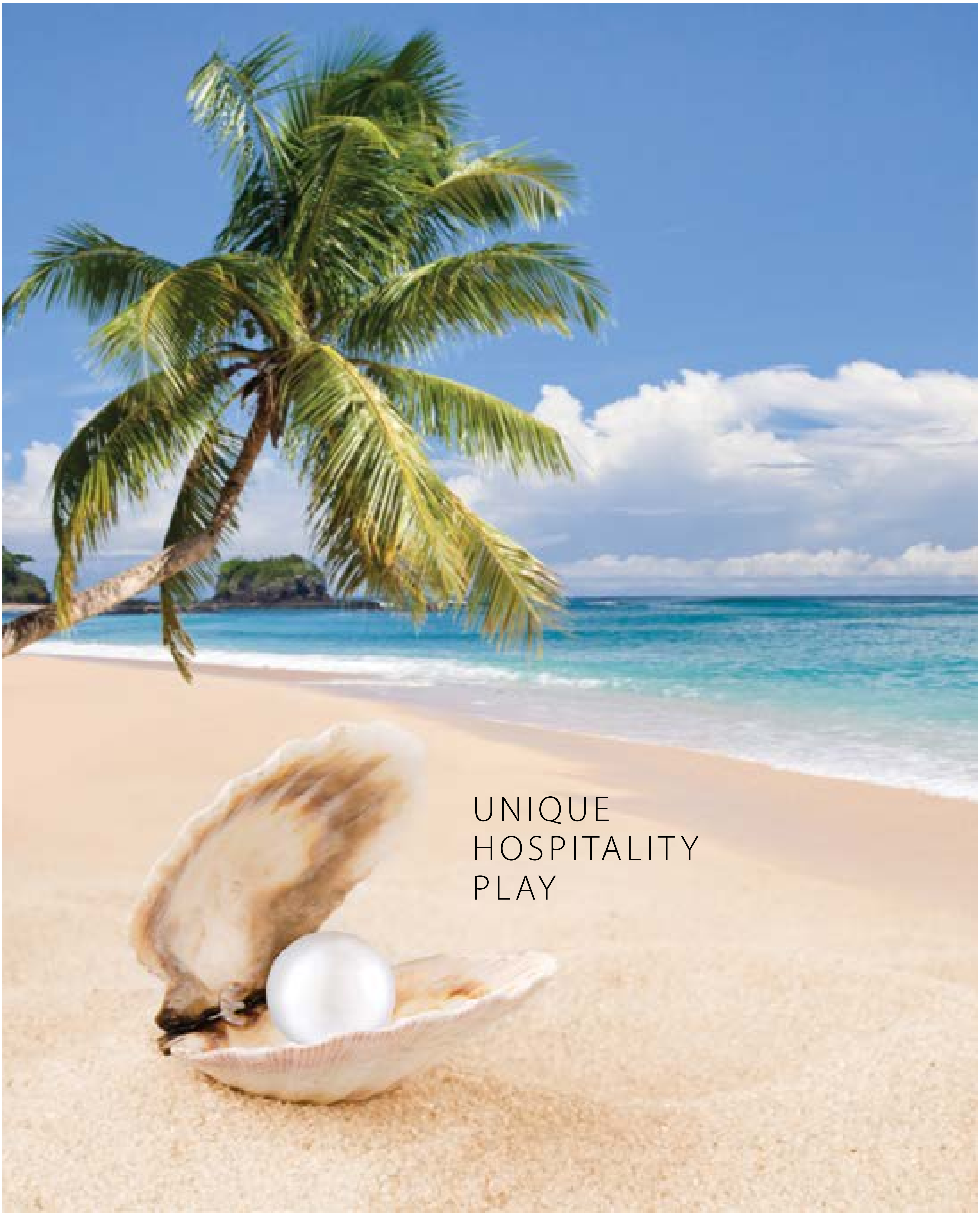
The Byke
A HOTEL RETREAT

THE BYKE HOSPITALITY LIMITED

ANNUAL REPORT 2017-18



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 unmatched strategies

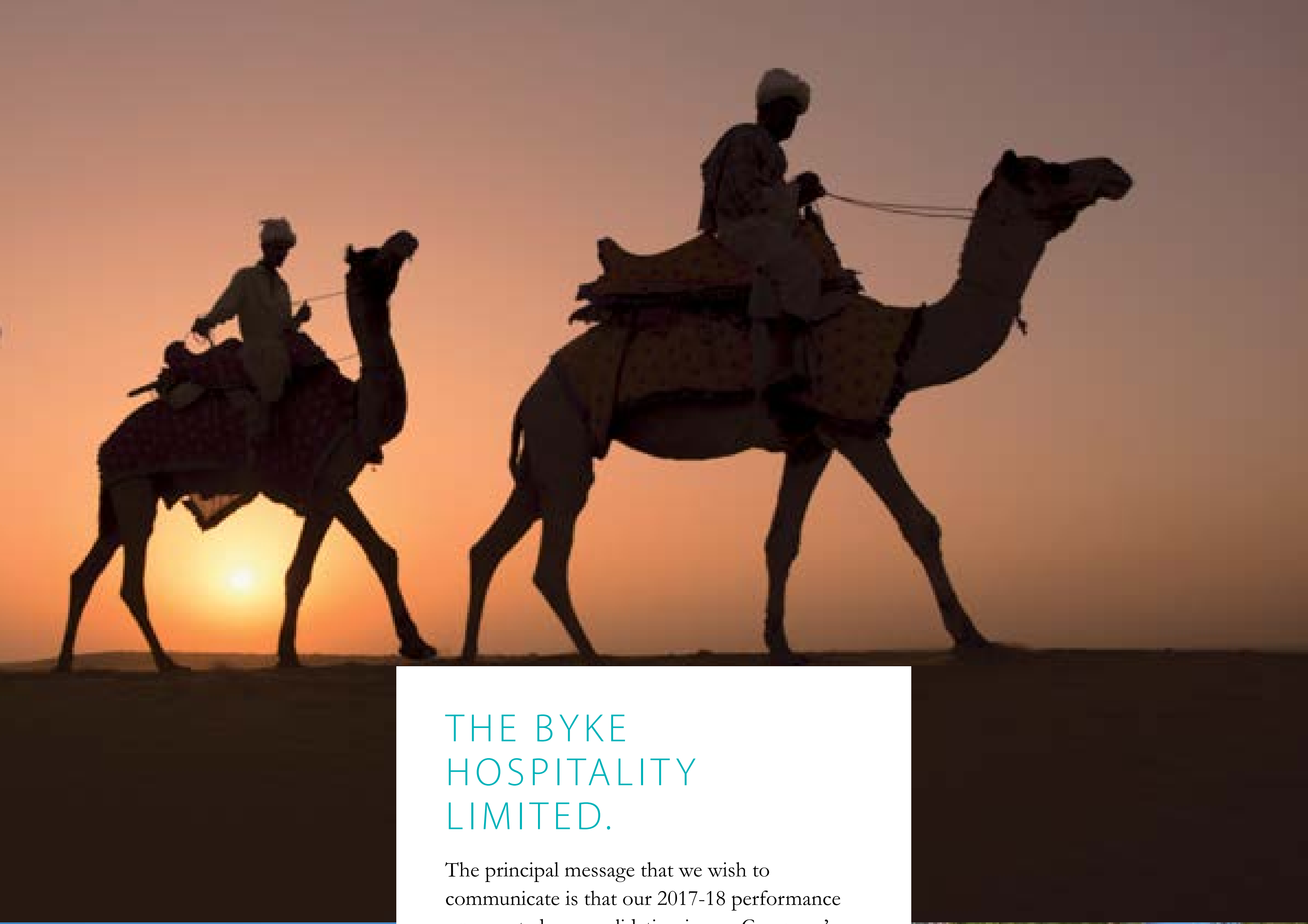
NOT JUST ANOTHER INDIAN HOSPITALITY COMPANY.

One of the fastest-growing.
One of the most asset-light.
One of the most broadbased.
One of the most profitable.
