








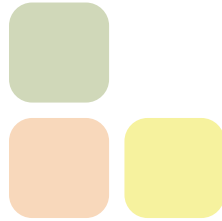


# The Byke Hospitality Limited

CIN No.: L67190MH1990PLC056009

## FORM A

1.	Name of the Company	The Byke Hospitality Limited
2.	Annual Financial Statements for the Year Ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	Signed by	Mr. Anil Patodia
	• Managing Director	 
	• CFO	Mr. Manish Lahoti  
	• Auditor of the Company	For M/s. A.P. Sanzgiri & Co. Chartered Accountants Firm Registration No 116293W  Satish Gupta Partner M No. 101134 
	• Audit Committee Chairman	CA Ram Ratan Bajaj 



# LEISURE FOR EVERYONE

25<sup>th</sup>

Annual Report 2014-15

The Byke Hospitality Limited



## 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. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, 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.



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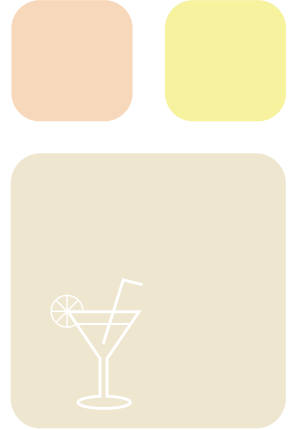
For more information visit:  
[www.thebyke.com](http://www.thebyke.com)

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# Leisure has a refreshing connotation at Byke.



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Ever since inception, we have steadily honed the expertise to provide our patrons with the finest of holiday experiences and cherished memories.

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Rising aspirational middle-class population and increasing discretionary spend have enhanced the potential of tourism in India significantly.

Our properties across important leisure destinations in India, along with a unique asset-light business model have enabled us to create significant sustainable value for all our stakeholders.

We follow a disciplined and calibrated investment strategy, taking into consideration the national and international trends in the hospitality sector.

We are consistently focusing on upgrading our existing properties, expanding our presence and adopting the best-in-class technology. To build a brand of compelling recall.

With the help of technology, talent and teamwork, we delight in creating unique experiences and lifelong memories for our guests.

# Elevating Leisure for All

Ever since inception our mandate has been twofold: to infuse a sense of Indian hospitality and culture in each of our properties; while at the same time catering to the preferences of the sophisticated patron.

We operate eight hotel properties in Maharashtra, Rajasthan, Goa and Himachal Pradesh of which two are owned and the rest six are on a long-term lease. We also book rooms for third parties through our unique room chartering business model at strategically identified cultural and religious tourist destinations on a bulk basis; and let-out them to tourists during peak seasons.



### Vision

To be a leader and preferred choice in the Hospitality Industry while sustaining our Indian culture of *“Atithi Devo Bhavah”*



### Mission

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



**₹ 181.42 Cr**

Total Revenue for 2014-15



**₹ 100 Cr**

Net worth in 2014-15



**₹ 91.71 Cr**

Revenue from owned & leased model in 2014-15



**519 rooms**

Total capacity



**8 properties**

in India



**₹ 89.71 Cr**

Revenue from room chartering model in 2014-15



**3,73,250**

Room nights sold



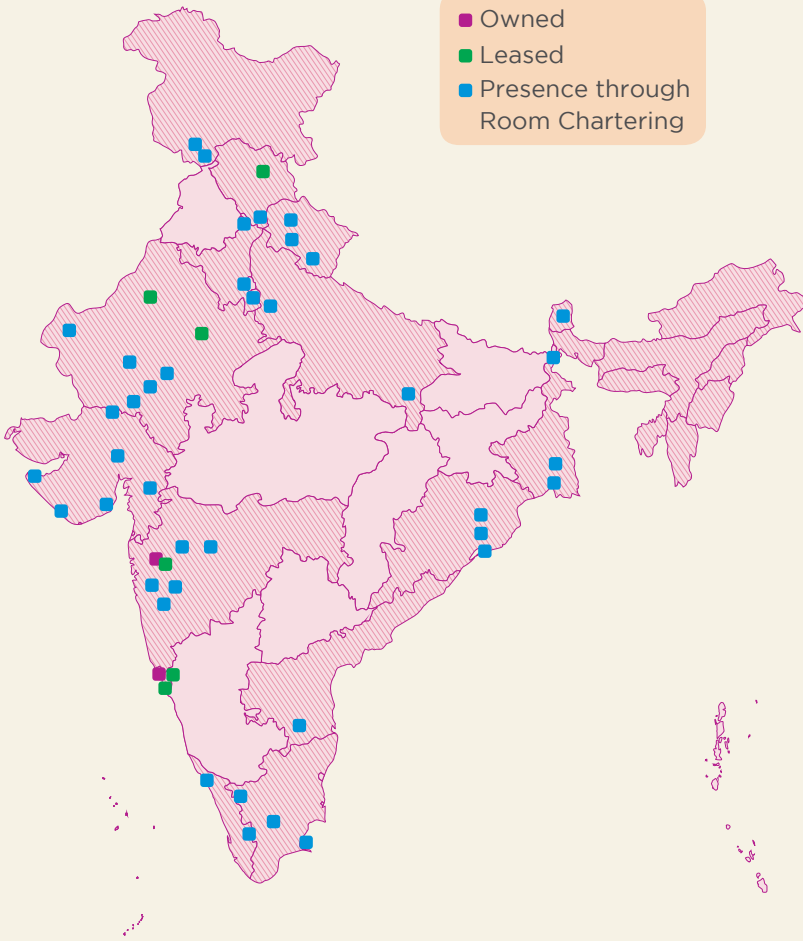
**47 cities**

Presence in India



### The Byke presence

- Owned
- Leased
- Presence through Room Chartering



### How we create value?

- **Rich experience:** Our decades-rich experience in hospitality has helped us emerge as a preferred choice among customers.
- **Asset light model:** Our ‘asset-light’ business model allows us significant profitability from a low capital base.
- **Wide range:** We have a huge network of mid-budget resorts, which help us, cater to a wide range of customers.
- **Domestic focus:** We focus on domestic middle-class leisure tourism, which is set to grow at a faster pace.
- **Charter model:** Third-party hotel rooms are chartered at strategic locations across 50 cities in India. It helps to maximise revenue.
- **Vegetarian food:** Our philosophy of serving only vegetarian food at our resorts helps us capitalise on the relatively faster growing domestic travel spending in India.
- **Strong network:** We have a strong marketing and distribution network of agents to ensure customer satisfaction.



# A Differentiated 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 Model

While two of our properties are owned, the remaining six are on a long-term lease under the 'Byke' brand. As on March 2015, we have 519 rooms under management, of which 102 are owned. The model has enabled us to undertake the modernisation of acquired resorts, thereby encouraging a steady increase in average room rates (ARRs) and occupancy rates.

Resorts as on 31st March, 2015	Location	Form
Byke Heritage	Matheran	Owned
Byke Sunflower	Goa	Owned
Byke Redwood	Matheran	Leased
Byke Old Anchor	Goa	Leased
Byke Neelkanth	Manali	Leased
Byke Hidden Paradise	Goa	Leased
Byke Grassfield	Jaipur	Leased
Byke Paawana	Mandawa	Leased*

\* Byke Paawana lease was discontinued from 2015-16.





### Room Chartering Model

We started our room chartering business in 2010-11. Under this model, we buy room nights of mid-budget hotels in bulk across leisure tourist and religious destinations during off-peak seasons. In the peak seasons we sell those room nights. This model has helped us to strengthen our pan-India presence through chartering rooms across 50 cities in India. We capitalise on diverse peak seasons to maximise our revenue. In 2014-15, we sold 373,250 room nights, compared to 3,45,00 in 2013-14.

- Strong network of around 208 active agents present across 47 cities
- While there is no capital cost involved, the profits earned directly boost the bottom-line
- With pan-India presence and location specific inventory, we are assured of chartering revenues throughout the year
- The pan-India presence also leads to better risk mitigation



373,250  
Room nights sold

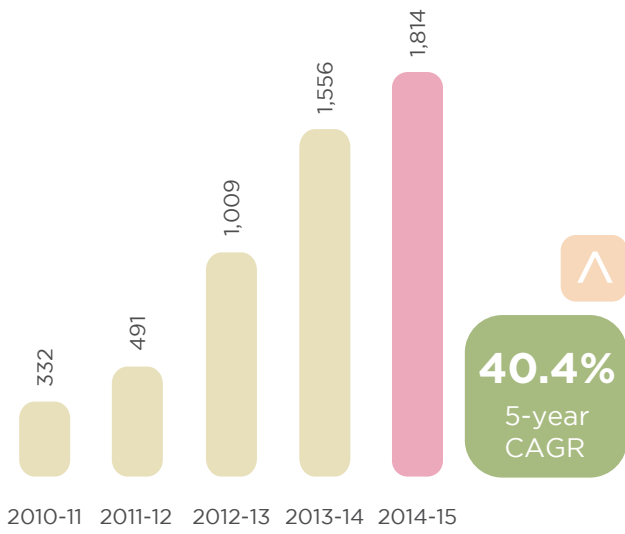
47  
Presence across cities



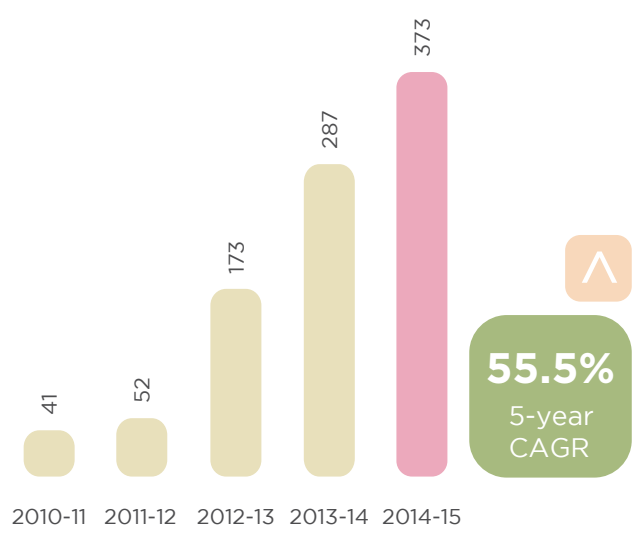


# Financial Performance

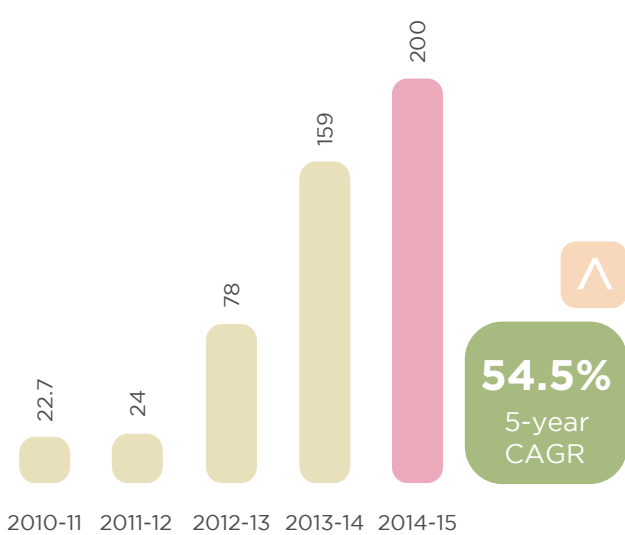
Revenue (₹ In Mn)



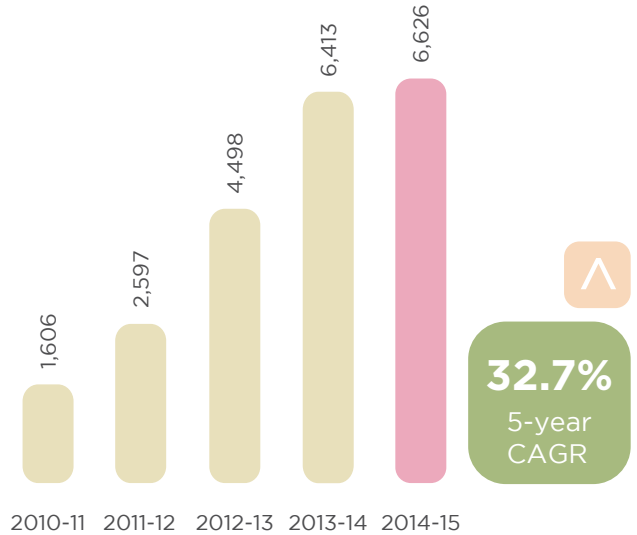
EBITDA (₹ In Mn)



PAT (₹ In Mn)



Market Capitalisation (₹ In Mn)

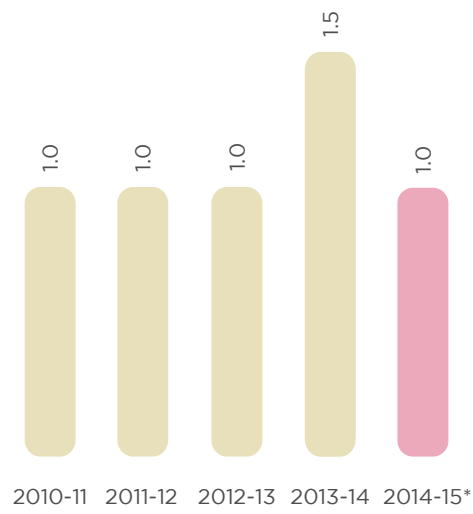
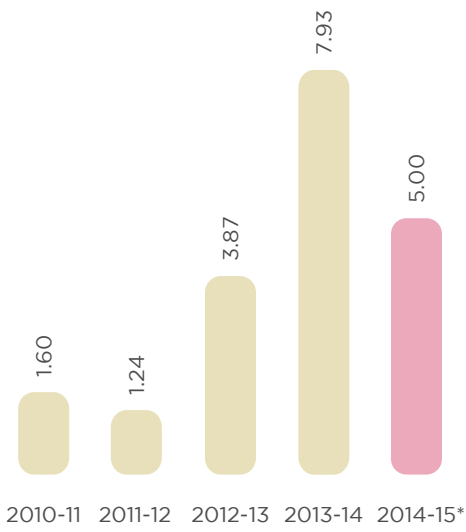


EPS

(In ₹)

Dividend

(In ₹)



\*In 2014-15, Company has issued bonus shares in ratio 1:1



## MD's Message



**Anil Patodia**  
Managing Director



Our promising performance during the year made our 25th year special. It was the fifth year under the leadership and management of 'The Byke' brand. Our business models viz., Owned & Leased (O&L) and Room Chartering (RC) played a key role in driving our growth.

Dear Stakeholders,

I am indeed delighted to report that we had an encouraging 2014-15 on the back of a steadily improving economic and business scenario.

2014 has been a significant year for India both politically and economically. With the election of a new Government at the Centre, India's macro-economic prospects have strengthened owing to a host of policy initiatives being undertaken. More initiatives are on the anvil and are likely to bolster the confidence of investors and consumers. The macro environment of positivity augurs well for our business, going forward.

### **Growth drivers**

The emerging middle class, their changing lifestyles and rising discretionary income have led to a growth in domestic tourism. Besides, the Government of India has emphasised on the beautification of major tourist destinations, which is expected to attract more tourists. The Government



has allocated ₹ 1,573 crores to the Tourism Ministry for 2015-16, compared to ₹ 1,183 crores for the previous fiscal. The visa-on-arrival enabled electronic travel authorisation for 43 countries further invited more tourists. Since tourism has been identified as a key sector to drive future growth and socio-economic progress, the industry is expecting major impetus to the much-needed infrastructure development. It will help boost inbound and domestic tourism in India.

### Operational perspective

Our promising performance during the year made our 25th year special. It was the fifth year under the leadership and management of 'The Byke' brand. Our business models viz., Owned & Leased (O&L) and Room Chartering (RC) played a key role in driving our growth. Our O&L segment is growing steadily, with 519 rooms (102 are owned) in 2014-15, vis-a-vis 182 rooms in 2010-11. As the resorts are taken on lease, we utilise the resources for modernisation and renovation of acquired properties, which in turn helps increase occupancies and ARR.

Under the unique RC model we book third-party rooms, which in turn increase our revenue. Similarly, the RC business has grown with 398,000 room nights purchased in 2014-15 from 105,950 room nights in 2010-11. In 2014-15, we sold 373,250 room nights, compared to 3,45,00 in 2013-14 across almost 50 cities in India.

### Financial performance

We registered 16.47% growth in revenue, from 155.86 crores in 2013-14 to 181.53 crores in 2014-15. The operating profit grew to 37.3 crores, compared to 28.7 crores in the previous year, while the net profit touched 20.3 crores vis-à-vis 15.9 crores in the last year. The change of the management in 2011 accelerated the Company's growth engine. The significant improvement in the Company's performance is a result of the strategic turnaround initiatives taken over the last couple of years, leading to a strong resurgence of the Byke brand in the marketplace.

Going forward, we will continue to focus on delivering great holiday experiences, while

simultaneously looking at innovation and productivity, enabling the Company to strengthen its market position.

### Major additions

During the year, we added a property in Jaipur called Byke Grassfield, which has 54 rooms, three restaurants, three lawns/ banquets and three conference rooms. It has already become the city's popular wedding destination. We also added Byke Suraj Plaza, Thane to our O&L portfolio in May, 2015. The property is likely to be operational in the first half of 2016.

### Team effort

We know that it takes good people to build a great company. Our consistent performance is driven by the efforts of a skilled and dedicated team. Our success is the result of our collaborative effort; and we are equipped to elevate our brand to new heights in the leisure and hospitality sector, going forward.

### Way forward

We plan to expand our O&L, as well as RC portfolio in the next three years. We are planning to add three new properties at Thane, Shimla and Puri to our O&L portfolio. They will be operational by the end of 2015-16. In the next leg of our growth, the Company aims to increase its presence in 8 holiday destinations. The domestic tourist spending is projected to touch 85% by 2024 on the back of India's emerging middle class and rising discretionary spend. We are well positioned to tap into emerging opportunities in the rising domestic tourist spending in India.

On behalf of the entire leadership team, I invite all our stakeholders to be a part of our remarkable journey of growth and sustainability.

