUSINESS**

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