Making it a unique hospitality play.

CONTENTS

FORWARD-LOOKING STATEMENT

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed 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 'anticipates', 'estimates', '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 achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

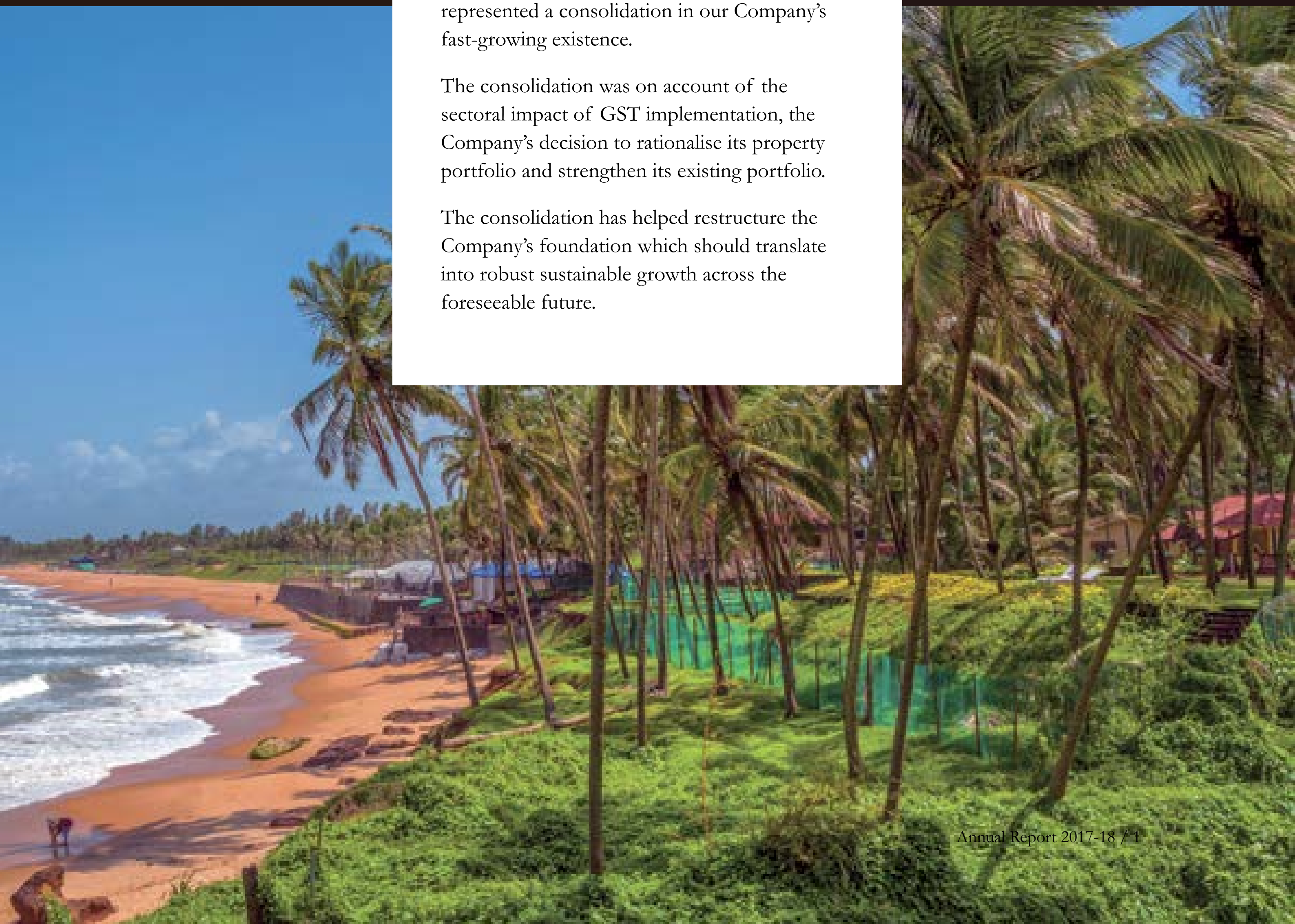


THE BYKE HOSPITALITY LIMITED.