Best Wishes,

Sd/-

**Anil Patodia**

Managing Director

# Crafting Unforgettable Memories



## 2004-10

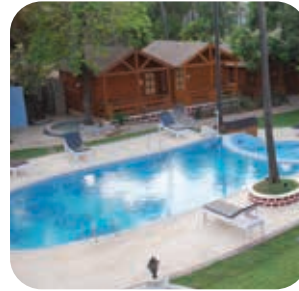
- ❑ Our journey started with the acquisition of a hotel in Goa
- ❑ Acquired Byke Heritage Matheran to provide modern facilities with a blend of tradition and modernity
- ❑ Established 'The Byke' brand under the stewardship of Mr. Anil Patodia





## 2011-15

- Adopted the 'asset light' model through long-term lease and room chartering
- Added the largest property in our portfolio, The Byke Old Anchor in Goa
- Acquired five properties on a long-term lease at Goa, Matheran, Manali, Mandawa and Jaipur
- Sold over 373,000 rooms in 2014-15, and with this achievement the room chartering business attained a scale



### Looking forward

We acquired three more properties on long-term lease at Thane, Simla and Puri. These hotels will be operational by 2015-16.



# Our Properties



### The Byke Old Anchor

Location	Goa
Number of rooms	240
Facilities	2 restaurants, 2 lawns/banquets, 3 conference halls



### The Byke Hidden Paradise

Location	Goa
Number of rooms	40
Facilities	1 restaurant



### The Byke Sunflower

Location	Goa
Number of rooms	22
Facilities	1 restaurant



### The Byke Neelkanth

Location	Manali
Number of rooms	40
Facilities	1 restaurant



**The Byke Heritage**

Location	Matheran
Number of rooms	80
Facilities	2 restaurants, 2 conference halls



**The Byke Redwood**

Location	Matheran
Number of rooms	25
Facilities	1 restaurant



**The Byke Grassfield**

Location	Jaipur
Number of rooms	54
Facilities	3 restaurants, 3 lawns/banquets, 3 conference halls



**The Byke Suraj Plaza**

Location	Thane
Number of rooms	122
Facilities	3 restaurants, 3 conference halls









We are enriching the time-honoured tradition of hospitality in India in an excitingly modern way. In some of the most coveted and relaxing locales of India, we are providing our patrons a wholesome experience of luxury and leisure.





# Seeking Attractive



The travel and tourism industry has significant potential for growth in India. According to the World Travel & Tourism Council (WTTC) the industry is expected to grow by 7.5% in 2015.

This growth will be supported by various factors, which comprise the following:

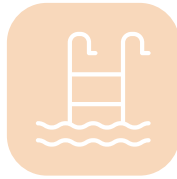
### Government initiatives

The Government is playing a significant role in making India an attractive tourist destination. It not only allocated money for the beautification of tourist spots, but also decided to extend the visa-on-arrival enabled electronic travel authorisation facility to 150 new countries. These measures will attract more tourists, which will, in turn, benefit the hospitality sector.

### Domestic tourism

The domestic tourism sector is set to experience remarkable growth, with the expected upswing in the Indian economy. Besides, the growth will be further accelerated by the rising discretionary





# Opportunities

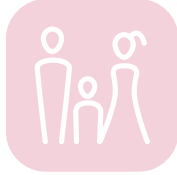
income of the emerging middle class, changing lifestyles, development of diverse tourism offerings, and policy and regulatory support by the Government. The domestic tourism sector will see higher demand in the coming years.

## Business growth

While businesses grow with the economy, there will be a growing corporate demand for banquets and conference rooms. We expect to cater to this segment, while tapping into opportunities in popular business tourism locations.

## Technological advancement

With technological advancement and growth in internet penetration, we expect to connect to more customers. Our target population segment includes middle and upper-middle class consumers, and they can be easily reached out to via the internet. This will also allow us to cut down our expenses to a great extent. We are developing an online portal, 'tripdeal.com' to provide a fillip to room chartering.



# Reaching Out to New Locations



We are acquiring new properties to enhance our pan-India presence.



**New properties**

In 2014-15, we added a property in Jaipur, Byke Grassfield, which has 54 rooms, three restaurants, three lawns/ banquets and three conference rooms. This hotel has become a popular wedding destination in the city.

We are looking forward to expand our O&L, as well as RC portfolio in the next three years. Three new hotels under the O&L portfolio, one each at Thane, Shimla and Puri will be operational by the end of 2016. With this addition, the bouquet of rooms will be 697 from 519.

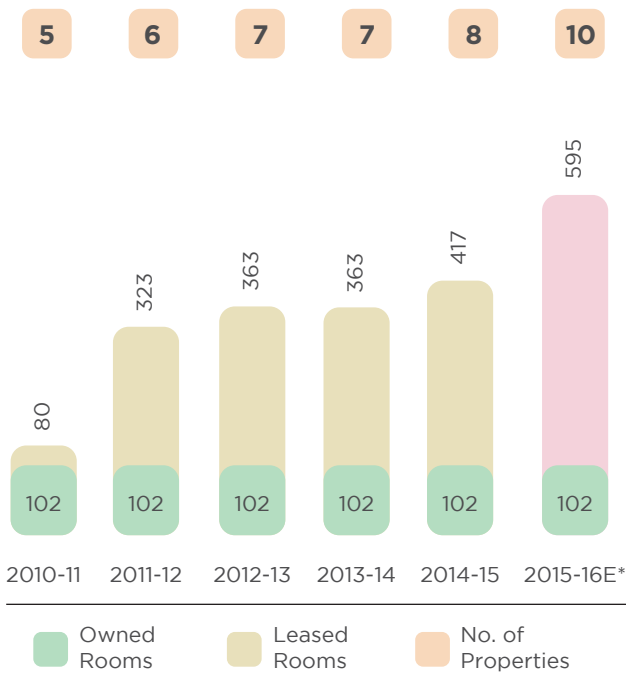
During the year, we acquired Byke Suraj Plaza, Thane on a long-term lease. The hotel with 122 rooms is under renovation, and is set to be inaugurated in the first half of 2016. Besides our room chartering model helps us cater to a large cross-section of guests.



**Enriching RC model**

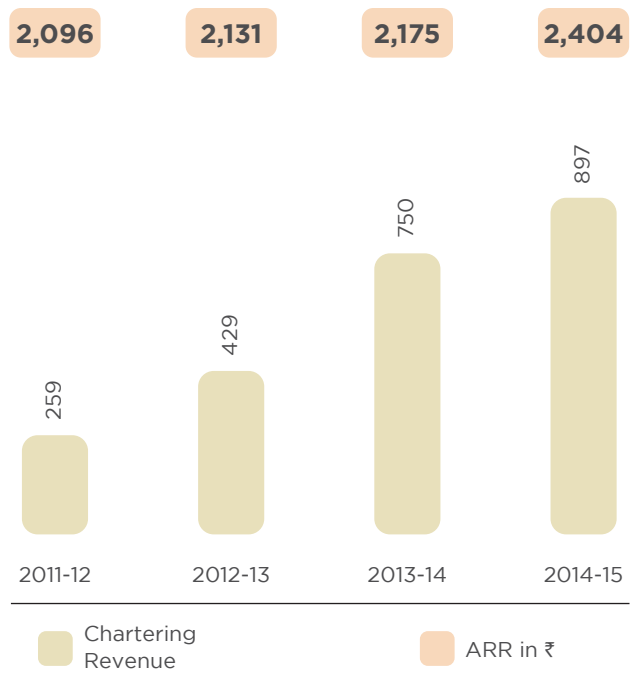
Under the RC model, we book third-party hotel rooms at identified locations across India. We are strengthening our pan-India presence, leveraging our strong marketing and agent network. We already have our presence in 50 cities across India, and we plan to further extend it to more cities in 2015-16.

**Rooms and Properties**



**Chartering Revenue**

(In ₹)



## Setting the Future Roadmap

We are planning to extend our presence across eight popular tourist destinations, including Lonavala, Mahabaleshwar, Chandigarh, Dalhousie, Jodhpur, Udaipur, Darjeeling and Gangtok by 2016-17.



### 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, luxuriant waterfalls, lush greenery and pleasant cool weather.

### Mahabaleshwar

Mahabaleshwar offers a blend of old-world charm, natural beauty and modernity. The place is known for its numerous sightseeing points, 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

In recent times, Chandigarh has become one of the most prominent tourist destinations in India. It is the best-planned city in India, which is a rare 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 Himachal Pradesh is a charming destination, which 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 lots of people to this place throughout the year.



**Jodhpur**

Jodhpur, the ‘sun city’ is a very popular tourist destination of India. The landscape is scenic and mesmerizing. Jodhpur city has many beautiful palaces and forts, such as Mehrangarh Fort, Jaswant Thada, Umaid Bhavan Palace and Raika Bag Palace.

**Udaipur**

Udaipur, ‘the Venice of the East’ is one of the most beautiful places of Rajasthan. The lakes, palaces, cuisine and culture attract both domestic and foreign tourists. Many celebrities, including film stars, business families and politicians hold their parties and marriage ceremonies at Udaipur. It is easily accessible from all the major cities of India.

**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**

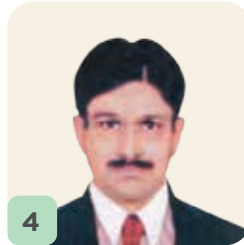
Gangtok is one of the most preferred destinations for any traveller searching for peace and tranquillity. It reflects an ambience of tradition and modernity. Alongside the deeply felt presence of stupas and monasteries, Gangtok also bustles like any other thriving town.





# Board of Directors

As on July 29, 2015



## 1. 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's vision and commitment helped the Company to grow sustainably. He 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. He is also actively involved in social activities. He is a member of Lions Club International, and a working committee member of Mumbai Vaish Federation.

## 2. Mr. SATYANARAYAN SHARMA, Director

Mr. Satyanarayan Sharma is an electrical engineer, with over 25 years of experience in hospitality sector. His rich experience and successful career provides an edge to Byke's operations and management. He is one of the visionary founder

promoters of the Company. Mr. Sharma has proficiency in understanding the holiday needs of tourists, and he provides professional guidance in preparing tailor-made products in holiday space. This is an instrumental factor for the Company's growth, so far.

## 3. 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.

## 4. CA RAM RATAN BAJAJ, Independent Director

Mr. Ram Ratan Bajaj is a fellow member of the Institute of Chartered Accountants of India, with over 35 years of post-qualification experience in handling finance, taxation, corporate law, accounts, project implementation, cost control and related matters. He has been associated with the Company

since March 30, 2011. He has significant contribution in making the financial decisions of the Company. Mr. Bajaj is actively involved in social activities. He was a member of Bharat Vikas Parishad – a unique organisation for socio-cultural activities.

## 5. Mr. RAMESH VOHRA, Independent Director

Mr. Ramesh Vohra, aged 74 years, 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 social activities. He is a member of the Lions Club for over a decade.

## 6. Mr. BHARAT THAKKAR, Independent Director

Mr. Bharat Thakkar is a post graduate in Commerce and has cleared ICWA Intermediate. Mr. Thakkar, is in the Insurance business for more than three decades. He is an acknowledged expert in financial planning as well as insurance sector. His



6



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8



9



10

expertise shall be significant in making the financials decisions of the company. He is also actively involved in the social activities.

#### **7. Mr. SANDEEP SINGH,** Independent Director

Mr. Sandeep Singh has obtained a Post-Graduation in Rural Development from Xavier Institute of Social Sciences Ranchi. He has also specialized in Media Planning from the Mudra Institute of Communications Ahmedabad & in General Business Management from the Indian Institute of Management (IIM), Bangalore. He is author of various books. Some of his books are 'Business of Freedom', 'Indian Ocean Strategy' and 'Simhavolokan'. He is also on the Advisory Board of The National Institute of Mass Communication & Journalism.

#### **8. Mrs. ARCHANA ANIL PATODIA,** Director

Mrs. Archana Anil Patodia is Bachelor of Arts from the University of Rajasthan. 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 and is currently Vice President of "Lions Club of Mumbai Heritage Galaxy".

#### **9. Ms. SUDHA GUPTA,** Independent Director

Ms. Sudha Gupta is a qualified Chartered Accountant and a Company Secretary with more than a decade of experience in the field of Foreign Exchange Management. She has wide exposure in Indian Corporate Taxation, tax treaties and Companies Act, 1956 and vast knowledge relating to FEMA and RBI. Ms. Gupta has also authored book on Foreign Exchange Management Act and her articles are regularly published in the Journals of lot of Institutes and Newspapers. She has authored following books on the subject (1) Due Diligence under FEMA (CCH Publications) (2) Practical Aspects of FDI in India (ICSI Publication). Backed by experience in international firms like Deloitte & Rodl and Partner, she has extensive experience of handling international transactions. She is an expert in Foreign Exchange Management Act and the Indian FDI policy and has been speaking on

national and international forums on Foreign Exchange laws and its implementation. She has been advising corporate as well as Government authorities on the effectiveness of foreign exchange policy and is instrumental in executing lot of complex transactions.

#### **10. Mr. Vikash Agarwal,** Director

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

# Corporate Information

As on July 29, 2015

## Board of Directors

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

## 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

Mrs. Swati Gupta

## Secretarial Auditor

M/s. Suman Sureka & Associates  
Company Secretaries  
302-A Wing, Mukti Tower, Eastern Express  
Highway, Mulund East, Mumbai - 400081

## 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](mailto:investors.care@thebyke.com)  
Website: [www.thebyke.com](http://www.thebyke.com)

## Registrar and Share Transfer Agent

Sharepro Services (India) Private Limited  
13 A/B, Samhita Warehousing Complex  
2nd Floor, Off Andheri Kurla Road,  
Sakinaka Telephone Exchange Lane  
Sakinaka, Andheri (East), Mumbai 400 072  
Tel: +91 2267720331, +91 22677 20331  
Website: [www.shareproservices.com](http://www.shareproservices.com)  
E-mail: [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)

## Statutory Auditor

M/s. A. P. Sanzgiri & Co.  
Chartered Accountants  
21/167, Anand Nagar,  
Om Co-operative Hsg Society,  
Nehru Road, Santacruz (East),  
Mumbai 400 055



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# Directors' Report



## To the Members

We are pleased to present the Twenty Fifth Annual Report on our business and operations for the year ended 31st March 2015, of The Byke Hospitality Limited (“Company”).

## Financial Highlights

Particulars	(₹ In Lakhs)	
	Year Ended March 31, 2015	Year Ended March 31, 2014
<b>Income:</b>		
Income from Operations	18141.87	15571.40
Other Income	11.00	14.98
Total Income	18152.87	15586.38
<b>Expenditure:</b>		
Less: Operating & Other Expenses	14418.72	12714.96
Profit before Depreciation, Finance Costs and Tax	3734.15	2871.42
Less: Depreciation	1017.41	538.34
Less: Finance Costs	179.97	207.87
Profit before Tax	2536.77	2125.20
Less Provision for Taxes	533.35	535.96
Profit after Tax	2003.42	1589.24
Add: Surplus brought forward from the previous year	2288.17	1130.77
Amount available for appropriation	4291.59	2720.02
<b>Appropriations:</b>		
Dividend	400.98	300.73
A dividend of 10% i.e. ₹ 1/- per Equity Share was recommended by the Board of Directors on May 27, 2015 on enhanced capital after Bonus Issue (In respect of the previous year, a final dividend of 15% i.e. ₹ 1.50/- per Equity Share was declared and paid to the Members)		
Tax on Dividend	80.17	51.10
Amount transferred to General Reserve	-	80.00
Surplus carried forward	3810.44	2288.17



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The Board of Directors has recommended a dividend of 10%, i.e. ₹ 1.00 per share on equity share of ₹ 10/- each, subject to the approval of shareholders at the ensuing Annual General

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#### **Dividend**

The Board of Directors has recommended a dividend of 10%, i.e. ₹ 1.00 per share on equity share of ₹ 10/- each, subject to the approval of shareholders at the ensuing Annual General Meeting for the financial year ended March 31, 2015. The dividend would involve a cash outgo of ₹ 400.98 lakhs towards dividend and ₹ 80.17 lakhs towards tax on dividend.

The Register of Members and Share Transfer Books will remain closed from 21st September 2015 to 26th September 2015 (both days inclusive), for the purpose of payment of Dividend for the Financial Year ended March 31, 2015 and the Annual General Meeting. The Annual General Meeting is scheduled to be held on Saturday, 26th September 2015.

#### **Transfer to Reserves**

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

#### **Bonus Shares**

The Company, in October 2014, had issued Bonus Shares to the Shareholders of the Company in the proportion of 1:1 and consequently, the paid up share capital of the Company increased from 2,00,48,900 shares to 4,00,97,800 shares.

#### **Operations and Financial Overview**

Last year has been a landmark year for the Indian economy. Economic growth has started to move



in upward trajectory. GDP grew by 7.3% in 2014-15, with signs pointing to a manufacturing and investment recovery. Inflation has also tapered which has led to cut down in interest rates. The new government's Budget 2015 showed government's commitment towards the tourism industry.

Byke continues to follow an asset light model across its both business segments. Byke has emerged as a well-known brand in the mid market tourism segment with high levels to quality and service. For FY15 revenues touched ₹ 182 crore in FY15 against ₹ 156 crore in the corresponding period of the previous year, registering a y-o-y growth of 17%. EBITDA stood at ₹ 37 crore (y-o-y growth of 28%), with EBITDA margin of 20%, up from 19% in FY14 and the Company reported PAT at ₹ 20 crore with PAT margin of 11%.

### Expansion /Augmentation of Hotels

During the year, the Company acquired its first Hotel in the Business capital of the Country, "The Byke- Suraj Plaza" under its asset light business expansion plan. The Byke- Suraj Plaza offers the Highest Room Inventory in Thane city with multiple Food & Beverage outlet, Indoor- Outdoor Banqueting and modern Conferencing facilities. This Hotel shall commence commercial operation during the financial year 2015-16.

With this presently your Company owns or operates eight hotels at the locations viz.

Sl. No.	Name of The Hotel	Location
1.	The Byke - Heritage	Matheran (Maharashtra)
2.	The Byke - Redwood	Matheran (Maharashtra)
3.	The Byke - Old Anchor	Goa
4.	The Byke- Hidden Paradise	Goa
5.	The Byke Sunflower	Goa
6.	The Byke - Neelkanth	Manali (Himachal Pradesh)
7.	The Byke - Grassfield	Jaipur (Rajasthan)
8.	The Byke- Suraj Plaza	Thane (Maharashtra)

### Change in Depreciation Policy

With effect from April 1, 2014, the Company has revised the estimated useful lives of certain assets

resulting in a write back of depreciation of ₹ 65.57 Lacs during the year. (refer Note 1(1.6) of Notes to Financial Statement).

