



The Byke Hospitality Limited

CIN No.: L67190MH1990PLC056009

Shree Shakambhari Corporate Park, 156-158, Chakarvarti Ashok Complex, J.B. Nagar, Andheri (East), Mumbai - 400 099. INDIA. Tel.: +91 22 6707 9666 Fax : +91 22 6707 9959

September 07, 2021

E – Filing

To, Corporate Services Department, The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. Scrip Code: 531373	To, Corporate Services Department, National Stock Exchange of India Limited. 5 th Floor, Exchange Plaza Plot no. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051. Scrip Code: BYKE	To, Corporate Services Department, Metropolitan Stock Exchange of India Limited 4 th Floor, Vibgyor Towers, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 098 Scrip Code: THEBYKE
--	--	---

Sub: Notice of the 31st Annual General Meeting ('AGM') of the Company for FY 2020-21 - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir,

Pursuant to Regulation 30 of the Listing Regulations, attached herewith is the Notice and the Explanatory Statement of the 31st AGM of the Company scheduled to be held on Wednesday, September 29, 2021 at 11.30 a.m. (IST) via two-way Video Conference / Other Audio Visual Means.

The said Notice forms part of the Annual Report 2020-21.

Kindly take the same on your record and oblige.

Thanking You,

Yours Truly,
For The Byke Hospitality Limited

Rinku

(Rinku Kholakiya) *
Company Secretary & Compliance Officer

NOTICE

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

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

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

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

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

IMPORTANT NOTES:

1. In view of the continuing Covid -19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 05, 2020 read with dated April 08, 2020 and April 13, 2020 and January 13, 2021 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular dated May 12, 2020 and January 15, 2021 ('SEBI Circulars') has also granted certain relaxation, in compliance with the provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulation') and MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on Wednesday, September 29, 2021 at 11.30 a.m.
The registered office of the Company shall be deemed to be the venue for the AGM.
In accordance with the MCA Circulars, the Special Business mentioned in Item Nos. 4 and 5 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the Ordinary and business under Item No. 3, 4 & 5 of the accompanying Notice, is annexed hereto.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, since the physical attendance of Members as been dispensed with, there is no requirement of appointment of proxies. Accordingly, the Proxy Form, Attendance sheet & Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by CDSL. The notice convening the AGM has been uploaded on the website of the Company at www.thebyke.com and may also be accessed on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and Metropolitan Stock Exchange at www.msei.in respectively. The AGM Notice is also disseminated on the website of CDSL i.e. www.evotingindia.com.
6. Members are requested to notify immediately any changes of particulars such as name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, bank mandates details etc.:
 - i. To their Depository Participants (DPs) in respect of their electronic share accounts, and
 - ii. To the Company's Register & Share Transfer Agents, M/s Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400083, in respect of their physical share folios, if any, quoting their folio numbers.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Member holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA.

8. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 read with SEBI circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode.
9. Members holding shares in physical mode and who have not updated their email addresses are requested to update their email addresses by writing to the Company or Link Intime India Private Limited, Registrar and Share Transfer Agent (R & T Agent) at C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400083 e – mail : rnt.helpdesk@linkintime.co.in Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and other relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members may write to the Company on cs@thebyke.com for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon Login at CDSL e-Voting system at www.evotingindia.com
11. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

- i. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- ii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by CDSL.
- iv. The voting period begins on Saturday, September 25, 2021 at 09.00 a.m. and ends on Tuesday, September 28, 2021 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, September 22, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

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

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

- vii. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders**.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.

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

For Shareholders holding shares in Demat Form other than individual & Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <The Byke Hospitality Limited> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors.care@thebyke.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors.care@thebyke.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors.care@thebyke.com. These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rnt.helpdesk@linkintime.co.in

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

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

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

Date: August 10, 2021

Place: Mumbai

By Order of the Board of Directors,
Sd/-
(Rinku Kholakiya)
Company Secretary

Registered Office:

Shree Shakambhari Corporate Park,
Plot No: 156-158, Chakaravarti Ashok Society,
J.B.Nagar, Andheri East, Mumbai 400099
Email Id: investors.care@thebyke.com

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

Item No. 3

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

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

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

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

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

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

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

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

Item No. 4

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

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

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

She does not hold any equity shares of the Company.

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

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

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

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

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

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

Copy of the letter for appointment of Ms. Madhuri Dhanak as an Independent Director is available on the Company's website www.thebyke.com.

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

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

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

Item No. 5

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

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

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

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

Other details about Mr. Anil Patodia

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

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

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

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

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

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

Annexure A

Details of Directors seeking appointment / reappointment at the ensuing Annual General Meeting of the Company:
(Pursuant to Regulation 36(3) of the Listing Obligation & Disclosure Requirement, 2015 with the Stock Exchanges):

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

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

Date: August 10, 2021
Place: Mumbai

By Order of the Board of Directors,
Sd/-
(Rinku Kholakiya)
Company Secretary

Registered Office:

Shree Shakambhari Corporate Park,
Plot No: 156-158, Chakaravarti Ashok Society,
J.B.Nagar, Andheri East, Mumbai 400099
Email Id: investors.care@thebyke.com