The principal message that we wish to communicate is that our 2017-18 performance represented a consolidation in our Company's fast-growing existence.

The consolidation was on account of the sectoral impact of GST implementation, the Company's decision to rationalise its property portfolio and strengthen its existing portfolio.

The consolidation has helped restructure the Company's foundation which should translate into robust sustainable growth across the foreseeable future.



6 THINGS YOU NEED TO KNOW ABOUT THE BYKE HOSPITALITY LIMITED

PROMOTERS AND THE COMPANY'S BACKGROUND

The Byke is one of the fastest growing companies in India's hospitality sector. The Company's portfolio comprises business hotels and luxury resorts across India. The Company is spearheaded by Mr. Anil Patodia who possesses an extensive experience in the hospitality sector. He assumed control of the management of the Company in 2010. He draws on his extensive experience as a hotelier to now drive the overall business.

STRATEGIC DIFFERENTIATION

The Company is principally an asset-light (and prospectively asset-free) hospitality company. The Company selects to enter into long-term leases of properties rather than buy them outright.

The Company also has a Room Chartering business where it acts as an aggregator of hotel rooms across India.

PROPERTIES AND LOCATIONS

The Company is headquartered in Mumbai with business interests in 13 properties across Goa, Mumbai (2), Matheran (3), Jaipur (2), Udaipur, Kovalam, Shimla, Bangalore and Manali. The Company has proposed to expand its presence in Lonavla, Mahabaleshwar, Chandigarh, Dalhousie, Jodhpur, Darjeeling and Gangktok across the foreseeable future.

AWARDS

The Company was given the 'Best Pure Vegetarian Hotel Chain India' award at the eleventh Hospitality India & Explore the World Annual International Travel Awards

The Company figured in Forbes Asia's Best Under a Billion list for two successive years.

WHAT OUR GUESTS WROTE AS FEEDBACK

"The best thing about staying at The Byke is never having to worry about what one is eating"

"The Byke provides an excellent and affordable resort environment for people who, until not too long ago, only aspired to such locations"

"At The Byke, service comes with a smile – across all locations"

"We started by staying at The Byke Heritage at Matheran and were so impressed that for the last three years we have been only staying in their properties across India."

BIG NUMBERS

11	2	60	910	300
Leased properties	Owned properties	Cities of our presence (across both segments)	Number of rooms on offer	Number of agents marketing for the Company

SPICE LOUNGE: STRENGTHENING TRACTION AT OUR NEW THANE PROPERTY

For decades, Thane was the most happening suburb of India's financial capital (Mumbai). Thane had everything going for it except one – a vibrant hospitality sector. For instance, Thane lacked a reasonable destination where people could eat or unwind across 24 hours any day of the year. At The Byke, we responded to this market gap; we launched Spice Lounge, Thane's only 24-hour restaurant, at our The Byke Suraj Plaza property on the arterial Ghodbunder Road.

Spice Lounge addressed needs through the day and night: buffet spreads (in addition to the a la carte option) for breakfast, lunch, dinner, midnight and brunch (Sundays and special occasions). The buffets comprised a mix of Indian, Chinese, Continental, Mexican, global and fusion cuisines. Besides, the live musical entertainment proved to be a compelling draw.

THE BYKE'S PRIDE

THE BYKE OLD ANCHOR

Location: Goa
Type: Leased
Number of rooms: 240
USP: Only hotel with the sea on one side and the river on the other. The property provides a sea view from the lobby. The property serves only vegetarian cuisine. This is the largest hospitality property in Goa comprising 240 villas

THE BYKE SURAJ PLAZA

Location: Thane
Type: Leased
Number of rooms: 122
USP: Biggest hotel in Thane. Specialises in authentic global vegetarian cuisine. Provides a panoramic view from all rooms

THE BYKE HERITAGE

Location: Matheran
Type: Owned
Number of rooms: 80
USP: Heritage property within our portfolio. Renowned for its traditional vegetarian *thali*. Property surrounded by lush green trees

THE BYKE GRASSFIELD

Location: Jaipur
Type: Leased
Number of rooms: 54
USP: Resort located in the heart of the city. Located just 5 kms from the Jaipur Railway Station. Property serves vegetarian cuisine

THE BYKE NATURE VILAS

Location: Shimla
Type: Leased
Number of rooms: 36
USP: Panoramic view from all rooms. Excellent view of the snow-clad Himalayan mountains right through the year

THE BYKE NEELKANTH

Location: Manali
Type: Leased
Number of rooms: 40
USP: Only property that provides a valley view from all rooms

THE BYKE RIDDHI INN

Location: Udaipur
Type: Leased
Number of rooms: 52
USP: Royal heritage building structure. Located in proximity to the National Highway connecting Udaipur and Ahmedabad

THE BYKE SIGNATURE

Location: Bangalore
Type: Leased
Number of rooms: 36
USP: Located in the heart of the IT hub of Whitefield

THE BYKE PUJA SAMUDRA

Location: Kovalam
Type: Leased
Number of rooms: 42
USP: Serves pure vegetarian cuisine. Located in the heart of Kovalam, just 5 minutes from the beach

DIRECTORS' PROFILE

Mr. Anil Patodia
Managing Director

A commerce graduate with more than 20 years of experience in the hospitality and service industries, he assumed the role of Managing Director in 2010. By leveraging his in-depth knowhow of running sustainable enterprises, he formulated value-accretive strategies to carve out a niche for the Company. Currently he is the Director of the Lions Club of Mumbai Heritage Galaxy.