### Particulars of Loans, Guarantees or Investments

As on March 31, 2015, there were no outstanding loans or guarantees covered under the provisions of Section 186 of the Act. (Annexure A)

The details of changes in the Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

### Fixed Deposits

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### Particulars of Contract or Arrangement with Related Party

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The policy is available on the Company's website [www.thebyke.com](http://www.thebyke.com).

### Statutory Auditors

The Auditors M/s A.P. Sanzgiri & Co, Chartered Accountants, Mumbai, retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

### Internal Auditors

Pursuant to provisions of Section 138 and other applicable provisions of Companies Act, 2013,

M/s. Sajjan Kanodia & Co. Chartered Accountants, Mumbai has been appointed as internal auditors for the financial year 2014-15.

### Secretarial Auditors

M/s Suman Sureka & Associates, Practicing Company Secretaries were appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules there under. The secretarial audit report for FY 2014-15 forms part of the Annual Report as Annexure B to the Director's Report.

### Change in The Nature of Business

There is no change in the nature of Business of the Company.

### Significant and Material Orders

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

### Statement Under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Pursuant to Rule 5 of the Companies (Appointment and Remuneration) Rules, 2014 a disclosure on remuneration related information of employees, Key Managerial Personnel and Directors is annexed herewith and forming part of the report. (Annexure-C)

However, there are no employees drawing remuneration more than ₹ 60 Lacs p.a. or ₹5 Lacs per month if employed for a part of year, therefore no disclosures are required under Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### Extract of Annual Return

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as Annexure D to the Director's Report.

### Internal Financial Control

The Board 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.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

### Corporate Social Responsibility Initiatives

The Company has actively supported various initiatives in the areas of health, education and environment over the years. With the introduction of Section 135 of the Act, which came into effect during this financial year, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The CSR Policy adopted by the Board of Directors is available on the Company's website [www.thebyke.com](http://www.thebyke.com). The CSR Committee decided to continue with the 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 E.

### Corporate Governance Report

Your Company has been complying with the provisions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. A Report on Corporate Governance along with a Certificate from the Statutory Auditors of the Company regarding the compliance of Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

### Transfer to Investor Education and Protection Fund

As required under the provisions of Section 205A and 205C and other applicable provisions of

Companies Act, 1956 (the corresponding provisions in the Companies Act, 2013 have not been notified, and hence the earlier law is still applicable in respect of these provisions), dividends that remain unpaid/unclaimed for a period of seven years, are to be transferred to the account administered by the Central Government viz: Investor Education and Protection Fund ("IEPF"). Once the amounts that are due for refund are transferred to the IEPF, no claim shall lie in respect of those amounts against the Company. The Company had transferred unpaid dividend amounts within the stipulated time to the IEPF. During the financial year 2014-15, unpaid or unclaimed dividend for the Final dividend declared as on 31st March 2007 amounting to ₹43,753/- was transferred to Investors Education and Protection Fund. The Board draws your attention that the unclaimed/unpaid dividend for the Final Dividend declared as on 31st March 2008 is due for transfer to IEPF during the current year. Members, who have not yet encashed their dividend warrant(s) or those who are yet to claim their dividend amount which was declared for the financial year ended 31st March 2008, may write to the Company/ Company's Registrar and Share Transfer Agent, Sharepro Services (India) Private Limited.

### **Number of Meetings of The Board.**

The Board of Directors of the Company met five (5) times during the year 2014-15. The details of various Board Meetings are provided in the Corporate Governance Report that forms part of this Annual Report. The gap intervening between two meetings of the board is as prescribed in the Companies Act, 2013 (hereinafter "the Act").

### **Statement on Declaration of Independence By The Independent Directors**

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Act, that they meet the criteria of independence as laid down in Section 149(6) of the Act.

### **Policy on Directors' Appointment and Remuneration**

#### **Policy on Directors' Appointment**

Policy on Directors' appointment is to follow the criteria as laid down under the Companies Act, 2013

and the Listing Agreement with Stock Exchanges and good corporate practices. Emphasis is given to persons from diverse fields or professions.

#### **Policy on Remuneration**

The Board in consultation with the Nomination and Remuneration Committee decides the remuneration policy for directors. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time.

#### **Board Committees**

The Company has the following Committees of the Board:

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

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

The recommendation by the Audit Committee as and when made to Board has been accepted by it.

#### **Board Evaluation**

As required under the provisions of Section 134(3) (p) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, and the manner in which such performance evaluation was carried out is as under: The performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire Board and independent directors. The Nomination and Remuneration Committee shall carry out evaluation of director's performance. The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors / Committees of which he is a member/ general meetings, participating constructively and actively in the meetings of the Board / committees of the Board etc.

### Directors and Key Managerial Person

As per the provisions of the Companies Act 2013, Mr. Pramod Patodia retires at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends his re-appointment.

Mr. Vikash Kumar Agarwal has been appointed as an Additional Director on 27th May 2015 and shall hold the office upto this Annual General Meeting. Your Company is in receipt of notice under section 160, 161(1) of the Companies Act, 2013 for his appointment as a Director liable to retire by rotation under the category of Non-Executive and Non- Independent Director of the Company. The Board recommends his appointment as Director liable to retire by rotation.

Mrs. Sudha Gupta has been appointed as an Additional Director on 27th May 2015 and shall hold the office upto this Annual General Meeting. Your Company is in receipt of notice under section 160, 161(1) of the Companies Act, 2013 for her appointment as an Independent Director of the Company. The Board recommends the appointment of Mrs. Sudha Gupta as an Independent Director not liable to retire by rotation and to hold office for a fixed term of 5 (five) years from date of appointment.

Your Company has designated Mr. Manish Lahoti, who is heading the Finance & Accounts Department of the Company as Chief Financial Officer (CFO) during the year. Mrs. Swati Gupta, Company Secretary, Mr Anil Patodia, Managing Director, who have been appointed before commencement of the Companies Act, 2013 and Mr. Manish Lahoti, CFO are the Key Managerial Personnel of the Company.

### Vigil Mechanism

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. Details of the Vigil Mechanism policy are made available on the Company's website [www.thebyke.com](http://www.thebyke.com).

### Risk Management

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides for constitution of a Risk Committee, which will work towards creating a Risk Register, identifying internal and external risks and implementing risk mitigation steps. The Committee will, on a quarterly basis, provide status updates to the Board of Directors of the Company.

### Prevention of Sexual Harassment Policy

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee ("ICC") has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of the complaints received and disposed off during the financial year 2014-15:

- a) No. of complaints received: NIL
- b) No. of complaints disposed off: NIL

### Listing Fees

The Company confirms that it has paid the annual listing fees for the year 2015-16 to National Stock Exchange, Bombay Stock Exchange and Metropolitan Stock Exchange(MCX-SX).

### Directors' Responsibility Statement

Pursuant to Section 134 of the Companies Act, 2013, the Directors state that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit



and loss of the Company for the year ended March 31, 2015;

- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The annual accounts have been prepared on a going concern basis;
- v. Proper internal financial controls were followed by the Company and such internal financial controls are adequate and were operating effectively;
- vi. Proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Statutory and Secretarial Auditors' Report**

The Statutory Auditors Report to the Shareholders does not contain any qualifications hence does not require any comments on the same. A company, whose securities are listed on the Stock Exchanges, is compulsorily required to follow the accounting standards prescribed by the Institute of Chartered Accountants of India.

However with reference to the remarks made by Secretarial Auditors, with reference to non registration of two out of eight hotels of the company under specific laws applicable we wish to clarify that these two hotels are not yet fully operative.

With reference to non publication of advertisement in newspaper for having sent the notice of the meeting under section 108; Rule 20 of the Companies (Management and Administration) Rules, 2014 by the Company we wish to state that this occurred due to oversight and the company shall comply the same for future AGMs.

### **Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo**

In view of the nature of activities which are being carried on by the company, Rules 2A and 2B of the

companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 concerning conservation of energy and technology absorption respectively are not applicable to the company.

Further, there were no foreign exchange earnings or outgo during the year under review.

### **Awards and Recognition**

Your Directors are delighted to bring to your notice that your Company, The Byke Hospitality Ltd has achieved the distinction of being among the 11 companies from India that have made to the top 200 Asia Pacific corporations in Forbes Asia's 'Best under a Billion' list.

In the Hotel segment, it is one among the two companies that have made to the list, the other being China's Gayety.

The unranked list comprises 200 of the best performing firms from the Asia-Pacific region selected from a pool of 17,000 publicly listed entities with a sales turnover between \$5 million and \$1 billion of which 810 companies roughly passed the required criteria, according to Forbes.

### **Acknowledgement**

Your Directors take this opportunity to express the gratitude to all investors, clients, vendors, bankers, Regulatory and Government authorities, Stock Exchanges and business associates for their cooperation, encouragement and continued support extended to the Company. Your Directors also wish to place on record their appreciation to the Associates for their continuing support and unstinting efforts in ensuring an excellent all round operational performance at all levels.

For and on behalf of the Board of Directors

Sd/-

**Anil Patodia**

Managing Director  
DIN: 00073993

Matheran (Maharashtra)  
July 29, 2015

# Annexure to the Directors' Report

## Particulars of Loans, Guarantees or Investments - Annexure A

Amount outstanding as at 31st March, 2015

Particulars	Amount (₹ in Lacs)
Loans given	NIL
Guarantee given	NIL
Investments made	NIL

## Loan, Guarantee and Investments made during the Financial Year 2014-15

Name of Entity	Relation	Amount (₹ in Lacs)	Particulars of loan, guarantee and investments	Purpose for which the loans, guarantee and investments are proposed to be utilized
		NIL		

For and on behalf of the Board of Directors

Sd/-

**Anil Patodia**

Managing Director

DIN: 00073993

Matheran (Maharashtra)  
July 29, 2015

## Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S. No.	Name of Associates/ Joint Ventures	Name 1	Name 2
1.	Latest audited Balance Sheet Date		
2.	Shares of Associates/ Joint Ventures held by the company on the year end No.		
	Amount of Investment in Associates/Joint Venture		
3.	Extent of Holding %		
4.	Description of how there is significant influence		
5.	Reason why the associate/ joint venture is not consolidated		
6.	Net worth attributable to Shareholding as per latest audited Balance Sheet		
	i. Profit/ Loss for the year		
	ii. Considered in Consolidation		
	Not Considered in Consolidation		

N.A.

# Annexure B to The Directors' Report

## Secretarial Audit Report (for the financial year ended 31st March, 2015)

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 my 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, 2015 ('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, 2015 according to the provisions of undernoted Acts, regulations and guidelines as applicable to the Company:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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;
- (v) The following Regulations and guidelines prescribed under Securities and Exchange Board of India Act, 1992
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (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

As represented by the management, the Company has total Eight hotels situated all over India however the registration of two hotels under specific laws applicable to hotel business is yet to be done as the those hotels are not fully operative.

**We have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. – **not applicable as the same was not notified during the year under review.**
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange, where the equity shares of the Company are listed.

**We further report that there were no Actions/ events occurred in the pursuance of**

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Share based employee Benefit) Regulation 2014
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

requiring compliance thereof by the Company during the financial year under review.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent as mentioned below:

- a) Company has duly complied with section 108; Rule 20 of the Companies (Management and Administration) Rules, 2014 except for publishing an advertisement in newspaper for having sent the notice of the meeting, however the company has intentions of complying with the same in future

**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, agenda and detailed notes on agenda were sent at least seven days in advance and a system exist for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

**Note:** This report is to be read with the note given below which forms an integral part of this report.

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 for the year ended on 31.03.2015 for the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation 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. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happening of events etc.
7. 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 and Associates

Sd/-  
**Suman Murarilal Sureka**  
 Proprietor

Place : Mumbai  
 Date : July 29, 2015

FCS 6842 : CP 4832

## Annexure C to The Directors' Report

### Details of Ratio of Remuneration of Director

[Section 197(12), r/w Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	<b>Name of the Director</b>	<b>Ratio to the Median</b>
	Mr. Anil Patodia	13:1
	Mr. Satyanarayan Sharma	7:1
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	<b>Name of the Director</b>	<b>% increase</b>
	Mr. Anil Patodia	-
	Mr. Satyanarayan Sharma	-

(iii) the percentage increase in the median remuneration of employees in the financial year;	The percentage increase in the median remuneration of the employees in the financial year was around 11%. The calculation of percentage increase in Median Remuneration is done based on comparable employees. For this we have excluded employees who were not eligible for any increment
(iv) the number of permanent employees on the rolls of company;	176 employees are permanent employees on the rolls of the company.
(v) the explanation on the relationship between average increase in remuneration and company performance;	Net Sales of the company grew by 16.5% and whereas Net Profit of the company grew by 26% while the average increase in the remuneration of the Key Managerial Personnel was 13%
(vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	The remuneration payable to the KMP is in accordance with the Industry and Geographical standards
(vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	The Market capitalization of the Company has increased from ₹ 641.3Crores as of March 31, 2014 to ₹ 662.6 crore as of March 31, 2015. Over the same period, the Price to Earnings Ratio has decreased from 41 to 33. The Company's EPS has increased from ₹ 3.87 Per share as of March 31, 2014 to ₹ 5.00 Per share as of March 31, 2015. The stock price as at March 31, 2015 was ₹ 165.25.
(viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	The average percentage increase made in the salaries of total employees other than the Key Managerial Personnel during the FY2014-15 is around 11%, while the average increase in the remuneration of the Key Managerial Personnel was 13%
(ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	Mr. Anil Patodia - Managing Director Mr. Manish Lahoti - Chief Financial Officer Mrs. Swati Gupta- Company Secretary The remuneration payable to the KMP is in accordance with the Industry and Geographical standards
(x) the key parameters for any variable component of remuneration availed by the directors;	The variable pay is in accordance with the performance of the Company as well as the individual
(xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	Not Applicable
(xii) Affirmation that the remuneration is as per the remuneration policy of the company.	Yes, our remuneration is as per the remuneration policy of the company

# Annexure D to The Directors' Report

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
 as on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

i) CIN	: L67190MH1990PLC056009
ii) Registration Date	: 29/03/1990
iii) Name of the Company	: The Byke Hospitality Limited
iv) Category / Sub-Category of the Company	: Public Company / Limited by shares
v) Address of the Registered office and contact details	: Shree Shakambhari Corporate Park, Plot No. 156-58, Chakravarti Ashok Complex, J.B. Nagar, Andheri (East), Mumbai - 400 099 Tel: +91 22 6707 9666 Fax: +91 22 6707 9696
vi) Whether listed company	: Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	: Sharepro Services (India) Private Limited 13 A/B, Samhita Warehousing Complex, 2nd Floor, Off. Andheri Kurla Road, Sakinaka Telephone Exchange Lane, Sakinaka, Andheri (E), Mumbai - 400072 Tel: +91 22 6772 0331

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company are given below

Sl. 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%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
					Not Applicable

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
<b>(1) Indian</b>										
a) Individual/HUF	3675369	-	3675369	18.33	7720738	-	7720738	19.25	0.92	
b) Central Govt	-	-	-	-	-	-	-	-	-	
c) State Govt (s)	-	-	-	-	-	-	-	-	-	
d) Bodies Corp.	5147549	-	5147549	25.67	9925098	-	9925098	24.75	(0.92)	
e) Banks / FI	-	-	-	-	-	-	-	-	-	



**i) Category-wise Share Holding (Contd.)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total(A) (1):-</b>	<b>8822918</b>	<b>-</b>	<b>8822918</b>	<b>44.01</b>	<b>17645836</b>	<b>-</b>	<b>17645836</b>	<b>44.01</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>8822918</b>	<b>-</b>	<b>8822918</b>	<b>44.01</b>	<b>17645836</b>	<b>-</b>	<b>17645836</b>	<b>44.01</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	250000	-	250000	0.62	0.62
b) Banks / FI	485716	-	485716	2.42	310000	-	310000	0.77	(1.65)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	2400000	-	2400000	5.99	5.99
g) FIs	74965	-	74965	0.37	90627	-	90627	0.23	(0.14)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>560681</b>	<b>-</b>	<b>560681</b>	<b>2.80</b>	<b>3050627</b>	<b>-</b>	<b>3050627</b>	<b>7.61</b>	<b>4.81</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	8145179	3400	8148579	40.64	11551817	6800	11558617	28.83	(11.81)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	399903	338011	737914	3.68	521687	612722	1134409	2.83	(0.85)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1566377	39800	1606177	8.01	2262241	115200	2377441	5.93	2.59
c) Others (specify)									
NRI	70521	-	70521	0.35	38051	-	38051	0.09	(0.26)
Directors & their Relatives	102110	-	102110	0.51	204220	-	204220	0.51	0.51
Clearing Members	-	-	-	-	4088599	-	4088599	10.20	10.20
<b>Sub-total (B)(2):-</b>	<b>10284090</b>	<b>381211</b>	<b>10665301</b>	<b>53.20</b>	<b>18666615</b>	<b>734722</b>	<b>19401337</b>	<b>48.39</b>	<b>(4.81)</b>
<b>Total Public Shareholding (B)=(B) (1)+(B)(2)</b>	<b>10844771</b>	<b>381211</b>	<b>11225982</b>	<b>55.99</b>	<b>21717242</b>	<b>734722</b>	<b>22451964</b>	<b>55.99</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>19667689</b>	<b>381211</b>	<b>20048900</b>	<b>100</b>	<b>39363078</b>	<b>734722</b>	<b>40097800</b>	<b>100</b>	<b>-</b>

Note: The total number of shares has increased due to the issuance of bonus shares in October 2014 in the ratio 1:1.

**ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Hotel Relax Pvt. Ltd	4462549	22.26	3.54	8925098	22.26	-	-
2.	Choice Capital Advisors Pvt. Ltd.	500000	2.49	0.41	1000000	2.49	0.91	-
3.	Choice Equity Broking Pvt. Ltd.	185000	0.92	0.03	-	-	-	(0.92)
4.	Vinita Sunil Patodia	2284170	11.39	4.91	4568340	11.39	2.87	-
5.	Anil Chothmal Patodia	509500	2.54	-	1019000	2.54	-	-
6.	Arun Kumar Poddar	285444	1.42	0.17	570888	1.42	0.47	-
7.	Archana Anil Patodia	274575	1.37	-	549150	1.37	-	-
8.	Kamal Poddar	175000	0.87	0.52	350000	0.87	0.44	-
9.	Hemlata Kamal Poddar	125000	0.62	-	250000	0.62	-	-
10.	Anil Chothmal (HUF)	21680	0.11	-	43360	0.11	-	-
11.	Aayush Anil Patodia	-	-	-	370000	0.92	-	0.92
	<b>Total</b>	<b>8822918</b>	<b>44.01</b>	<b>9.59</b>	<b>17645836</b>	<b>44.01</b>	<b>4.69</b>	<b>-</b>

**Note:** The total number of shares has increased due to the issuance of bonus shares in October 2014 in the ratio 1:1.

**iii) Change in Promoters' Shareholding**

Sl No.	Name of Promoter	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.	<b>Hotel Relax Pvt. Ltd</b>				
	At the beginning of the year	4462549	22.26	4462549	22.26
	Bonus Shares allotted on 11th October, 2014	4462549	-	8925098	22.26
	At the end of the year.			8925098	22.26
2.	<b>Choice Capital Advisors Pvt. Ltd.</b>				
	At the beginning of the year	500000	2.49	500000	2.49
	Bonus Shares allotted on 11th October, 2014	500000	-	1000000	2.49
	At the end of the year.			1000000	2.49
3.	<b>Choice Equity Broking Pvt. Ltd.</b>				
	At the beginning of the year	185000	0.92	185000	0.92
	Bonus Shares allotted on 11th October, 2014	185000	-	370000	0.92
	Sale on March 26, 2015 (Promoter inter se transfer)	310000	0.77	60000	0.15
	Sale on March 28, 2015 (Promoter inter se transfer)	60000	0.15	-	-
	At the end of the year.			-	-
4.	<b>Vinita Sunil Patodia</b>				
	At the beginning of the year	2284170	11.39	2284170	11.39
	Bonus Shares allotted on 11th October, 2014	2284170	-	4568340	11.39
	At the end of the year.			4568340	11.39
5.	<b>Anil Chothmal Patodia</b>				
	At the beginning of the year	509500	2.54	509500	2.54
	Bonus Shares allotted on 11th October, 2014	509500	-	1019000	2.54
	At the end of the year.			1019000	2.54

**iii) Change in Promoters' Shareholding (Contd.)**

Sl No.	Name of Promoter	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
6.	<b>Arun Kumar Poddar</b>				
	At the beginning of the year	285444	1.42	285444	1.42
	Bonus Shares allotted on 11th October, 2014	285444	-	570888	1.42
	At the end of the year.			570888	1.42
7.	<b>Archana Anil Patodia</b>				
	At the beginning of the year	274575	1.37	274575	1.37
	Bonus Shares allotted on 11th October, 2014	274575	-	549150	1.37
	At the end of the year.			549150	1.37
8.	<b>Kamal Poddar</b>				
	At the beginning of the year	175000	0.87	175000	0.87
	Bonus Shares allotted on 11th October, 2014	175000	-	350000	0.87
	At the end of the year.			350000	0.87
9.	<b>Hemlata Kamal Poddar</b>				
	At the beginning of the year	125000	0.62	125000	0.62
	Bonus Shares allotted on 11th October, 2014	125000	-	250000	0.62
	At the end of the year.			250000	0.62
10.	<b>Anil Chothmal (HUF)</b>				
	At the beginning of the year	21680	0.11	21680	0.11
	Bonus Shares allotted on 11th October, 2014	21680	-	43360	0.11
	At the end of the year.			43360	0.11
11.	<b>Aayush Anil Patodia</b>				
	At the beginning of the year	-	-	-	-
	Purchased on March 26, 2015 (Promoter inter se transfer)	310000	0.77	310000	0.77
	Purchased on March 30, 2015 (Promoter inter se transfer)	60000	0.15	370000	0.92
	At the end of the year.			370000	0.92

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning (01-04-14)		Credited during the year	Debited during the Year	Bonus Shares allotted during the year	Shareholding at the end of the year (31-03-15)	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total shares of the company
1.	Florence Agrofoods Private Ltd.	1000000	4.99	2002000	2002000	1000000	2000000	4.99
2.	General Insurance Corporation of India	-	0.00	1200000	-	600000	1800000	4.49
3.	Clairant Trading Private Limited	410437	2.05	2033570	1347427	488010	1584590	3.95
4.	Modern Trading Business Private Limited	1640651	8.18	1498800	1990000	9151	1158602	2.89
5.	Choice Equity Broking Private Limited - Broker Account	-	0.00	600000	-	600000	1200000	2.66

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): (Contd.)**

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning (01-04-14)		Credited during the year	Debited during the Year	Bonus Shares allotted during the year	Shareholding at the end of the year (31-03-15)	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total shares of the company
6.	Choice Equity Broking Private Limited - Broker Account	350000	1.75	630000	605000	755000	1130000	2.82
7.	Darshanik Valueserve Private Limited	428885	2.14	1327675	955885	176429	977104	2.44
8.	Emma Auto Ancillary Private Limited	50000	0.25	832596	190000	127596	775192	1.93
9.	Chartered Capital Research Private Limited	300000	1.50	846000	416000	-	730000	1.82
10.	Choice Equity Broking Pvt. Ltd. - Broker Account	435000	2.17	1988501	2137951	410850	696400	1.74
11.	Signora Finance Private Limited	294764	1.47	-	100000	194764	389528	0.97
12.	Canara Bank - Mumbai	430300	2.15	75000	700600	505300	310000	0.77
13.	Edelweiss Securities Limited	409773	2.04	1297315	2147545	440457	-	-

\* Bonus Share Allotment on 11th October, 2014 in the ratio of 1:1

**v) Shareholding of Directors and Key Managerial Personnel**

Sl No.	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	
	Mr. Satyanarayan Sharma				
	At the beginning of the year	102110	0.51	102110	0.51
	Bonus Shares allotted on 11.10.2014	102110	-	204220	0.51
	At the end of the year.	204220	0.51	204220	0.51

\* Apart from Mr. Satyanarayan Sharma, Mr Anil Patodia, Managing Director and Mrs. Archana Patodia, Director also hold shares in the Company. The details of their shareholding is disclosed under the head - Promoter's Shareholding.

**V. INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits (In ₹)	Unsecured Loans (In ₹)	Deposits (In ₹)	Total Indebtedness (In ₹)
Indebtedness at the beginning of the financial year				
i) Principal Amount	8,12,21,898/-	NIL	NIL	8,12,21,898/-
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	9,33,964/-	NIL	NIL	9,33,964/-
<b>Total (i+ii+iii)</b>	<b>8,21,55,862/-</b>	<b>NIL</b>	<b>NIL</b>	<b>8,21,55,862/-</b>



**Indebtedness of the Company including interest outstanding/accrued but not due for payment (Contd.)**

	Secured Loans excluding deposits (In ₹)	Unsecured Loans (In ₹)	Deposits (In ₹)	Total Indebtedness (In ₹)
Change in Indebtedness during the financial year				
Addition	NIL	NIL	NIL	NIL
Reduction	2,20,00,000/-	NIL	NIL	2,20,00,000/-
Net Change	-2,20,00,000/-	NIL	NIL	-2,20,00,000/-
Indebtedness at the end of the financial year				
i) Principal Amount	6,18,17,588/-	NIL	NIL	6,18,17,588/-
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	8,19,126/-	NIL	NIL	8,19,126/-
<b>Total (i+ii+iii)</b>	<b>6,26,36,714/-</b>	<b>NIL</b>	<b>NIL</b>	<b>6,26,36,714/-</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Amount in ₹
		Mr. Anil Patodia	Mr. Satyanarayan Sharma	Total Amount
1.	Gross salary	12,00,000/-	6,00,000/-	18,00,000/-
	(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	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
<b>6.</b>	<b>Total (A)</b>	<b>12,00,000/-</b>	<b>6,00,000/-</b>	<b>18,00,000/-</b>
7.	Ceiling as per the Act	It is in accordance with the ceiling as specified under section 197 of the Companies Act, 2013.		

<b>B Remuneration to other directors:</b>					Amount in ₹	
Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount	
		Mr. Bharat Thakkar	Mr. Ramesh Vohra	Mr. Ramratan Bajaj		Mr. Sandeep Kumar Singh
1.	Independent Directors					
	Fee for attending board / committee meetings	40,000	40,000	50,000	20,000	1,50,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>40,000</b>	<b>40,000</b>	<b>50,000</b>	<b>20,000</b>	<b>1,50,000</b>
	Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>40,000</b>	<b>40,000</b>	<b>50,000</b>	<b>20,000</b>	<b>1,50,000</b>
	<b>Total Managerial Remuneration</b>	<b>40,000</b>	<b>40,000</b>	<b>50,000</b>	<b>20,000</b>	<b>1,50,000</b>
	Overall Ceiling as per the Act	It is in accordance with the ceiling as specified under section 197 of the Companies Act, 2013.				

<b>C Remuneration to Key Managerial Personnel other than MD/Manager/WTD</b>					
Sl. No.	Particulars of Remuneration	Particulars of Remuneration (Amount in ₹)			Total
		CEO	Company Secretary Mrs. Swati Gupta	CFO Mr. Manish Lahoti	
1.	Gross salary	NIL	2,75,233/-	4,81,724/-	7,56,957/-
	(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	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Incometax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	<b>Total</b>	<b>-</b>	<b>2,75,233/-</b>	<b>4,81,724/-</b>	<b>7,56,957/-</b>

## 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]	Appeal made, if any (give Details)
Penalty					
Punishment					
Compounding					
<b>Other officers in default</b>					
Penalty					
Punishment					
Compounding					

# Annexure E to The Directors' Report

## Annual Report on Corporate Social Responsibility Activities

Particulars	Remarks
Date of Formation of CSR Committee	29th May, 2014
Composition of Committee	Mr Anil Patodia, Chairman Mr. Satyanarayan Sharma, Member Mr. Ramesh Vohra, Member
CSR Activity	The Company is undertaking its CSR activities as specified under Schedule VII (ii) of the Companies Act, 2013.

## Total amount to be spent for the financial year

Particulars	Amount (₹ in lakhs)
Avg.net profit of three years	₹ 1212 Lacs
2% of Avg. net profits as per Sec 135 of Companies Act, 2013	₹ 24.24 Lacs
Amount spent on CSR Activities	₹ 27.12 Lacs
Amount unspent	Nil

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR project or activity identified.	Sector in which the Project is Covered	Location of Projects or programmes	Amount outlay (budget) project or programs wise (₹ in Lacs)	Amount spent on project or programmewise (₹ in Lacs)	Cumulative expenditure upto the reporting period March 31, 2015 (₹ in Lacs)	Amount spent: Direct or through agency
1	Health awareness/ Medical Awareness Camps	Health	Mumbai	4.00	3.45	3.45	Directly as well as through Lions Club, Mumbai
2	Distribution of Food items slum	Health	Mumbai	2.00	2.95	2.95	Directly as well as through Lions Club, Mumbai
3	Mid-day Meal	Education	Mumbai	4.00	4.00	4.00	Through Navasrushti International Trust
4	Promotion of Education	Education	Mumbai	2.00	1.78	1.78	Directly as well as through Lions Club, Mumbai
5	Tree Plantation	Environment	Kudal & Goa	3.00	2.98	2.98	Directly
6	Municipal School	Education	Mumbai	2.00	1.96	1.96	Directly
7	Protection of National Heritage	Protection of National Heritage	Mumbai	10.00	10.00	10.00	Through Shiva Chhatrapati Pratishtan Trust
		<b>Total</b>		<b>27.00</b>	<b>27.12</b>	<b>27.12</b>	

## 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

For and on behalf of the Board of Directors

Sd/-

**Anil Patodia**

Managing Director and Chairman CSR Committee

DIN: 00073993

Matheran (Maharashtra)  
July 29, 2015

# Management Discussion and Analysis

## Economic and Sector Overview

2014 has been a landmark year for India both economically and politically. The country elected a majority Government at the Centre after three decades, leading to significant optimism and improved sentiment. On the other hand, the economy witnessed considerable dynamism with 7.3% growth in a sluggish global economic scenario. This growth has been largely driven by a revival in the services sector. Industrial growth, along with agriculture, has also started gathering momentum. With the Government of India's focus on pro-growth legislations, proactive clearances to large-scale infrastructure projects, lowering the fiscal and current account deficit and taming inflation, there are expectations of a major economic revival.

According to the Government of India's latest Economic Survey, the share of stalled projects as a proportion of GDP is steadily declining. In the next one or two years, a uniform Goods and Services Tax (GST) across India and enhanced focus on federalism are expected to create even stronger multipliers of growth across the country. The global ratings agency Moody's has improved the investment outlook of India from 'Stable' to 'Positive'. This signals a positive sentiment on the part of global investors to invest in India and be a part of its growth story.

## India's GDP trend

Sectors	2014		2015	
			2015	
Agriculture, forestry & fishing	3.7		1.1	
Industry	4.5		5.9	
Services	9.1		10.6	
GDP at market prices	6.9		7.4	

Source: CSO

The travel and tourism industry has emerged as one of the key growth drivers among the services sector in India. According to the World Travel and Tourism Council (WTCC), the industry is expected to witness 7.5% growth in 2015, exceeding the 6.9% growth that the forum has predicted for the South Asian region. Despite such predictions, the overall contribution of India's travel and tourism sector to the country's economy is still relatively low. This sector has contributed 6.7% to India's GDP, compared to a global average of 9.8%, highlighting the immense opportunity available in the Indian hospitality sector. The sector's long-term outlook

will remain positive on the back of an increase in disposable incomes, rising discretionary spending and the burgeoning middle class.

The Government of India has emphasised on various measures in the 2015-16 Union Budget for the advancement of tourism industry, which would in turn benefit India's hospitality industry. The Government has played a pivotal role in making India an attractive tourist destination through visa-on-arrival enabled electronic travel authorisation for 43 countries. It is likely to further extend the facility to 150 countries in a phased manner. The focus is also on revamping major heritage sites. The Tourism Ministry was allocated ₹1,573 crore in the 2015-16 fiscal vis-à-vis the revised estimates of ₹1,183 crore for the previous fiscal. This investment escalation will lead to the development of major locations as tourist destinations and infrastructure, thus attracting more tourists.

## Business Overview

The Byke Hospitality Limited (Byke) is a rapidly growing hospitality company with a pan-India presence. The Company's unique 'asset-light' business model allows it to leverage high profitability from a low capital base. This model has helped the Company to register significant growth even during a downturn in the hospitality sector. The business can be broadly classified into two segments: Owned & Leased (O&L) and Room Chartering (RC).

## Own + Lease Business

The Company operates eight properties under this business model. While two of those properties are owned (Byke Heritage, Matheran and Byke Sunflower, Goa), the remaining six are on a long-term lease under the 'Byke' brand. In 2015, the Company added a property in Jaipur, Byke Grassfield, which has 54 rooms, three restaurants, three lawns/ banquets and three conference rooms. As on March 2015, the Company had 519 rooms under its management, of which 102 are owned.

## Room Chartering Business

Under this particular business, the Company books third-party rooms at popular tourist destinations, including religious locations across India. In 2015, the Company sold 373,250 room nights, compared to 345,000 in 2014 across almost 50 cities in India.



## Growth Strategy

With the adoption of the 'asset-light' strategy in 2011, the Company has proactively added rooms in both lease and room chartering businesses.

The Company's O&L segment is growing steadily, with 519 rooms in 2015, vis-a-vis 182 rooms in 2011. Similarly, the room chartering business has grown with 398,000 room nights purchased in 2015 from 105,950 room nights in 2011.

Simultaneously, there has been a steady increase in the occupancy level and Average Room Rent (ARR). The average occupancy in O&L business has been competently increasing from 61% in 2012 to 70% in 2014. Although it declined to 67% in 2015, primarily due to the launch of the new Byke Grassfield at Jaipur, the occupancy for the hotel is projected to increase in the present financial year 2015. The ARR saw an increase of ~8-10% in all the hotels, leading to an overall ARR of ₹ 3,769 in 2015, a rise of 4% over the previous year's ARR of ₹ 3,617.

The rising occupancy and ARR in the O&L business indicate the satisfaction of customers, as well as the demand for Byke's hospitality services.

Similarly, in the RC business, the ARR increased from ₹ 2,175 in 2014 to ₹ 2,404 in 2015, registering a growth of 10%. The occupancy increased from 92% in 2014 to 94% in 2015. The improvement in the ARR and occupancy in the RC business indicate the success of the Company's strategic planning.

## Key Highlights - 2015

- Byke Grassfield in Jaipur became operational in August 2014 under the O&L model. The hotel has become a popular wedding destination in the city, with 54 rooms, three restaurants, three lawns/ banquets and three conference rooms. The hotel is expected to contribute significantly to food & beverage/ other revenues going forward
- Byke Suraj Plaza, Thane has been acquired on a long-term lease and is under renovation. The hotel with 122 rooms is right across Suraj Water Park, a theme water park. The hotel is set to be inaugurated in second quarter of 2016

## Consolidated Financial Overview

The Byke has experienced an exponential growth in the past few years with its strategic planning and dynamic leadership. Continuing its growth momentum, the Company performed encouragingly in 2015.

- Revenues touched ₹ 182 crore in 2015 against ₹ 156 crore in the corresponding period of the previous year, registering a y-o-y growth of 17%
- Owned & Leased (O&L) division clocked revenue of ₹ 92 crore (~51% of total income). The break up is:
  - Rooms - ₹ 47 crore (~51% of O&L Revenue)
  - Food & Beverages (F&B)/ Others (events, conferences and weddings, among others) - ₹ 45 crore (~49% of O&L Revenue)
- RC division recorded a revenue of ₹ 90 crore (~49% of total income)
- EBITDA stood at ₹ 37 crore (y-o-y growth of 28%), with EBITDA margin of 20%, up from 19% in 2014
- PAT at ₹ 20 crore; PAT margin of 11%

## Resources and Liquidity

As on March 31, 2015, the consolidated net worth stood at ₹ 100 crore and the consolidated debt was at ₹ 12 crore.

The cash and cash equivalents at the end of March 31, 2015 touched ₹ 2 crore.

The Company's net debt to equity ratio stood at 0.1 as on March 31, 2015.

## Risk and Concerns

The Company's Managing Board is responsible for formulating an appropriate risk-management strategy. The framework aims 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.

The risk management framework has been designed to achieve maximum integration of the risk management process in the business processes. It provides risk management tools, controls frequently occurring risks in the Company, as well as monitors and reports procedures and systems.