Mrs. Archana Patodia
Non-Executive Director

A BA from the University of Rajasthan, she aggregated rich experience in managerial and administrative functions. She is also the Director of Lions Club of Mumbai Heritage Galaxy. She is also the DC Village Development of Lions Club International.

Mr. Satyanarayan Sharma
Non-Executive Director

An electrical engineer, with more than 25 years of experience, he is one of the founder promoters of the Company. He has played an instrumental role in the Company's growth.

Mr. Pramod Patodia
Executive Director

By banking on his hospitality industry experiance of more than 20 years and more than 26 years in the field of management and administration, he helped the Company climb new heights. He oversees all the hotel operations of the Company.

Mr. Vikash Agarwal
Non-Executive Director

He engages in planning and strategy and represents the face of the young leadership at the Company. He is also responsible for executing portfolio expansion, mergers and acquisitions. By capitalising on foresight and market intelligence, he has created a workforce of entrepreneurs within who act as growth drivers for the Company.

CORPORATE INFORMATION

REGISTERED & CORPORATE OFFICE

Shree Shakambhari Corporate Park,
Plot No. 156-158, Chakravarti
Ashok Complex,
J.B. Nagar, Andheri (East),
Mumbai 400 099.
T: +91 22 6707 9666
E: investors.care@thebyke.com
W: www.thebyke.com

CHIEF FINANCIAL OFFICER

Mr. Sumit Bajaj

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Ankita Sharma

BANKERS

ICICI Bank Limited
HDFC Bank Limited
Axis Bank Limited
Yes Bank
Union Bank of India
Kotak Mahindra Bank Limited

Mr. Bharat Thakkar
Independent Director

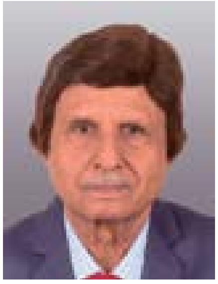
A postgraduate in commerce and an intermediate ICWA passout, he has gathered more than 35 years of experience in the non-life insurance sector including treasury operations. His areas of expertise also include HR, secretarial and finance operations.

Mr. Sandeep Singh
Independent Director

A postgraduate in rural development from Xavier Institute of Social Sciences, Ranchi, he specialised in media planning (short-term) from Mudra Institute of Communications, Ahmedabad, and in business management from IIM, Bangalore. He is associated with Bhageriya Dye Chem Limited and Essel Propack Limited as an Independent Director. He has also worked with ASSOCHAM, RK Swamy BBDO Private Limited, HTA, AC Nielsen ORG-MARG Private Limited, ETC, SAB TV and Sahara News.

Mr. Ram Ratan Bajaj
Independent Director

A fellow of the Institute of Chartered Accountants of India, he enjoys more than 40 years of post-qualification experience in handling finance, taxation, corporate law, accounts, project implementation, cost control and other related matters. He has been associated with the Company since March 30, 2011. He is also a member of Bharat Vikas Parishad, an organisation engaged in organising sociocultural activities.



Mr. Ramesh Vohra
Independent Director

He has been engaged in supplying and servicing engineering products for more than 40 years. As a part of his responsibilities, he engages with major oil and gas and marine construction companies like ONGC and the Indian Railways, among others. He has also been a member of the Lions Club for two decades.

Dr. Dinesh Kumar Goyal
Independent Director

Prior to being a part of the 1981 batch of the Indian Administrative Services, he was a scientist with the Department of Atomic Energy, Government of India. A Master's degree holder from the London School of Economics, IIT Bombay as well as the Birla Institute of Technology and Science, Pilani, he has worked as a district magistrate, collector and head of departments like procurement, computers, energy, finance, labour, mines, tourism, youth affairs, among others, for more than 30 years.

STATUTORY AUDITOR

M/s. Borkar & Mazumdar,
Chartered Accountants
21/168, Anand Nagar, Om CHS,
Anand Nagar Lane, Off Nehru Road, Vakola, Santacruz (East),
Mumbai 400 055

SECRETARIAL AUDITOR

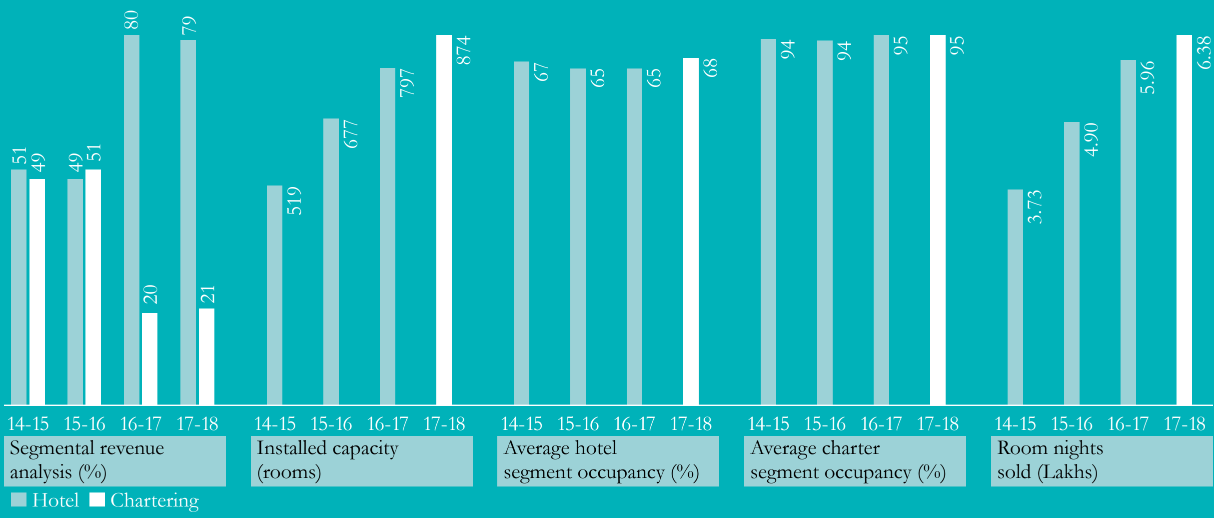
M/s Suman Sureka & Associates,
Company Secretaries,
302-A Wing, Mukti Tower, Eastern Express Highway, Mulund East,
Mumbai 400081

REGISTRAR AND SHARE TRANSFER AGENT

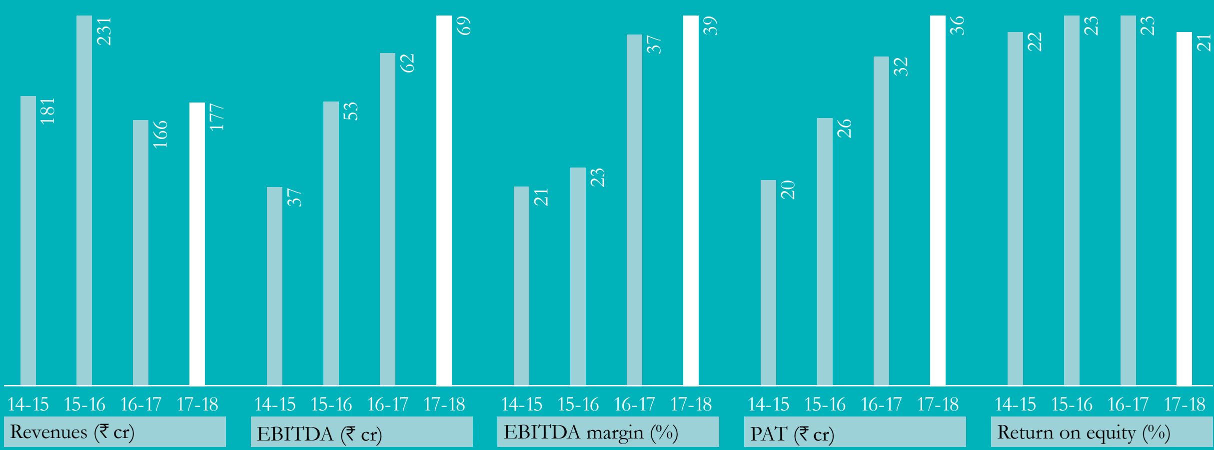
Sharex Dynamic (India) Private Limited
Unit-1, Luthra Industrial Premises,
1st Floor, 44 E, M Vasanti Marg,
Andheri Kurla Road, Safed Pool,
Andheri (East), Mumbai 400072
T: 285145644 /28515606
W: www.sharexindia.com
E: investor@sharexindia.com

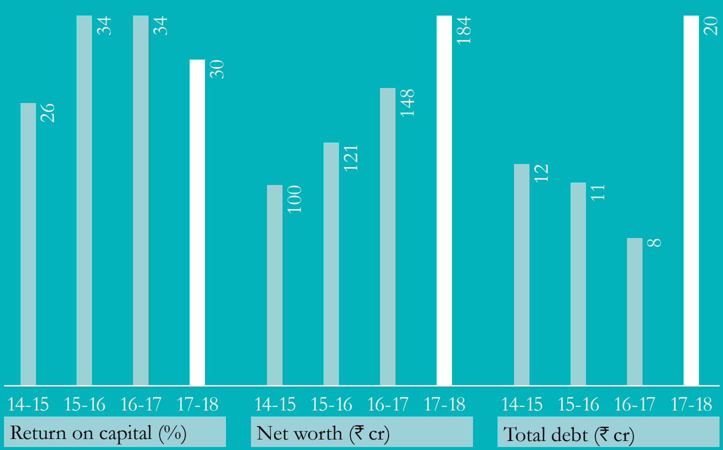
OUR PERFORMANCE

THIS IS HOW WE PERFORMED ON THE OPERATING SIDE OF OUR BUSINESS



THIS IS HOW OUR OPERATING PERFORMANCE TRANSLATED INTO ATTRACTIVE FINANCIALS





Disclaimer: The Company has changed its accounting method of revenue treatment from gross basis to net basis for the room chartering business segment from April 1, 2017. The numbers for FY17 and FY18 have been adjusted accordingly to facilitate a like-on-like comparison.

HOW WE RESTARTED THE THANE PROPERTY...

When the promoters of The Byke decided to operate the Thane hotel property that had been closed for five years, most industry observers felt that this was a challenging situation.

The property had been closed for long. Considerable capex would be required to re-start. The property was large. The Byke had no experience of running a business hotel.

The Byke management got down to work. Refurbished the property. Marketed to a local clientele. Targeted local corporates. Enhanced awareness of its presence.

The surprise was that the property reported occupancy of 50% in the first full year – and broke even. Equipped with large banquets, halls and garden, the property is now a preferred choice for local events – corporate and social.

This property (122 rooms) is now the largest established hotel in the Thane area, reinforcing its position as the Company's flagship.

WHEN THE SUCCESSFUL NON-VEGETARIAN RESTAURANT WAS CLOSED, EVERYONE SEEMED SCEPTICAL...