## 1. Opportunities

The travel and tourism industry has emerged as one of the largest and fastest growing industry globally. The domestic tourism sector is set to experience a significant growth, with the expected upswing in the Indian economy. Besides, the growth will further be accelerated by the rising discretionary income of the expanding middle class, changing lifestyles, development of diverse tourism offerings, and policy and regulatory support by the government authorities. The domestic tourism sector will see higher demand setting in at places of leisure and cultural heritage. The Company already has a niche presence in the mid-level, and can further tap opportunities by expanding both the lease and room chartering businesses in new geographies, which have significant tourist footfalls. While businesses grow with the economy, there will be a growing corporate demand for banquets and conference rooms to perform their activities. This, too, can be tapped by the expansion in popular business tourism locations.

With the advent of the internet age, a large population of the country is now connected to the internet. According to a report by the Internet & Mobile Association of India (IAMAI) and IMRB International, India's total internet user base stood at 278 million at the end of October 2014, and is estimated to grow to 354 million by June 2015. With the growth in internet penetration, more and more services will connect to consumers through the internet. The Company's target base includes middle and upper-middle class consumers, and they can be easily reached out to via the internet. This would allow it to bypass agents and thus cut down on expenses. Concurrently, the benefit of these savings can be passed on to the customer who would have an incentive to attach with and stay loyal to the brand. The Company is planning to set up an internet portal to this effect.

The Company also seeks to strengthen its agent network in newer geographies. This would help increase occupancy levels.

## 2. Threats, Risks and Concerns

The hospitality sector faces a fast-paced growth, and the immense opportunities in the industry lead to a strong competition to attract customers.

As occupancy levels in certain hotels peak out, organic growth can only be driven by increasing ARR. However, increase in rents gets muted due to large competition. Additionally, skyrocketing costs of maintenance, commodities and labour have created pressures on margins.

The room chartering business faces geographic threats arising out of seasonal lack of demand or natural calamities. However, due to pan-India presence, individual risks get mitigated.

## Internal Control Systems & Their Adequacy

The Company's large size and nature of business demands 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 ensuring optimum use of available resources. The systems 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 Board' Audit Committee oversees the adequacy of the internal control environment through regular reviews of the audit findings. It also monitors the implementation of internal audit recommendations through compliance reports submitted to them.

## Human Resources

The Company has human relations and industrial relations policies in force. These are regularly reviewed and updated in line with the Company's

strategic plans. The Human Relations team continually conducts training programmes 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 age bracket of the Company's employees 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 its workforce.

### Corporate Social Responsibility

The Byke Hospitality Limited's Management believes in taking the environment and social responsibility sincerely, and aims to play an active role in contributing towards the society. It endeavours to integrate community development, social responsibility and environmental sustainability into its CSR strategy and formalise 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 endeavour 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 2014-15 are 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 HIV/AIDS 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 2,700 trees were planted at Kudal District in Maharashtra and Goa during the year in it's 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.

### Outlook

The Company is proactively looking forward to expand its O&L, as well as RC portfolio in the next three years. Three new hotels, one each at Thane, Shimla and Puri will be added to the O&L portfolio, and they will be operational by the end of 2016. With this addition, the bouquet of rooms will expand to 697 from 519.

The Company plans to grow in both its segments and continue to focus on its asset light model. It is well positioned to tap into opportunities in the rising domestic tourist spending in India. Domestic tourist spending constituted 81% of the total tourist spends in India in 2013. The share is projected to touch 85% by 2024 on the back of a rising middle class and increasing discretionary spending.

# Corporate Governance Report

(Pursuant to Clause 49 of the Listing Agreement entered with the Stock Exchanges)

## Company's Philosophy

Corporate Governance is the application of best management practices, continued compliances of law and adherence to highest ethical standards to achieve the Company's objective of enhancing shareholder value and its image. A sound Corporate Governance is a key driver of sustainable corporate growth and a powerful medium to achieve the company's goal of maximizing value for all its stakeholders. A sound corporate governance strengthens investors' trust and enables the company to fulfill its commitment towards the customers, employees and the society in general. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. We have a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it rests on the six core values of Customer Value, Ownership Mindset, Respect, Integrity, One Team and Excellence.

To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Company strongly believes that sound and unambiguous system of Corporate Governance practices go a long way in retaining investor trust and preserving the interest of all stakeholders. Its Business Ethics & Code of Conduct provides the overarching philosophy of its Corporate Governance practices.

## Board of Directors:

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management Committee of the Company is headed by the Managing Director and has business / functional heads as its members, which look after the management of the day-to-day affairs of the Company.

### 1. Board Structure:

#### Board composition and category of Directors

The Board of the Company is composed of Executive and Non-Executive Directors. As on March 31, 2015, the strength of the Board was eight Directors comprising of three Executive and five Non-Executive Directors including the Managing Director of the Company. Fifty per cent of the Board comprised of Independent Directors. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The details of the Board of Directors as on March 31, 2015 are given below:

Name	Category	Date of joining the Board	No. of Directorships/Committee Memberships/Chairmanships		
			Directorship in other Companies	Membership(s) of Committees of other Companies	Chairmanship(s) of Committees of other Companies
Mr. Anil Patodia	Managing Director	30/03/2011	4	NIL	NIL
Mrs. Archana Patodia	Executive Director	27/09/2014	3	NIL	NIL
Mr. Pramod Patodia	Executive Director	30/03/2011	NIL	NIL	NIL
Mr. Satyanarayan Sharma	Non Executive Director	29/03/1990	NIL	NIL	NIL
CA. Ramratan Bajaj	Independent Director	30/03/2011	NIL	NIL	NIL
Mr. Ramesh Vohra	Independent Director	30/03/2011	NIL	NIL	NIL
Mr. Bharat Thakkar	Independent Director	14/02/2013	3	1	NIL
Mr. Sandeep Singh	Independent Director	27/09/2014	4	3	1



Mrs. Archana Anil 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.

Brief profile of all the Directors of the Company has been furnished separately in the Annual Report.

The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within respective limits prescribed under the Companies Act, 2013 and Listing Agreement.

Except Mr. Anil Patodia, Mrs. Archana Patodia and Mr. Satyanarayan Sharma, no Directors and their relatives hold shares in the Company. Mr Anil Patodia holds 1019000 shares, Mrs. Archana Patodia holds 549150 shares and Mr. Satyanarayan Sharma holds 204200 shares of the Company as on March 31, 2015. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 ("the Act") and Clause 49 of the Listing Agreement.

## 2. Board Meeting Schedules and Agenda

The Board meets atleast once in a quarter to consider among the other business, the quarterly performance and the financial results of the Company. To enable the Board to discharge its responsibilities effectively and take informed decisions, the Board is provided with all the relevant information on important matters affecting the working of the Company as well as all the related details that require deliberation by the members of the Board. The details of the Board Meetings held during the financial year 2014-15 and directors attendance record are as follows:

During the financial year under review, five Board meetings were held on respectively on May 29, 2014; August 13, 2014; September 27, 2014; November 13, 2014 and February 6, 2015. The Company held atleast one Board Meeting in each quarter during the year as required under the Act and the gap between two Board meetings was in compliance with the provisions contained in the Act and the Listing Agreement.

Details of Directors as on March 31, 2015 and their attendance at the Board meetings and Annual General Meeting ("AGM") during the financial year ended March 31, 2015 are given below:

Name of the Director	Category	No. of Meetings held	No. of Meetings attended	Attendance at the AGM
Mr. Anil Patodia	Managing Director	5	4	No
Mrs. Archana Patodia	Executive Director	3	2	No
Mr. Pramod Patodia	Executive Director	5	3	Yes
Mr. Satyanarayan Sharma	Non Executive Director	5	3	Yes
CA. Ramratan Bajaj	Independent Director	5	5	Yes
Mr. Ramesh Vohra	Independent Director	5	4	No
Mr. Bharat Thakkar	Independent Director	5	4	Yes
Mr. Sandeep Singh	Independent Director	3	3	Yes

The calendar for the Board Meeting in which financial results will be considered in the ensuing year is fixed in advance as a practice and has also been disclosed later in the report. All the agenda items are backed by necessary supporting information and documents to enable the Board to take informed decisions.

Board Meetings are held within 45 days from the end of the quarter in the manner that it coincides with the announcement of quarterly results. Time gap between two consecutive meetings does not exceed 4 months. In case of urgent necessity additional Board Meetings are called. Meetings are held at the registered

office of the Company. The agenda along with the explanatory notes are sent in advance to the Directors.

As required under Annexure I to Clause 49 of the Listing Agreement with the Stock Exchanges, all the necessary information was placed before the Board from time to time.

The Board periodically reviews compliance reports of all laws applicable to the Company. Proper steps are taken by the Company to rectify instances of non-compliance, if any.

### 3. Non-Executive Directors' compensation and disclosures

The Non-Executive Directors are paid sitting fee within the limits prescribed under the Companies Act, 2013. No stock options were granted to Non-Executive Directors during the year under review. The Non-Executive Directors did not have any material pecuniary relationship or transactions with the Company except the payment of sitting fees to them during the year 2014-15.

### 4. Other provisions as to Board and Committees

The Board constantly evaluates the contribution of its members and recommends to shareholders their re-appointment periodically as per the provisions of the Companies Act, 2013. Executive Director is to be appointed by the shareholders for a maximum period of upto five years at a time, but is eligible for re-appointment upon completion of his term. As per the provisions of the Companies Act, 2013 Non-executive Independent Director are appointed for a term of five years with effect from date of previous Annual General Meeting i.e. September 27, 2014." And they are not liable to retirement by rotation. The details of Directors seeking appointment have been attached along with the Notice of the Annual General Meeting.

5. All the relevant information, as recommended by the Securities and Exchange Board of India (SEBI)/Stock Exchanges, is promptly furnished to the Board from time to time in a structured manner.
6. The Company has adopted a Code of Conduct for its Executive and Non Executive Directors and all Non-Executive Directors have affirmed compliance with the said code. All the Senior Management of the Company has affirmed compliance with "The Byke Hospitality Limited Code of Conduct". The Code of Conduct is also displayed on the Company's website. The Annual Report of the Company contains a Certificate duly signed by the Managing Director (CEO) in this regard.
7. None of the Directors on the Board is a member of more than ten committees and does not act as Chairman of more than five committees across all companies in which they are Directors.
8. Other than transactions entered into in the normal course of business, the Company and its Promoters, Directors, Management and / or relatives has not entered into any materially significant related party transactions during the year, that may have a potential conflict of interest of the Company at large.

#### Committees of the Board

The Board has currently established the following Committees.

- Audit Committee
- Stakeholders Relationship Committee
- Nomination & Remuneration Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

(See Table)

Sl. No.	Committee	Members(Position)	Category
1.	Audit Committee	CA Ram Ratan Bajaj - Chairman	Non Executive, Independent
		Mr. Bharat Thakkar	Non Executive, Independent
		Mr. Anil Patodia	Executive
2.	Stakeholders Relationship Committee	Mr. Bharat Thakkar - Chairman	Non Executive, Independent
		Mr. Satyanarayan Sharma	Non Executive*
		Mr. Anil Patodia	Executive
3.	Nomination and Remuneration Committee	Mr. Ramesh Vohra - Chairman	Non Executive, Independent
		Mr. Bharat Thakkar	Non Executive, Independent
		Mr. Ram Ratan Bajaj	Non Executive, Independent
4.	Corporate Social Responsibility Committee	Mr. Anil Patodia - Chairman	Executive
		Mr. Satyanarayan Sharma	Non Executive
		Mr. Ramesh Vohra	Non Executive, Independent
		Mr. Anil Patodia - Chairman	Executive
5.	Risk Management Committee	Mr. Anil Patodia - Chairman	Executive
		Mr. Pramod Patodia	Executive
		Mr. Sandeep Singh	Non Executive, Independent

The Board is responsible for constituting, assigning, co-opting and fixing of terms of service for committee members of various committees. The Chairman of the Board, in consultation with the Company Secretary and the Committee Chairman, determines the frequency and duration of the committee meetings. Recommendations of the committees are submitted to the Board for approval. The quorum for meetings is either two members or one-third of the members of the committees, whichever is higher. In the case of all the above committees of The Byke Hospitality Limited, two members constitute the quorum.

Details on the role and composition of these Committees are provided below:

#### 1. Audit Committee

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

##### i. Terms of Reference

- a) Overseeing of the Company's financial reporting process and the disclosure

of its financial information to ensure that the financial statement is correct, sufficient and credible.

- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- c) Reviewing with management the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - Any changes in accounting policies and practices and reasons thereof.
  - Major accounting entries based on the exercise of judgement by the Management.





- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### Review of information

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions, as defined by the Committee, submitted by the management;
- c. Management letters/letters of internal control weaknesses issued by the statutory auditors;

- d. Internal audit reports relating to internal control weaknesses; and

- e. the appointment, removal and terms of remuneration of the Chief Internal Auditor

#### ii. Composition, Meeting and Attendance:

The Committee comprises of two Non-Executive Independent Directors (NEID) and one executive Director (ED). The Committee met four times viz. May 29, 2014, August 13, 2014, November 13, 2014 and February 06, 2015 during the year. The particulars of members and their attendance at the meetings are given below:

Name of the Member	Designation	Category of Directorship	No. of Meetings Attended & Held during the year
CA Ram Ratan Bajaj	Chairman	Non Executive and Independent	4/4
Mr. Bharat Thakkar	Member	Non Executive and Independent	3 /4
Mr. Anil Patodia	Member	Executive Director	4/4

All the members of the Audit Committee possess sound knowledge on accounts, audit, finance, internal controls etc. The Chairman of the Audit Committee, CA. Ram Ratan Bajaj, a Chartered Accountant, is a renowned financial professional in the industry and possesses strong accounting and financial management expertise. The Company Secretary and Compliance officer of the Company acts as Secretary to the Committee.

## 2. Nomination and Remuneration Committee

The Committee constitution, composition, quorum requirements, frequency of meetings, terms of reference, role, powers, rights, authority and obligations are in conformity with the applicable provisions of the Companies Act, 2013 and the listing agreement (including any statutory modification(s) or re-enactment or mendments thereof).

#### i. Terms of Reference

The broad terms of reference of the Committee are to appraise the performance of Managing/Executive Directors and recommend to the Board about the Company's policy on remuneration package for them and to attend to any other responsibility as may be entrusted to them by the Board within the terms of reference. The details of remuneration paid to the Executive Directors during the year are included in this report.

#### ii. Composition, Meeting and Attendance:

The Committee comprises of three Non-Executive Independent Directors (NEID). During the year the members met on August 13, 2014.

The particulars of members and their attendance at the meeting are given below:

Name of the Member	Designation	Category of Directorship	No. of Meetings	
			Held	Attended
Mr. Ramesh Vohra	Chairman	Non Executive and Independent Director	1	1
Mr. Bharat Thakkar	Member	Non Executive and Independent Director	1	1
Mr. Ram Ratan Bajaj	Member	Non Executive and Independent Director	1	1

### iii. Remuneration Policy –

Your Company has adopted a policy recommended by the Committee relating to the appointment and remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel.

The policy covers the following:

- The appointment and remuneration of new Directors, Key Managerial Personnel and Senior Management Personnel shall be made on the basis of core competencies, expertise, experience, qualifications etc.
- Evaluation of the performance of the Executive Directors shall be based on the parameters such as accomplishment of assigned goals, their professional contribution towards the Company and the overall performance. On the basis of the evaluation, the remuneration of the Executive Directors will be determined.
- Evaluation of the performance of the Non- Executive Independent Directors of the Company shall be done by the entire Board excluding the director being evaluated based upon certain criteria such as attendance & participation in the meetings of Board & Committee(s), Independence in judgement and actions, contribution to the long term strategy and risk management, exercise of duties with due and reasonable care, skill & diligence etc.
- Evaluation of Non-Executive Non Independent Directors shall be done

by the Independent Directors based upon certain criteria viz. attendance & participation in the meetings of Boards and Committees, exercise of duties with due and reasonable care, skill and diligence, compliance with applicable policies of the Company etc.

- Remuneration of the Senior Management Personnel and Key Managerial Personnel will be fixed annually considering their performance and achievements corresponding to their goals set during the year.

#### 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, 2015 are as under:

Name	Sitting Fees
CA. Ramratan Bajaj	₹ 50,000
Mr. Ramesh Vohra	₹ 40,000
Mr. Bharat Thakkar	₹ 40,000
Mr. Sandeep Singh	₹ 20,000

#### b) Managing and Executive Directors

The company pays remuneration to its Managing Director by way of salary, commission and perquisites and to its Executive Directors by way of salary, executive allowance, and performance linked pay and perquisites. The remuneration is approved by the Nomination and Remuneration Committee and is within the overall limits approved by the shareholders.

### Details of Remuneration of Directors for the Financial Year ended 31st March, 2015

#### a) Managing Director and Executive Directors:

The detail of the remuneration paid to the Executive Directors during the year is as under:

Names of the Director	Salary & Perquisites
Mr. Anil Patodia	₹ 12,00,000/-
Mr. Satyanarayan Sharma*	₹ 6,00,000/-

\* On completion of tenure as Whole Time Director of the Company, w.e.f 1st August, 2014 Mr. Satyanarayan Sharma ceased to act as Whole Time Director.

#### b) Remuneration paid to Non Executive Directors is Nil.

#### Shares and convertible instruments held by the Non-Executive Directors.

None of the Non - Executive Directors hold any shares in the Company as on March 31, 2015.

### 3. Stakeholders Relationship Committee

Stakeholders Relationship Committee of Directors redresses the complaints of investors

The particulars of members and their attendance at the meetings are given below:

Name of the Member	Designation	Category of Directorship	No. of Meetings Attended & Held during the year
Mr. Bharat Thakkar	Chairman	Non Executive and Independent	3 /4
Mr. Satyanarayan Sharma	Member	Non Executive Director	2/4
Mr. Anil Patodia	Member	Executive Director	4/4

The Company Secretary and Compliance officer of the Company acts as Secretary to the Committee.

During the financial year, the Company/ Company's Registrar and Transfer Agents received two (2) complaints which were duly resolved. There were no complaints from shareholders pending as on March 31, 2015.