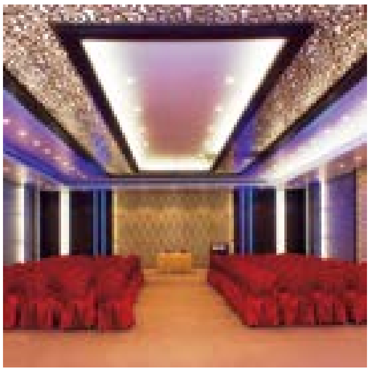
When the lease of an operational Jaipur resort was acquired by The Byke in 2015, it came with a bar cum restaurant serving non-vegetarian food, a key attraction of the property.

However, the fare did not match the philosophy of the management. The restaurant was converted to vegetarian cuisine despite profitability warnings. The restaurant immediately lost clientele and revenues declined.

Within a few months, something interesting happened. The place turned around - and revenues quadrupled in the new vegetarian avatar.

The key to success was that The Byke promoters saw something that most had missed. The resort was the only one of its kind in Jaipur. The property had seldom been marketed. There was a target clientele that had never been approached.

By addressing these gaps, the management turned the property around.



TURNING AROUND A PROPERTY GIVEN UP FOR LOST...

A few years ago, the Goa villa property was badly run, mismanaged and in a dilapidated state.

The 17-acre facility was considered an experiment in scale and sophistication ahead of the times.

The promoters at The Byke disagreed; they felt this property held excellent potential.

The Byke acquired this unique 240-villa property on a 15-year lease in 2011. The Company engaged in sizable capex to enhance presentability. Spread the word through marketing agents. Enhanced locational visibility. Provided a superior price-value proposition.

The results are evident in the numbers.

The Goa property has reported a near-65% occupancy over the years. The average room rent has been improving. The property continues to be a preferred choice for corporate events.

The best part: in addition to an Indian clientele, the property attracts a sizable number of foreign tourists each year!

WE CONTINUE TO REMAIN OPTIMISTIC THAT IN A LARGELY UNDER-PENETRATED COUNTRY IN TERMS OF ORGANISED HOSPITALITY CHAINS, WE WILL DOUBLE THE NUMBER OF LEASED PROPERTIES IN THREE YEARS, ENHANCING VALUE FOR ALL OUR SHAREHOLDERS.

I am pleased to present our performance for the year ended 31 March 2018. This was a year of great learning for us. GST was implemented, which we believe will be hugely positive for our sector as it would enhance efficiencies and transparency coupled with a shift towards the organised hospitality segment.

However, the transition to the new GST environment slowed business for the first two quarters of the year under review. The Company also embarked on an important strategic decision to consolidate its portfolio to protect its brand. The Company exited two properties - The Byke Sunflower and The Byke Hidden Paradise – that were inconsistent with our focus on large properties and on properties enjoying multiple revenue sources. The Company encountered unfortunate operational issues at its Puri property within months of entering into a lease, following which we selected to vacate.

Despite these headwinds, the Company maintained its overall performance and protected its Balance Sheet, a validation of the robustness of its business model. Revenues increased 6.6% and profit after tax increased 12.5% during the year under review, which helped sustain the momentum of profitable growth. The Company reported an EBITDA of ₹69 cr, EBIDTA margin was an attractive 39% and return on equity was 21% in 2017-18.

MOMENTUM REMAINS POSITIVE

The principal message that I wish to send out to shareholders is that in a rapidly-growing company there will be years of consolidation of the kind we experienced in 2017-18. The consolidation in 2017-18 enhanced our strategic clarity, made it necessary to temporarily rationalise the number of our properties and strengthen our overall mix with the objective to reinforce business sustainability.

At The Byke, we believe that our business landscape is optimistic for some good reasons. In the last decade and a half, a new India has emerged: the country's aspiring mid-income segment has got larger; there is a movement beyond saving to spending; a large proportion of the spending is extending beyond staples and necessities to impulse-driven products and experiences; travel is accounting for a higher proportion of the spending on experiences.

The new India is travelling more than ever. It is travelling more frequently on long weekends; it is taking more than one vacation a year; it is scouring the net for the best deals, it is making multi-month bookings in advance; it is focusing on value-for-money destinations and properties; it is leveraging the widening regional connectivity footprint to fly to locations rather than the conventional road cum rail approach. The result is that India's travel and tourism sector has emerged as a faithful bottomline of India's lifestyle revolution.

The Indian tourism opportunity is one of the largest in the world. India's mid-income population of 600 million (Source: www.bbc.com) is potentially the largest mid-income segment in any country. As incomes, aspirations, choices and connectivity grow, we believe that India's travel and tourism sector would grow faster than ever, catching up with lost time.

PROACTIVELY PREPARED

At The Byke, we are prepared for this sectoral rebound. We are spread across 13 properties in nine locations; we believe that these locations provide a long-term relevance, future-proofing our presence. We continue to expand into locations we believe are suited for aspiring travellers.

What makes The Byke different is our decision to remain asset-light; we have largely acquired these properties on lease; we will selectively grow our chartering business to the extent our Balance Sheet can support; we intend to extend to the asset-free business of property management. We believe that the combination of low fixed costs, low operational costs, low debt, robust agent engagement and growing revenues will continue to generate high surpluses available for reinvestment – the basis of our business sustainability.

SENSE OF OPTIMISM

At The Byke, we are optimistic of our prospects starting 2018-19. During the last year, hotel occupancies across the country recorded a nine-year high, touching over 67%, which lays the ground for an increase in room tariffs. This round of tariffs increase could be secular, extending across tiers and geographies, raising the level of water for the entire sector. At The Byke, we believe that an increase in realisations could well be complemented with enhanced occupancy across our properties, strengthening our overall performance during the current financial year.

At our company, we believe that from this point onwards, we will continue to do what we have always done – acquire more properties on lease, continue our chartering business and enter the business of project management.

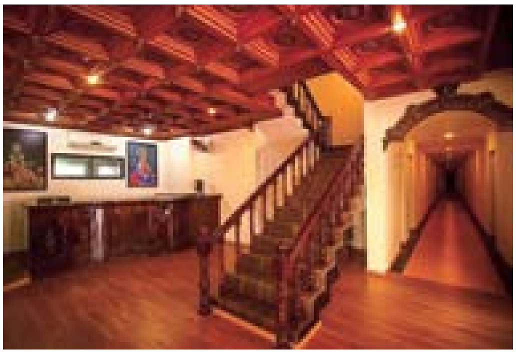
We continue to remain optimistic that in a largely under-penetrated country in terms of organised hospitality chains, we will double the number of leased properties in three years, enhancing value for all our shareholders.

Anil Patodia,
Managing Director

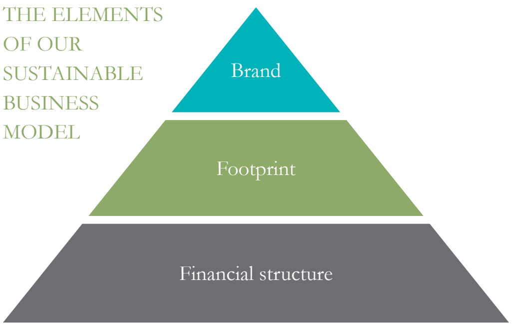
The new India is travelling more than ever. It is travelling more frequently on long weekends; it is taking more than one vacation a year; it is focusing on value-for-money destinations and properties.

OUR DIFFERENTIATED BUSINESS MODEL

The Byke is driven by the overarching objective to retain its position as the fastest growing Indian hospitality chain addressing the country's vast mid-market segment and, in doing so, report profitable growth that enhances value for all stakeholders.



THE ELEMENTS OF OUR SUSTAINABLE BUSINESS MODEL



BRAND

Value-for-money positioning
The Company has positioned its properties around a distinctive value-for-money proposition in a sector where most organised brands focus on the premium. This positioning has helped the Company carve a niche within the sector around the recall of 'If it is Byke is must good and affordable.'

Brand characteristics
The Company brings to erstwhile sub-optimally utilised properties the power of its corporate brand. Over the years, the corporate brand has been marked by professional practices, specialisation, cost management and marketing competence.

Value of intangibles
The Company unleashes the intrinsic value of properties through a complement of intangibles – a large sales and marketing network that reaches potential holiday-seekers and business travellers as well as a deep proprietary knowledge in the transformation of sub-optimally utilised hospitality properties to attractive and sustainable profitability.

Vegetarian niche
The Company has positioned itself as a progressively pan-India hospitality chain addressing vegetarian preferences in the country. This culturally-sensitive vegetarian positioning has helped the Company strengthen its recall in a sector where all hospitality chains address dual (vegetarian cum non-vegetarian) preferences and enhance its brand among customers who are completely vegetarian.

FOOTPRINT

Mid-market domestic tourist niche

The Company focuses on the growth coming out of India's vast middle-income segment, the largest consuming segment of the Indian economy. It is the Company's conviction that this segment is the largest Indian consumption driver and at the cusp of graduating from expenditure on necessities to impulse items (travel being high on the list).

Regional presence

The Company has selected to grow its presence largely across the tourist / business hubs of western and northern India. The Company invested in a clusterised approach with the objective to widen its footprint across contiguous locations, resulting in economies of brand, communication and recruitment.

Prudent property selection

The Company does not just invest in properties being sub-optimally utilised; it invests in properties that possess a unique selling proposition that can be potentially leveraged to build the brand, footfalls and revenue (through cross-sale from room rent to attractive F&B possibilities). The Goa property has 240 beach-facing villas; the Jaipur property is the only resort of its kind within the city; the Manali property enjoys a view of snow-capped mountains all around the year. The Company intends to launch properties in Lonavla, Mahabaleshwar, Chandigarh, Dalhousie, Jodhpur, Darjeeling and Gangktok across the foreseeable future.

Addressing low occupancy

The Company focused on attractive hospitality properties being sub-optimally utilised, offering attractive upsides. The Company usually entered into long-term lease arrangements, bringing to these properties a complement of tangible and intangible competencies with the objective to turn these properties around with speed.

FINANCIAL STRUCTURE

Pure-play lease model

The Company is the only listed pure-play lease model in the Indian hospitality sector. The Company owns just two of 13 properties (143 of 910 rooms), and has principally focused on asset-light and asset-free business growth.

Multi-year lease

The Company usually enters into multi-year leases (10 years+) across hospitality properties, providing the Company with the security of investing in capital expenditure. These leases are marked by a rental escalation clause every three years. The Company has been able to enter into attractive lease rental arrangements, providing property owners with the incentive of appreciating long-term rentals.

Revenue combination

The Company has focused on a combination of two revenue sources – lease-driven hospitality property management and chartering. In 2017-18, property management accounted for 79% of revenues and chartering accounted for 21% of revenues.

Tariff+ revenue focus

The Company has strengthened its focus on revenues beyond room tariffs, comprising food and beverages. A growing focus on the latter has empowered the Company to position its properties as ideal marriage destinations as well as attractive corporate event locations. The proportion of non-room tariff revenues increased from 24% to 42% in the four years ending 2017-18.

Austerity culture

The Company is marked by a culture of austerity and investment in systems / processes leading to enhanced people productivity.