### 4. Corporate Social Responsibility Committee

Pursuant to Section 135 of the Act the Board constituted the CSR Committee. The CSR Committee provides guidance on various CSR activities to be undertaken by the Company and monitors its progress.

such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc The SR Committee's composition and the terms of reference meet with the requirements of Clause 49 of the Listing Agreement and provisions of the Companies Act, 2013.

#### i. Terms of Reference

The committee oversees performance of the Registrars and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

#### ii. Composition, Meeting and Attendance:

The Committee comprises of One Non-Executive Independent Directors (NEID) and one Non Executive Director and one Executive Directors (ED). The committee had five meetings during the year under consideration i.e. May 29, 2014, August 13, 2014, November 13, 2014 and February 06, 2015. The quorum of the Stakeholders Relationship committee meeting is two members personally present.

Terms of reference of the Committee inter alia include to:

- Formulate and recommend to the Board of Directors (Board), a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013
- 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.
- 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

During the financial year under review the CSR Committee met once on February 06, 2015.

The particulars of members and their attendance at the meetings are given below:

Name of the Member	Designation	Category of Directorship	No. of Meetings Attended & Held during the year
Mr. Anil Patodia	Chairman	Executive	1/1
Mr. Satyanarayan Sharma*	Member	Non Executive*	1/1
Mr. Ramesh Vohra	Member	Non Executive, Independent	1/1

\*On completion of tenure as Whole Time Director of the Company, w.e.f 1st August, 2014 Mr. Satyanarayan Sharma ceased to act as Whole Time Director

### Risk Management Committee

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 Clause 49 of the Listing Agreement. 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 Clause 49 of the Listing Agreement.

### Composition, Meeting and Attendance:

The Committee comprises of One Non-Executive Independent Directors (NEID) and Two Executive Directors (ED). The committee had one meeting during the year under consideration i.e. February 06, 2015. The quorum of the Risk Management committee meeting is two members personally present.

The particulars of members and their attendance at the meetings are given below:

Name of the Member	Designation	Category of Directorship	No. of Meetings Attended & Held during the year
Mr. Anil Patodia	Chairman	Executive Director	1/1
Mr. Pramod Patodia	Member	Executive Director	0/1
Mr. Sandeep Singh	Member	Non Executive Director	1/1

### 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
2011-2012	September 27, 2012 Shree Shakambhari Corporate Park, Plot No. 156-158, Chakravarti Ashok Complex, J. B Nagar, Andheri (East), Mumbai - 400 099	11.00 hrs	NIL
2012-2013	September 16, 2013 Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai-400 099	11.30 hrs	NIL
2013-2014	September 27, 2014 Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai-400 099	11.00 hrs	Two



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

Mrs. Swati Gupta, 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, 2015.

No of Complaints Received – Two  
No of Complaints Resolved - Two  
No of Complaints Pending – Nil

### 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, 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 and adoption of non mandatory requirements of Clause 49 of the Listing Agreement

The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement including CEO/CFO certification. As required under Clause 49, a certificate signed by CEO & CFO of the Company has been placed before the Board of Directors and the same has been provided elsewhere in this report. Further, a certificate from the Statutory Auditors, certifying the compliance of clause 49 of the Listing agreement was adhered/adopted has also been provided elsewhere in this report.

In respect of compliance with the non-mandatory requirements, the Company has constituted a Nomination & Remuneration Committee, the details whereof are given under the heading “Nomination & Remuneration Committee”. The quarterly and half yearly financial results are displayed on the Company’s website and are published in the newspapers.

#### 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 dematerialised shares held with NSDL and CDSL.

#### Means of Communication

Quarterly, half-yearly and annual results of the Company are published in leading English and vernacular newspapers viz. Business Standard/ Financial Express and Tarun Bharat.. Additionally, these results along with Annual Reports, Shareholding Patterns etc. pursuant to Clause 52 and

Clause 54 of the Listing Agreement with the Stock Exchanges are simultaneously posted on Corporate Filing and Dissemination System (CFDS) viz. [www.corpfilings.co.in](http://www.corpfilings.co.in) website maintained by SEBI and on the website of the Company viz. [www.thebyke.com](http://www.thebyke.com), which also contains a separate dedicated section "Investor Relations". Moreover, the Company also gives important Press Releases from time to time.

### 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 (ATR) 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](http://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 Clause 49 of the Listing Agreement is annexed to the Directors' Report 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.

### General Shareholders' Information

1)	Annual General Meeting	
	Day, Date and Time	: 26th day, September 2015 ; 11:00 a.m.
	Venue	: Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (E), Mumbai- 400 099
2)	Financial Calendar (Tentative)	
	Financial reporting for the quarter ending June 30, 2015	: 4th week of July, 2015
	Financial reporting for the half year ending September 30, 2015	: 2nd week of November, 2015
	Financial reporting for the quarter ending December 31, 2015	: 2nd week of February, 2016
	Financial reporting for the year ending March 31, 2016	: 2nd week of May, 2016
3)	Dates of Book Closure	: September 21, 2015 to September 26, 2015 (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 : <a href="mailto:investors.care@thebyke.com">investors.care@thebyke.com</a> Website: <a href="http://www.thebyke.com">www.thebyke.com</a>

6)	Listed on Stock Exchanges	: National Stock Exchange The BSE Limited, Metropolitan Stock Exchange of India Ltd
7)	Stock Code	: NSE - BYKE BSE - 531373 MCX-SX - THEBYKE
8)	Payment of Annual Listing fees	: Listing fees for the financial year 2015-16 has been paid to both the exchanges i. e The Bombay Stock Exchange Limited and Madras Stock exchange Limited.
9)	Corporate Identity Number (CIN)	: L67190MH1990PLC056009

### Stock Data

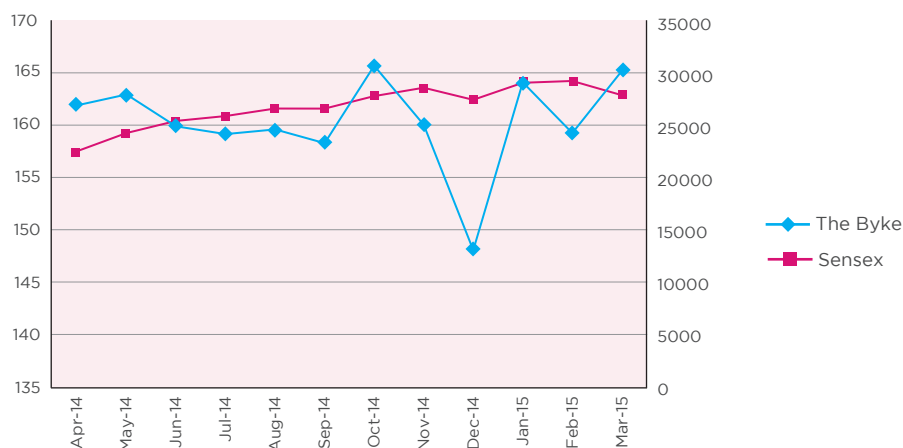
Table below give the monthly high & low prices and volumes of equity shares of the Company at The BSE Limited ("BSE") for the financial year March 31, 2015.

**Table 1**

Month	High (₹)	Low (₹)	Close (₹)	Sensex
Apr-14	327.75	319	323.85	22417.80
May-14	342.85	323.5	325.95	24217.34
Jun-14	328.95	314.05	319.8	25413.78
Jul-14	326.05	316.05	318.3	25894.97
Aug-14	325.2	315.55	319.2	26638.11
Sep-14	323.25	315.75	316.55	26630.51
Oct-14	316.45	153.3*	165.75*	27865.83
Nov-14	166.65*	157*	160.05*	28693.99
Dec-14	160.75*	147.2*	147.95*	27499.42
Jan-15	166.45*	148.2*	164.15*	29182.95
Feb-15	162.65*	152.45*	159.25*	29361.50
Mar-15	166.95*	153*	165.25*	27957.49

Source: www.bseindia.com

\*Ex-Bonus Share Price



\*Adjusted for Bonus Issue

### Equity Dividend History of the Company for Last Four Years

Financial Year	Date of Declaration	Equity Dividend per share (₹)
2010-2011	July 21, 2011	₹ 1.00/-
2011-2012	September 27, 2012	₹ 1.00/-
2012-2013	September 16, 2013	₹ 1.00/-
2013-2014	September 27, 2014	₹ 1.50/-

### Transfer to Investor Education and Protection Fund (IEPF):

As per the provisions of Section 205A read with Section 205C of the Companies Act, 1956, the Company is required to transfer unpaid dividends, matured deposits and interest accrued thereon remaining unclaimed and unpaid for a period of 7 years from the due date to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

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

Financial Year	Date of Declaration	Proposed Date of transfer to IEPF*
2007-08	September 30, 2008	October 29, 2015
2008-09	September 30, 2009	October 29, 2016
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

\*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.

### Distribution Schedule of The Byke Hospitality Limited Shareholding as on March 31, 2015

Number of Shares	Number of Shareholders	% to total No. of Shareholders	No. of Shares	% to total share capital
1-100	709	23.00	25463	0.06
101-200	1641	53.24	326846	0.81
201-500	211	6.85	82776	0.21
501-1000	201	6.53	163963	0.41
1001-5000	170	5.52	393429	0.98
5001-10000	34	1.10	256826	0.65
10001-100000	70	2.27	2601208	6.49
100001 to Above	46	1.49	36247289	90.39
<b>Total</b>	<b>3082</b>	<b>100.00</b>	<b>40097800</b>	<b>100.00</b>

### Categories of Shareholders as on March 31, 2015

Sr. No.	Description	No. of Shares (as on March 31, 2015)	% to capital
A.	Promoters	17645836	44.01
B.	Public Shareholding		
	-NRI/ OCBs	38051	0.09
	-Bodies Corporate	11558617	28.83
	-Individuals	3511870	8.75
	-Bank	310000	0.77
	-Mutual Funds/UTI	250000	0.62
	-Insurance Companies	2400000	5.99
	-Foreign Institutional Investors	90627	0.23
	-Director	204200	0.51
	-Clearing Members	4088599	10.20
	<b>Total</b>	<b>40097800</b>	<b>100.00</b>

### Registrar and Transfer Agent

M/s. Sharepro Services (India) Private Limited, acts as the Registrar and Share Transfer Agents of the Company to handle all share transfers and related processes. They provide the entire range of services to the Shareholders of the Company relating to share transfers, change of address or mandate and dividend. The electronic connectivity with both the depositories – National Securities Depository Limited and Central Depository Services (India) Limited is also handled by M/s. Sharepro Services (India) Private Limited. Shareholders may correspond with the Registrar and Transfer Agent, at the following address:

#### M/s Sharepro Services (India) Pvt. Ltd

13AB, 2nd Floor, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai – 400072  
Tel: 022-67720300

### Share Transfer System

Share transfers received by the Company are registered within 15 days from the date of receipt in most of the cases, provided the documents are complete and valid in all respects. 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, Sharepro Services (India) Private Limited is authorized by the Board for processing of share transfers which are approved by the Company's Stakeholders Relationship Committee.

The Company obtains from a Company Secretary in Whole-time practice, a half yearly Certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges concerned.

### Dematerialization of Shares

All valid requests for dematerialization of shares are processed and confirmation given to all the depositories within 21 days.

Also, pursuant to Regulations 55A of SEBI (Depositories and Participants) Regulations, 1996, certification is done by a Company Secretary in Whole-time Practice regarding timely dematerialization of the shares of the Company. Further secretarial audit is done on a quarterly basis for reconciliation of the Share Capital of the Company.

As on March 31, 2015, 98.17% 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, 2015 is as under:

Shares held through	Percentage of Holding
NSDL	18.01
CDSL	80.16
Physical	1.83
<b>Total</b>	<b>100</b>

### 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 Mrs. Swati Gupta, 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 - 400099  
Tel. : +91-22-67079666  
Fax. : +91-22-67079696  
E-mail: investors.care@thebyke.com

### National Electronic Clearing Service (NECS)

RBI vide it's Circular No. DPSS. (CO). EPPD. No. 191.04.01.01 / 2009-2010 dated July 29, 2009, has instructed banks to move to the NECS platform w.e.f. October 1, 2009.

Investors are requested to kindly provide their new bank account particulars after implementation of Core Banking System by their respective bank(s) by quoting their reference folio number(s), in case shares are held in physical form.

In case shares are held in dematerialised form, investors may kindly provide the details to their Depository Participant, to avoid ECS credit to the old account being either rejected or returned and to ensure that future dividend payments are correctly credited to the respective account.

For and on behalf of the Board of Directors

Sd/-  
**Anil Patodia**  
Managing Director

Matheran (Maharashtra)  
July 29, 2015

# Independent Auditor's Report

TO

The Member 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, 2015, the Statement of Profit and Loss, Cash flow Statement for the year 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 and presentation 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 safeguarding 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.

## Auditor's 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, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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

1. 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, 2015 and its profit and its cash flows for the year ended on that date.

# Independent Auditor's Report

## Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditor Report) Order, 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (herein after referred to as "Order"), we give in the Annexure a statement on the matter specified under Paragraphs 3 and 4 of the Order.
2. As required by the 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 standalone 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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. 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 information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For **A.P.Sanzgiri & Co.**  
Chartered Accountants  
Firm Reg. No. 1116293W

Sd/-  
**Satish Gupta**  
Partner  
M.No.101134

Place : Mumbai  
Date : May 27, 2015

## Annexure Referred to in Paragraph 5(1) of the Auditors' Report on Accounts for the year ended March 31, 2015

### 1. Fixed Assets

- a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. As explained to us, all the 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 of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

### 2. Inventories

- a. Physical verification has been conducted by the management at reasonable intervals in respect of finished goods, stores, spare parts and raw materials. We were informed that physical verification of clay was made on the basis of volume and density which is correct.
- b. In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. In our opinion the Company is maintaining proper records of inventories. The discrepancies noticed on such verification between the physical stocks and book records were not significant and the same have been properly dealt with in the books of account.

### 3. Loan and Advances

As informed to us the Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

### 4. Internal Controls

In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we noticed no continuing failure to correct major weaknesses in the internal controls system in respect of the said areas.

### 5. Deposit

The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.

### 6. Cost Records

The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company

### 7. Statutory Dues

- a. As per information and explanations given to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service-tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
- b. According to the information and explanations given to us and based on the records produced before us, there are no dues payable by the Company on account of any dispute in case of Income Tax, Wealth Tax, Sales Tax, Duty of Custom, Duty of Excise, Service tax, value added tax, Cess and any other dues.



## Annexure Referred to in Paragraph 5(1) of the Auditors' Report on Accounts for the year ended March 31, 2015

- c. In our opinion, and according to the information and explanations given to us, amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder have been transferred to such fund within time.
8. There are no accumulated losses of the Company as at the end of the year. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
9. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date. The Company has not issued any debentures.
10. According to information and explanations given to us the Company has not given any guarantee for loan taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
11. The Company has raised the Term Loan during the year which has been applied for the purpose for which they were raised.
12. Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud on or by the Company has been noticed or reported during the Year.

For **A.P.Sanzgiri & Co.**  
Chartered Accountants  
Firm Reg. No. 1116293W

Sd/-  
**Satish Gupta**  
Partner  
M.No.101134

Place : Mumbai  
Date : May 27, 2015

# Balance Sheet

as at March 31, 2015

(Amount in ₹)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
<b>I Equity and Liabilities</b>			
<b>1. Shareholders' funds</b>			
(a) Share Capital	2(1)	400,978,000	200,489,000
(b) Reserves and Surplus	2(2)	599,554,786	647,817,409
		<b>1,000,532,786</b>	<b>848,306,409</b>
<b>2. Non - Current Liabilities</b>			
(a) Long -Term Borrowings	2(3)	37,536,490	60,232,973
(b) Deferred Tax Liabilities (Net)	2(4)	49,632,673	49,468,181
(c) Other Long - Term Liabilities	2(5)	920,000	130,000
(d) Long - Term Provisions	2(6)	836,516	522,337
		<b>88,925,679</b>	<b>110,353,491</b>
<b>3. Current Liabilities</b>			
(a) Short - Term Borrowings	2(7)	59,995,019	61,085,592
(b) Trade Payables	2(8)	66,527,081	64,124,366
(c) Other Current Liabilities	2(9)	71,085,861	97,096,309
(d) Short - Term Provisions	2(10)	73,531,097	72,684,133
		<b>271,139,058</b>	<b>294,990,400</b>
<b>Total</b>		<b>1,360,597,523</b>	<b>1,253,650,300</b>
<b>II Assets</b>			
<b>1. Non - Current Assets</b>			
(a) Fixed Assets	2(11)		
(i) Tangible Assets		790,789,173	784,283,580
(ii) Capital Work-in-Progress		15,467,470	35,523,753
(b) Long - Term Loans and Advances	2(12)	54,551,591	39,744,896
(c) Other Non - Current Assets	2(13)	16,108,000	16,100,000
		<b>876,916,234</b>	<b>875,652,229</b>
<b>2. Current Assets</b>			
(a) Inventories	2(14)	60,206,705	60,385,238
(b) Trade Receivables	2(15)	140,373,605	107,073,284
(c) Cash and Bank Balances	2(16)	22,806,029	19,889,133
(d) Short - Term Loans and Advances	2(17)	259,772,475	188,370,544
(e) Other Current Assets	2(18)	522,475	2,279,872
		<b>483,681,289</b>	<b>377,998,071</b>
<b>Total</b>		<b>1,360,597,523</b>	<b>1,253,650,300</b>

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 **A P Sanzgiri & Co.**

Chartered Accountants

Firm's Registration No. : 116293W

Sd/-

**Satish Kumar Gupta**

Partner

Membership No. : 101134

For and on behalf of the Board of Directors

Sd/-

**Anil Patodia**

Managing Director

(DIN: 00073993)

Sd/-

**Satyanarayan Sharma**

Director

(DIN: 00798388)

Sd/-

**Swati Gupta**

Company Secretary

Sd/-

**Manish Lahoti**

Chief Financial Officer

Mumbai.

May 27, 2015

# Statement of Profit and Loss

for year ended March 31, 2015

(Amount in ₹)

Particulars	Note No.	For the Year Ended March 31, 2015	For the year ended March 31, 2014
<b>I Revenue</b>			
Revenue from Operations	3(1)	1,814,187,241	1,557,140,401
Other Income	3(2)	1,100,114	1,497,528
<b>Total Revenue</b>		<b>1,815,287,355</b>	<b>1,558,637,929</b>
<b>II Expenses</b>			
Cost of Material Consumed	3(3)	142,420,555	93,875,238
Employee Benefits Expenses	3(4)	38,324,149	32,025,370
Finance Costs	3(5)	17,996,626	20,787,138
Depreciation Expenses	2(11)	101,740,663	53,834,098
Operating and General Expenses	3(6)	1,261,128,900	1,145,595,845
<b>Total Expenses</b>		<b>1,561,610,894</b>	<b>1,346,117,689</b>
<b>III Profit before Tax (I-II)</b>		<b>253,676,461</b>	<b>212,520,240</b>
<b>IV Tax Expense:</b>			
Current Tax Expense		53,170,586	42,772,075
Deferred Tax	2(5)	164,497	10,823,340
		<b>53,335,083</b>	<b>53,595,415</b>
<b>V Profit for the Year (III-IV)</b>		<b>200,341,378</b>	<b>158,924,825</b>
<b>VI Earnings Per Equity Share (Face Value ₹ 10 Per Share):</b>	3(7)		
(1) Basic (₹)		5.00	3.96
(2) Diluted (₹)		5.00	3.96

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 **A P Sanzgiri & Co.**

Chartered Accountants

Firm's Registration No. : 116293W

Sd/-

**Satish Kumar Gupta**

Partner

Membership No. : 101134

For and on behalf of the Board of Directors

Sd/-

**Anil Patodia**

Managing Director

(DIN: 00073993)

Sd/-

**Satyanarayan Sharma**

Director

(DIN: 00798388)

Sd/-

**Swati Gupta**

Company Secretary

Sd/-

**Manish Lahoti**

Chief Financial Officer

Mumbai.

May 27, 2015

# Cash Flow Statement

for the year ended March 31, 2015

(Amount in ₹)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>A. Cash flow from Operating Activities</b>		
Net profit before taxation	253,676,461	212,520,239
<b>Adjustments for:</b>		
Interest expenses	17,996,626	20,787,138
Depreciation on fixed assets	101,740,663	53,834,098
Interest income	(1,100,114)	(1,497,528)
Provision for gratuity	314,179	416,936
<b>Operating profit before Working Capital changes</b>	<b>372,627,816</b>	<b>286,060,883</b>
<b>Changes in Working Capital</b>		
(Increase)/decrease in Trade and Other Receivables	(33,300,321)	12,250,051
(Increase)/decrease in Other Current Assets	1,757,397	(6,639)
(Increase)/decrease in Long-Term Loans and Advances	(14,806,695)	(23,067)
(Increase)/decrease in short term	(71,401,931)	(55,242,406)
(Increase)/decrease in Inventories	178,533	(487,190)
Increase/(decrease) Non- Other Current Liabilities	790,000	55,000
Increase/(decrease) Other Current Liabilities	(48,638,967)	27,733,933
Increase/(decrease) In Short Term Provision	297,196	6,535,029
Increase/(decrease) in Trade and Other Payables	2,402,715	(27,031,707)
<b>Cash generated from operations</b>	<b>209,905,742</b>	<b>249,843,887</b>
Income Taxes (paid)/ refund	(45,486,830)	(49,897,475)
<b>Net cash inflow from/(outflow) from Operating Activities</b>	<b>164,418,912</b>	<b>199,946,412</b>
<b>B. Cash flow from Investing Activities</b>		
Acquisition of Fixed Assets (including Capital Work in Progress and Capital Advances)	(88,189,973)	(89,756,650)
(Increase)/decrease in Fixed Deposits	(8,000)	(1,990,000)
Interest received	1,100,114	159,460
<b>Net cash inflow from/(outflow) from Investing Activities</b>	<b>(87,097,859)</b>	<b>(91,587,190)</b>
<b>C. Cash flow from Financing Activities</b>		
Interest paid	(15,515,775)	(20,787,138)
Dividend paid (including dividend distribution tax)	(35,123,212)	(24,941,488)
Repayment of long term borrowing	(22,674,593)	(22,110,102)
Repayment of short term borrowing	(1,090,573)	(31,108,695)
<b>Net cash inflow from/(outflow) from Financing Activities</b>	<b>(74,404,153)</b>	<b>(98,947,423)</b>
<b>Net increase/(decrease) in Cash and Cash Equivalents</b>	<b>2,916,900</b>	<b>9,411,796</b>
<b>Opening Cash and Cash Equivalents</b>	<b>19,889,133</b>	<b>10,477,337</b>
<b>Closing Cash and Cash Equivalents</b>	<b>22,806,029</b>	<b>19,889,133</b>

In terms of our report of even date

 For **A P Sanzgiri & Co.**

Chartered Accountants

Firm's Registration No. : 116293W

Sd/-

**Satish Kumar Gupta**

Partner

Membership No. : 101134

For and on behalf of the Board of Directors

Sd/-

**Anil Patodia**

Managing Director

(DIN: 00073993)

Sd/-

**Satyanarayan Sharma**

Director

(DIN: 00798388)

Sd/-

**Swati Gupta**

Company Secretary

Sd/-

**Manish Lahoti**

Chief Financial Officer

Mumbai.

May 27, 2015



# Accompanying notes to the financial statements

## as at March 31, 2015

### NOTE 1: Significant Accounting Policies

#### 1.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### 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

Depreciation on Tangible Fixed Assets, upto the end of previous financial year i.e. upto March 31, 2014, was provided on 'straight line' method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956. Freehold land is not depreciated.

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.

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

# Accompanying notes to the financial statements

## as at March 31, 2015

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 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.

# Accompanying notes to the financial statements

## as at March 31, 2015

### 1.14 Leases

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.

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

# Accompanying notes to the financial statements

## as at March 31, 2015

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, 2015	As at March 31, 2014
<b>Authorised Capital</b>		
4,10,00,000 (PY 2,10,00,000) Equity Shares of ₹ 10/- each	410,000,000	210,000,000
<b>Issued Capital</b>		
400,978,000 (PY 200,489,000) Equity Shares of ₹ 10/- each	400,978,000	200,489,000
<b>Subscribed and Paid up Capital</b>		
4,00,97,800 (PY 2,00,48,900) Equity Shares of ₹ 10/- each fully paid up	400,978,000	200,489,000
<b>Total</b>	<b>400,978,000</b>	<b>200,489,000</b>

- (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.

- (b) The Company has allotted 200,48,900 fully paid-up equity shares of face value ₹ 10/- each during the year ended pursuant to a bonus issue approved by the shareholders in General Meeting. The record date fixed by the Board of Directors was October 10, 2014. Bonus share of one equity share for every equity share held.

# Accompanying notes to the financial statements

## as at March 31, 2015

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

Particulars	(No. of Shares)	
	As at March 31, 2015	As at March 31, 2014
No. of shares at the beginning of the year	20,048,900	20,048,900
Add: Issued during the year	20,048,900	-
No. of shares at the end of the year	40,097,800	20,048,900

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

Name of the Shareholder	Relationship	(No. of Shares)	
		As at March 31, 2015	As at March 31, 2014
Hotel Relax Pvt. Ltd.	Promoter	8,925,098 22.26%	4,462,549 22.26%
Vinita Patodia	Promoter	4,568,340 11.39%	2,284,170 11.39%
Modern Trading Business Pvt. Ltd.	Shareholder	#	1,640,651 8.18%
		#	

Note:- # Less than 5% Holding

## 2. Reserves and Surplus

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
<b>Securities Premium Account</b>		
Opening Balance	401,000,000	401,000,000
Add: Addition during the year	-	-
Less: Amount utilized for issuance of bonus shares (refer to Note 2.1)	200,489,000	
Closing Balance	<b>200,511,000</b>	<b>401,000,000</b>
<b>General Reserve</b>		
Opening Balance	18,000,000	10,000,000
Add: Addition during the year	-	8,000,000
Closing Balance	<b>18,000,000</b>	<b>18,000,000</b>
<b>Surplus in the Statement of Profit and Loss</b>		
Opening Balance	228,817,409	113,076,900
Add: Profit for the Year	200,341,378	158,924,825
Less: Transfer to General Reserve	-	8,000,000
Less: Proposed Dividend (Refer Note Below)	40,097,800	30,073,350
Less: Dividend Distribution tax on Proposed Dividend.	8,017,201	5,110,966
Closing Balance	<b>381,043,786</b>	<b>228,817,409</b>
<b>Grand Total</b>	<b>599,554,786</b>	<b>647,817,409</b>

Note:- The Board of Directors at their meeting held on May 27, 2015 recommended Dividend of ₹ 1/- per share



# Accompanying notes to the financial statements

## as at March 31, 2015

### 3. Long-Term Borrowings

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
<b>Secured:</b>		
Term Loans	37,221,898	59,221,898
- From Bank (Refer to Note (a) Below).		
Vehicle Loan		
-From NBFC (Refer to Note (b) Below).	-	1,011,075
- From Bank (Refer to Note (c) Below).	314,592	-
<b>Total</b>	<b>37,536,490</b>	<b>60,232,973</b>

Notes:

- (a) Term Loan from Banks is secured by way of first charge on all fixed assets of the Company and assignments of rights under lease agreements for hotels taken on lease basis, personal guarantee of promoters and corporate guarantee of Hotel Relax Pvt. Ltd. Rate of Interest is 13.20% p.a. (Previous year 13.40% p.a.)

Maturity Profile of Secured term loan is as set out below :

	Maturity Profile			
	1-2 Years	2-3 Years	3-4 Years	Beyond 4 Years
Term Loan				
-State Bank Of Bikaner Jaipur	22,000,000	15,221,898	-	-

- (b) Vehicle Loan from NBFC is secured by hypothecation of Motor Vehicle Purchased there against. Rate of Interest on Car Loan is 9.36% p.a.

- (c) Vehicle Loan from Bank is secured by hypothecation of Motor Vehicle Purchased there against. Rate of Interest on Car Loan is Floating Interest Rate is 10%

	Maturity Profile			
	1-2 Years	2-3 Years	3-4 Years	Beyond 4 Years
Vehicle Loan				
HDFC Bank	192,587	122,005	-	-

### 4. Deferred Tax Liabilities (Net)

The major components of deferred tax liabilities/assets as recognized in the financial statements is as follows:

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
<b>Deferred Tax Liabilities</b>		
On difference between book balance and tax balance of fixed assets	57,587,428	54,957,519
	<b>57,587,428</b>	<b>54,957,519</b>
<b>Deferred Tax Assets</b>		
Provision for Gratuity	305,039	195,734
Difference in Lease Rent as per Lease Agreement & AS-19	7,649,716	5,293,604
	<b>7,954,755</b>	<b>5,489,338</b>
<b>Net</b>	<b>49,632,673</b>	<b>49,468,181</b>

# Accompanying notes to the financial statements

## as at March 31, 2015

### 5. Non Current Liabilities

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Security Deposits	920,000	130,000
<b>Total</b>	<b>920,000</b>	<b>130,000</b>

### 6. Long-Term Provisions

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Provision For Gratuity	836,516	522,337
<b>Total</b>	<b>836,516</b>	<b>522,337</b>

### 7. Short-Term Borrowings

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Secured:		
Cash Credit facility with Banks (Refer Note (a) below)	59,655,190	60,525,857
Overdraft Facility (Refer Note (b) below)	339,829	559,735
<b>Grand Total</b>	<b>59,995,019</b>	<b>61,085,592</b>

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 12.95% p.a. (Previous year 13.25% p.a.)

(b) Overdraft facility is secured against fixed deposit receipt of ₹ 20,00,000 (PY ₹ 20,00,000)

### 8. Trade Payables

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Trade Payables (Refer Below Note)	66,527,081	64,124,366
<b>Total</b>	<b>66,527,081</b>	<b>64,124,366</b>

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.

# Accompanying notes to the financial statements

## as at March 31, 2015

### 9. Other Current Liabilities

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Current Maturity of Long Term Debt from Banks (Refer Note No.2.3)	25,588,275	22,933,964
Current Maturity of Long Term Debt NBFC (Refer Note No.2.3)	1,011,075	1,242,680
Statutory Dues (including indirect taxes)	8,069,511	4,668,959
Advance from Customers	17,329,949	12,507,354
<b>Other Liabilities</b>		
Other Payables	17,908,244	54,579,631
Unclaimed Dividend (Refer Note below)	1,178,806	1,163,721
<b>Total</b>	<b>71,085,861</b>	<b>97,096,309</b>

Note:- There are no amounts due as at March 31, 2015, 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, 2015	As at March 31, 2014
Provision For Taxation	7,683,756	20,072,075
Provison For Expenses	17,671,417	17,374,221
Provision for Gratuity	60,922	53,520
Proposed Dividend	40,097,800	30,073,350
Tax on Proposed Dividend	8,017,201	5,110,966
<b>Total</b>	<b>73,531,097</b>	<b>72,684,133</b>

# Accompanying notes to the financial statements

## as at March 31, 2015

### 11. Fixed Assets

Description	Gross Block			Depreciation/Amortisation			Net Block	
	As at April 1, 2014	Additions	Deductions/ Adjustments	As at March 31, 2015	Charged For the year	Transfer to Profit & Loss A/c	As at March 31, 2015	As at March 31, 2014
<b>(i) Tangible Assets</b>								
<b>Freehold Land</b>	68,495,250	-	-	68,495,250	-	-	-	68,495,250
<b>Buildings</b>								
Owned	148,462,667	-	-	148,462,667	2,479,223	-	13,488,052	134,974,615
Leased *	272,893,527	20,556,958	-	293,450,485	27,819,204	-	69,996,681	223,453,804
<b>Plant and Machinery</b>	337,530,262	67,726,219	-	405,256,481	55,937,410	-	96,894,158	308,362,323
<b>Furnitures and Fixtures</b>	51,252,852	13,509,562	-	64,762,414	6,717,427	3,084,063	21,763,191	42,999,223
<b>Vehicles</b>	10,905,610	822,707	-	11,728,317	1,292,468	61,016	3,961,452	7,766,865
<b>Office Equipments</b>	3,026,156	-	-	3,026,156	11,996	1,992,926	2,994,134	32,022
<b>Computer</b>	31,066,386	5,630,810	-	36,697,196	925,738	1,419,193	31,992,124	4,705,072
<b>Total</b>	<b>923,632,710</b>	<b>108,246,256</b>	-	<b>1,031,878,966</b>	<b>95,183,467</b>	<b>6,557,198</b>	<b>241,089,797</b>	<b>790,789,173</b>
Previous Year	812,301,829	111,330,881	-	923,632,710	85,515,032	-	139,349,130	784,283,580
<b>Capital Work-In-Progress</b>	35,523,753	-	20,056,283	15,467,470	-	-	-	35,523,753
<b>Grand Total</b>	<b>959,156,463</b>	<b>108,246,256</b>	<b>20,056,283</b>	<b>1,047,346,436</b>	<b>95,183,467</b>	-	<b>241,089,797</b>	<b>806,256,643</b>
<b>(ii)</b>								
<b>Grand Total</b>								<b>819,807,335</b>

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

#### Notes:

- With the applicability of Companies Act, 2013 with effect from April 1, 2014, and as per the provisions of Note 7 of Para C of Schedule II of the Companies Act, 2013, the carrying amount of the existing assets as on April 1, 2014, where the remaining useful life of an asset is nil, the residual value has been transferred to the statement of Profit and Loss.

# Accompanying notes to the financial statements

as at March 31, 2015

## 12. Long-Term Loans and Advances

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
<b>Unsecured, considered good</b>		
Other loans and advances	907,066	907,066
VAT Deposit	25,000	25,000
Other Deposit (Security Deposits Placed for Hotel Properties)	53,619,525	38,812,830
<b>Total</b>	<b>54,551,591</b>	<b>39,744,896</b>

## 13. Other Non-Current Assets

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Other Bank Balances		
-Fixed Deposits with more than 12 month Maturity (Refer Note below)	16,108,000	16,100,000
<b>Total</b>	<b>16,108,000</b>	<b>16,100,000</b>

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

## 14. Inventories

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Food, Beverages, Smokes & Others (At Lower of Cost and Net Realisable Value)	60,206,705	60,385,238
<b>Total</b>	<b>60,206,705</b>	<b>60,385,238</b>

## 15. Trade Receivables

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
<b>Unsecured, considered good</b>		
Trade Receivable Outstanding for a Period Exceeding Six Months from the date they are due for payment	-	-
Other Debts	140,373,605	107,073,284
<b>Total</b>	<b>140,373,605</b>	<b>107,073,284</b>



# Accompanying notes to the financial statements

## as at March 31, 2015

### 16. Cash and Bank Balances

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Cash and Cash Equivalents:		
Cash on Hand	16,536,850	7,674,816
Balance with bank		
- In Current Account*	6,269,180	12,214,319
<b>Grand Total</b>	<b>22,806,029</b>	<b>19,889,133</b>

\* Balance with banks includes Unclaimed Dividend of ₹ 1,178,806/- (Previous Year ₹ 11,63,721/-)

### 17. Short-Term Loans and Advances

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
<b>Unsecured, considered good</b>		
Advances to related parties	-	8,623,277
Loans and advances to employees	6,062,038	2,682,804
Prepaid expenses	3,825	57,265
<b>Balance With Government Authorities:</b>		
Services Tax Credit Receivable	71,474	448,556
Vat Credit Receivable	214,318	-
Other Advances	253,420,820	176,558,642
<b>Total</b>	<b>259,772,475</b>	<b>188,370,544</b>

### 18. Other Current Assets

Particulars	(Amount in ₹)	
	As at March 31, 2015	As at March 31, 2014
Credit Card Receivable	-	36,332
Accrued Interest		
- On Fixed Deposits	522,475	2,243,539
<b>Total</b>	<b>522,475</b>	<b>2,279,872</b>

# Accompanying notes to the financial statements

## as at March 31, 2015

### NOTE 3: Notes to the Statement of Profit and Loss

#### 1. Revenue from Operations

Particulars	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>Income from Operations</b>		
Room Rent	1,362,849,491	1,178,628,500
Income from Food, Beverages & Other Services	451,337,750	378,511,900
<b>Total</b>	<b>1,814,187,241</b>	<b>1,557,140,401</b>

#### 2. Other Income

Particulars	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest Income on Fixed Deposits	1,100,114	1,497,528
<b>Total</b>	<b>1,100,114</b>	<b>1,497,528</b>

#### 3. Cost of Material Consumed

Particulars	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Opening Stock	60,396,210	59,898,048
Add : Net Purchases (Food, Beverages, Smokes & Others)	142,231,050	94,373,400
Less : Closing Stock	60,206,705	60,396,210
<b>Cost of Material Consumed</b>	<b>142,420,555</b>	<b>93,875,238</b>

#### 4. Employee Benefit Expenses

Particulars	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Salaries, Wages and Allowances	37,259,960	30,529,465
Contribution to Provident and Other Funds	230,014	262,082
Staff Welfare Expenses	501,053	681,888
Gratuity Expenses	333,122	551,935
<b>Total</b>	<b>38,324,149</b>	<b>32,025,370</b>

#### 5. Finance Cost

Particulars	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest Expense :		
- On Term Loan	9,730,867	12,219,698
- On Working Capital Loans	7,814,544	8,015,130
- Other Interest	451,215	552,310
<b>Total</b>	<b>17,996,626</b>	<b>20,787,138</b>

# Accompanying notes to the financial statements

## as at March 31, 2015

### 6. Operating and General Expenses

Particulars	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Accommodation Expenses	674,394,325	600,324,975
Operating Supplies	73,026,538	60,493,460
Freight and forwarding	4,354,049	4,202,346
Power & Fuel Charges	22,495,922	20,923,345
Water Charges	5,805,399	4,314,623
Rent including lease rentals - Hotels	57,775,783	45,876,321
Staff Contractual Expenses	95,426,249	86,904,990
Other Operating Expenses	20,203,360	16,174,247
Bank Charges	393,134	357,572
Sales Promotion Expenses	199,424,409	197,157,180
Communication Expenses	3,265,537	2,567,320
Legal & Professional Charges	5,778,542	5,442,470
Advertisement Expenses	10,703,705	9,628,306
Office Expenses	6,442,562	5,520,180
Rent, Rates and taxes	9,294,715	8,847,420
Insurance Expenses	2,177,025	1,553,737
Printing and Stationery Expenses	2,358,443	1,591,617
Repairs & Maintenance - Building	15,602,010	16,544,901
Repairs & Maintenance - Others	16,872,322	23,623,274
Travelling and Conveyance Expenses	8,897,646	5,032,592
Computer & Software Expenses	7,178,960	13,625,942
Discount	16,146,267	14,539,027
CSR Expenses (Refer Note 4(8))	2,712,000	-
<b>Payment to Auditors:</b>		
- Statutory and Tax Audit Fees	400,000	350,000
<b>Grand Total</b>	<b>1,261,128,900</b>	<b>1,145,595,845</b>

### 7. Earning Per Equity Share

Particulars		
	For the year ended March 31, 2015	For the year ended March 31, 2014
Profit attributable to Equity shareholders (₹)	200,341,378	158,924,825
Weighted average number of equity shares (Nos.)	40,097,800	40,097,800
Basic Earnings Per Share (₹)	5	4
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 (₹)	5	4

# Accompanying notes to the financial statements

## as at March 31, 2015

### 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

	(Amount in ₹)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
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	40,890,000	39,755,000
later than one year and not later than five years	176,193,450	170,548,750
later than five years	185,983,390	232,518,390
	<b>403,066,840</b>	<b>442,822,140</b>
Lease payments recognised in the Statement of Profit and Loss	64,975,783	51,876,321

#### 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 ₹ 2,30,014 (Year ended 31 March, 2014 ₹ 2,62,082) 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:

# Accompanying notes to the financial statements

## as at March 31, 2015

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

Particulars	(Amount in ₹)	
	2014-15 Gratuity (Unfunded)	2013-14 Gratuity (Unfunded)
Present value of obligation as at the beginning of the year:	575,857	158,921
Interest cost	49,968	7,497
Current service cost	147,620	135,307
Benefits paid	11,540	134,999
Prior Year Change	-	351,088
Actuarial (gain) / loss on obligation	135,534	58,043
Closing Present value of obligation*	897,438	575,857

\*Closing Present value of obligation ₹ 8,97,439/- (PY ₹ 5,75,857/-) consist of ₹ 60,922 (PY ₹ 53,520/- as current liability).

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

Particulars	(Amount in ₹)	
	2014-15 Gratuity (Unfunded)	2013-14 Gratuity (Unfunded)
Present value of obligation as at the end of the year	897,438	575,857
Fair Value of Plan Assets	-	-
Unrecognised Past Service Cost	-	-
Unrecognised Actuarial Loss	-	-
Unfunded Liability recognised in Balance Sheet	897,438	575,857

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

Particulars	(Amount in ₹)	
	2014-15 Gratuity (Unfunded)	2013-14 Gratuity (Unfunded)
Current service cost	147,620	135,307
Past service cost	-	-
Interest cost	49,968	7,497
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized in the year	135,534	58,043
Prior Year Change	-	351,088
Adjustment to opening balance	-	-
Expenses recognised in the statement of profit and loss*	333,122	551,935

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



# Accompanying notes to the financial statements

## as at March 31, 2015

d. Actuarial assumption:

Particulars	(Amount in ₹)	
	2014-15 Gratuity (Unfunded)	2013-14 Gratuity (Unfunded)
Salary Growth	6.00%	6.00%
Discount Rate	7.80%	9.10%

\* 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.

## 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. Choice Capital Advisors Pvt. Ltd. Choice Equity Broking Pvt. Ltd. Choice Merchandise Broking Pvt. Ltd. Choice Business Services Pvt. Ltd. Choice Wealth Management Pvt. Ltd. Choice Corporate Services Pvt. Ltd. Choice Insurance Brokers Pvt. Ltd. S. K Patodia & Associates M/s Shree Shakambhari Exims

Note: Related parties have been identified by the management

# Accompanying notes to the financial statements

## as at March 31, 2015

### a. Details of Related Party transactions during the year ended March 31, 2015

Particulars	(Amount in ₹)			
	KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	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.	-	-	7,200,000	7,200,000
	-	-	(6,000,000)	(6,000,000)
Director's Remuneration - Anil Patodia	1,200,000	-	-	1,200,000
	(1,200,000)	-	-	(1,200,000)
Director's Remuneration - Satyanarayan Sharma	600,000	-	-	600,000
	(1,200,000)	-	-	(1,200,000)
Salary - Manorama Sharma	-	300,000	-	300,000
	-	(600,000)	-	(600,000)
Salary - Sandeep Sharma	-	300,000	-	300,000
	-	(600,000)	-	(600,000)
Loan taken - Anil Patodia	-	-	-	-
	(20,350,061)	-	-	(20,350,061)
Loan repaid - Anil Patodia	-	-	-	-
	(40,004,847)	-	-	(40,004,847)
Advance taken - M/s Shree Shakambhari Exims	-	-	77,743,983	77,743,983
	-	-	(75,321,917)	(75,321,917)
Advance repaid - M/s Shree Shakambhari Exims	-	-	77,743,983	77,743,983
	-	-	(75,321,917)	(75,321,917)
<b>Balances outstanding at the end of the year</b>				
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, 2015

## 8. Expenditure on Corporate Social Responsibility

(a) Gross amount required to be spent by the Company during the year ₹ 2,712,000/-

(b) Amount spent during the year on:

Particulars	In cash ₹	Yet to be paid		Total ₹
		in cash	₹	
(i) Construction/ acquisition of any asset	-	-	-	-
(ii) On purposes other than (i) above (Education of Tribal Children)	2,712,000	-	-	2,712,000

## 9. 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 **A P Sanzgiri & Co.**  
Chartered Accountants  
Firm's Registration No. : 116293W

For and on behalf of the Board of Directors

Sd/-  
**Satish Kumar Gupta**  
Partner  
Membership No. : 101134

Sd/-  
**Anil Patodia**  
Managing Director

Sd/-  
**Satyanarayan Sharma**  
Director

Sd/-  
**Swati Gupta**  
Company Secretary

Sd/-  
**Manish Lahoti**  
Chief Financial Officer

Mumbai.  
May 27, 2015

# NOTICE

Notice is hereby given that the **25<sup>th</sup> 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 Saturday, 26th September, 2015 at 11:00 A.M. to transact the following business:

## **ORDINARY BUSINESS:**

### **Item No. 1 - Adoption of Financial Statements**

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2015, the Profit and Loss Account (the Statement of Profit and Loss) and the Cash Flow Statement for the financial year ended on that date, together with the 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 2014 - 15.

### **Item No. 3 - Re - appointment of Mr. Pramod Patodia**

To appoint a Director in place of Mr. Pramod Patodia (DIN: 03503728), who retires by rotation and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offer himself for re-appointment.

### **Item No. 4 - Appointment of Statutory Auditor**

To re-appoint 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 of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s A. P. Sanzgiri & Co., Chartered Accountants (Registration No. 116293W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting 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 CASudha Gupta as an Independent 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 the 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 Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as amended from time to time, CA Sudha Gupta (DIN: 01749008) , who was appointed as an additional director pursuant to the provisions 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 her 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 five years for a term upto the conclusion of 30th Annual General Meeting 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, matter and things for giving effect to this resolution.”

### **Item No. 6 - Appointment of Mr. Vikash Kumar Agarwal as Non-Executive and Non-Independent 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 the provisions of Section 149, 152 read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as amended from time to time, Mr. Vikash Kumar Agarwal (DIN: 03543788), who was appointed as an additional director pursuant to the provisions 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 Director, liable to retire by rotation, be and is hereby appointed as a Director under the category of Non-Executive Non-Independent 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, matter and things for giving effect to this resolution.”

**Item No. 7- Maintenance of the Register of Members and related books at a place other than the Registered Office 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** pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves that the register of members and index of members, register and index of debenture holders, register and index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and other shares related documents and books be kept at the registered office of the Company’s Registrar and Transfer Agents viz. Sharepro Services (India) Private Limited, situated at, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off AndheriKurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.

**RESOLVED FURTHER THAT** the Registers, Indexes, Returns, documents etc. as aforesaid be kept open for inspection between the hours of 2.00 p.m. and 4.00 p.m. on any working day of the Registrars except when the Registers and Books are closed.”

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form in order to be effective should be duly completed 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 limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for other person or member.
2. Members / Proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2015 to September 26, 2015 (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.
5. 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 20, 2015; 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 the close of the day on September 20, 2015.
6. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Sharepro Services (India) Private Limited or to their depository participants in case shares are held in depository form.
7. 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.
8. All documents referred to in the notice are open for inspection at the registered office of the company during office hours.
9. As a measure to save the cost, copies, of the annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
10. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries at least seven days before the date of the Meeting of the company so that the information required may be made available at the meeting.
11. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting along with photo identity proof.
12. Pursuant to provisions of Section 205A of the Companies Act, 1956, (corresponding Section 124 of the Companies Act, 2013) all dividends remaining unclaimed after the prescribed period of seven years shall be transferred to the "Investor Education and Protection Fund" (IEPF). Members who have not encashed their dividend warrants are requested to correspond with RTA or the Company. It is requested to note that once unclaimed dividend is transferred to IEPF pursuant to Section 205C of the Companies Act, 1956, no further claim shall be entertained. Information in respect of such unclaimed dividend when due for transfer to IEPF of Government of India including the unclaimed amount since 2007, are given in the Corporate Governance Report.
13. 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 NECS 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.
14. Brief resume of all Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are annexed.
15. The Board of Directors request the shareholders to kindly register their email id with the Company /Registrar and Share Transfer Agent to implement the 'Go Green Initiative' started by the Ministry of Corporate Affairs and to enable us to send the communications/information's/ Annual Reports to the shareholders thus making the process much faster.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Sharepro Services (India) Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

17. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
18. 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 Clause 35B of the Listing Agreement, 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.
- 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 Tuesday, 22nd September, 2015 at 9.00 A.M. and ends on Friday, 25th September, 2015 by 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Saturday, 19th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
  - iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - iv. Click on Shareholders.
  - v. Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 DigitsClient ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - vi. Next enter the Image Verification as displayed and Click on Login.
  - vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN

Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- 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.
- 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.

Dividend Bank Details OR Date of Birth (DOB)	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.
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- ❑ 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).

- ix. After entering these details appropriately, click on “SUBMIT” tab..
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for THE BYKE HOSPITALITY LIMITED on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

- xx. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
19. Ms. Suman Sureka & Associates (Membership No. 6842), Practising Company Secretary, have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. 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 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 Friday, 25th September, 2015 (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](mailto: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 Friday, 25th September, 2015 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
21. 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.
22. The Results declared along with the consolidated Scrutinizer’s Report shall be hosted on the website of the Company ([www.thebyke.com](http://www.thebyke.com)) and on the website of the CDSL. The Results shall simultaneously be communicated to Stock Exchanges where the Shares of the Company are listed.
23. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 26, 2015 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/-  
**Swati Gupta**  
Company Secretary
- Matheran (Maharashtra), July 29, 2015

## **EXPLANATORY STATEMENT**

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

### **Item No 5**

CA Sudha Gupta joined the Board of Directors of the Company on 27th May, 2015 as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, CA Sudha Gupta will hold office up to the date of ensuing AGM.

In terms of Section 149 read with Schedule IV and all other applicable provisions of the Companies

Act, 2013, CA Sudha Gupta (DIN 01749008) is proposed to be appointed as an Independent Director for a term of 5 years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- (Rupees One Lacs only) proposing her candidature 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 CA Sudha Gupta (i) Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) Declaration of independence, that she 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 CA Sudha Gupta 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.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of CA Sudha Gupta as a women director and Independent Director.

No Director, Key Managerial Personnel, or their relatives, except CA Sudha Gupta 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. Vikash Kumar Agarwal joined the Board of Directors of the Company on 27th May, 2015 as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vikash Kumar Agarwal will hold office up to the date of the ensuing AGM.

The resolution seeks the approval of members for the appointment of Mr. Vikash Kumar Agarwal (DIN 03543788) as Director (Non Executive) liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/ (Rupees One Lacs Only)

proposing the candidature of Mr. Vikash Kumar Agarwal for office of Director to be appointed under the provisions of the Companies Act, 2013.

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

A copy of the draft letter for appointment of Mr. Vikash Kumar Agarwal 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.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Vikash Kumar Agarwal as Non Executive Director.

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

The Board recommends the resolution set forth in Item No. 6 for the approval of the members

#### Item No. 7

Under the provisions of the Companies Act, 2013, (the "Act") certain documents such as the register of members and index of members - separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP and other shares related documents and books, are required to be maintained at the registered office of the Company unless a special resolution is passed in a general meeting authorising the keeping of the register at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members



reside. M/s. Sharepro Services (I) Private Limited, Mumbai is Company's Registrar and Share Transfer Agent (RTA), who have been providing depository related services for the shares / debentures / securities held in demat mode and also acting as the Share Transfer Agent for the shares / debentures / securities held in physical segment.

In view of the enabling provisions of Companies Act, 2013 as explained above, it is proposed to keep the aforementioned Registers and documents at the premises of the R & T Agents as stated in the resolution.

Your Directors recommend Resolution at Item No. 7 as a Special Resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, deemed to be concerned or interested in this item of business.

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

Sd/-  
**Swati Gupta**  
Company Secretary

Matheran (Maharashtra), July 29, 2015

#### **Details of Directors seeking appointment / reappointment at the ensuing Annual General Meeting of the Company:**

##### **(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges):**

Name of Director	Mr. Pramod Patodia	CA Sudha Gupta	Mr. Vikash Kumar Agarwal
DIN	03503728	01749008	03543788
Date of Birth	17/07/1966	12/01/1980	13/02/1976
Date of first appointment	30/03/2011	27/05/2015	27/05/2015
Expertise in specific functional area	Hotel & Resort Industry	Well experienced in the areas of accounting, finance, management, and corporate advisory services	Rich experience in the Financial services sector. Developing strategy and vision, conceptualizing, building and leading cross functional geographically diverse teams
Qualification	Graduate	C.A & C.S.	Graduate
Details of shares held in the Company	Nil	Nil	Nil
Board Membership of other Companies as on March 31, 2015	Nil	Two (2)	Nil
Chairman / Member of the Committees * of other Companies on which he is director as on March 31, 2015	Nil	Three (3)	Nil

\* The Committees include the Audit Committee and Stakeholder Relationship Committee and Nomination & 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

**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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I hereby record my presence at the 25<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Saturday, September 26, 2015 at 11.00 a.m. Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai- 400 099

\_\_\_\_\_  
Signature of Shareholder/ Proxy

\* Applicable for investors holding shares in electronic form





**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

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

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 : Anchorage Hall, Hotel Suba International, 211, Chakala, Sahar Road, Andheri (East) Mumbai - 400099.

Date & Time : September 26, 2015 at 11.00 am

**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 \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a member/members of The Byke Hospitality Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on September 26, 2015 at 11.00 am and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Mr/Mrs \_\_\_\_\_ (Name & Signature of the Proxy) or failing him/her

Registered address \_\_\_\_\_

Email id \_\_\_\_\_ Signature \_\_\_\_\_

2. Mr/Mrs \_\_\_\_\_ (Name & Signature of the Proxy) or failing him/her

Registered address \_\_\_\_\_

Email id \_\_\_\_\_ Signature \_\_\_\_\_

3. Mr/Mrs \_\_\_\_\_ (Name & Signature of the Proxy) or failing him/her

Registered address \_\_\_\_\_

Email id \_\_\_\_\_ Signature \_\_\_\_\_



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

Sl.No.	Resolution	Number of shares held	For	Against
<b>Ordinary Business</b>				
1.	Adoption of audited Financial Statements for the financial year ended March 31, 2015 and reports of the Board of Directors and the Auditors Thereon			
2.	Conformation of final dividend of 10% i.e. ₹ 1/- per share on the equity shares of the Company for the financial year 2014 - 15.			
3.	Re-appointment of Mr Pramod Patodia, who retires by rotation			
4.	Re-appointment of M/s A.P. Sanzgiri & Co., Chartered Accountants, as Auditors			
<b>Special Business</b>				
5.	Appointment of CA Sudha Gupta as an Independent Director			
6.	Appointment of Mr. Vikash Kumar Agarwal as an Non-Executive Director			
7.	Maintenance of the Register of Members and related books at a place other than the Registered Office 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 One Rupee Revenue Stamp
--

Signed this ----- day of ----- 2015.

**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

25th AGM of The Byke Hospitality Limited





**Registered Office**

The Byke Hospitality Limited  
Shree Shakambhari Corporate Park,  
Plot No. 156-158 Chakravarty Ashok Society,  
J B Nagar, Andheri(E), Mumbai 400 099  
Tel: +91 22 6707 9666 Telexfax: 022-67079696  
[www.thebyke.com](http://www.thebyke.com)