Asset-light and asset-free

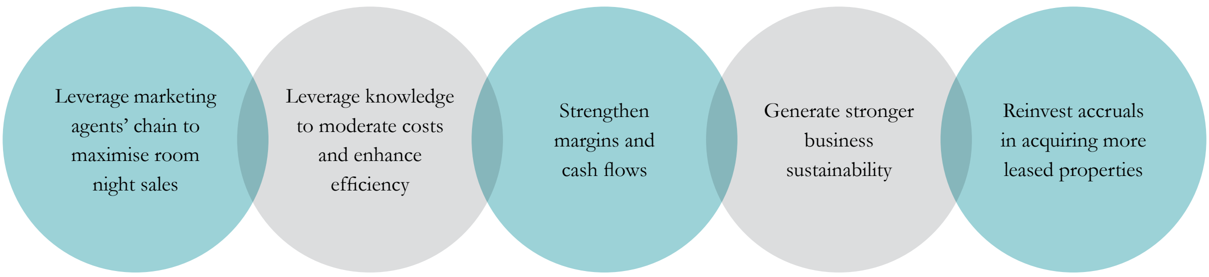
The Company has established its reputation as a disruptor in a conventional business through its decision to lease hospitality properties for the long-term rather than buy them outright. This asset-light business model has been complemented by asset-free revenue complements like chartering and property management (to be implemented). The last two revenue streams promise to strengthen financial return on employed capital as they progressively leverage intangibles without incurring capital expenditure. The property management stream will represent fee income.

No or low debt

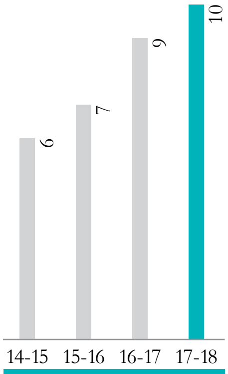
The Company's most evident disruptive response has been its decision to be extensively under-leveraged in a sector conventionally marked by high debt. The Company possessed a gearing of 0.15 at the close of 2017-18; the cost of debt on the Company's books was 10.25% and the Company is optimistic that this should translate into a strengthening interest cover, going ahead.

FOCUSING ON BUSINESS SUSTAINABILITY

ACQUIRE A PROPERTY ON LONG-TERM LEASE



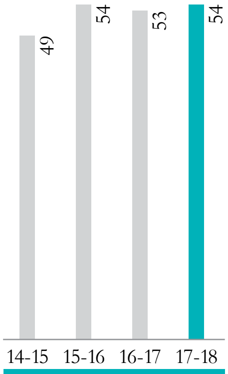
5 STRATEGIES TO ENHANCE SHAREHOLDER VALUE



Properties leased

Add properties offering a wider bouquet

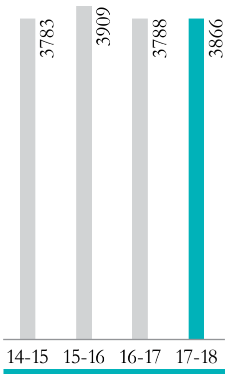
We believe that an increase in properties helps enhance revenues faster than through an organic increase in room rent or F&B revenues. The Company grew from two properties (102 rooms) in FY11 to 13 properties (910 rooms) currently. Going ahead, the Company intends to acquire properties in Lonavla, Mahabaleshwar, Chandigarh, Dalhousie, Jodhpur, Darjeeling and Gangktok. We believe that a wider bouquet expands choice, enhances the brand and strengthens traction.



F&B revenues as % of hotel revenues

Increase F&B proportion of revenues

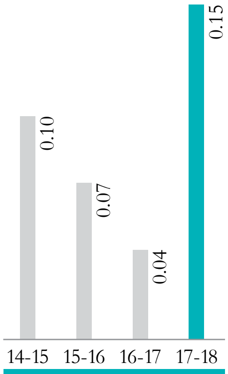
At The Byke, we believe that room tariff represents the foundation of our revenues; however, incremental margins are derived from increased food and beverage revenues. The latter accounts for higher margins, derived from procurement economies and superior pricing power. Going ahead, the Company will market its properties around events (family and corporate) that enhance revenues. This strategy is evident across the last few years – from 35% of hotel segment revenues in 2011-12 to 54% in 2017-18. The Company intends to intensify event-based marketing with the objective to enhance the utilisation of its restaurants and banquet areas, strengthening the overall proportion of non-room rent revenues.



Average room rent (₹)

Increase in Average room rent

At The Byke, we believe that revenue increase can be achieved through organic increases in room tariff across our properties. From a perspective of room tariff increases, the scenario is optimistic as increased economic growth and a relative under-supply in hospitality rooms across the country has strengthened occupancy levels. We believe that as occupancies increase and room vacancies decline, room tariffs should strengthen.



Debt-equity ratio

Extensive under-borrowing

At The Byke, we believe that success in the resource-intensive hospitality business is derived from a low indebtedness. As a conscious strategy, the Company has selected to enter into long-term property leases as opposed to direct acquisition. The result of this approach has been the ability to stay liquid and profitable across market cycles and reinvest accruals into additional property leases – translating into a virtuous cycle of growth. Recently, the Company mobilised debt for the first time in 6 years with the objective to capitalise on a sectoral opportunity. The cost of debt was moderate and the Company intends to generate a return considerably higher than the cost of debt.

Complement of revenue streams

At The Byke, sectoral outperformance and de-risking are best derived from a complement of different revenue streams – asset-light and asset-free (prospective). The Company's principal revenues are derived from room rent / food & beverages. Besides, the Company derived revenues from room aggregation across the country marketed to travel agent partners (21% of revenues in 2017-18). The volumes from room chartering will increase, capitalising on the fact that India has a large number of tourist locations (religious, leisure etc.) across regions, seasons and preferences. Besides, this segment is synergic; room chartering trends indicate where leasing properties could be prospectively profitable. The Company intends to enter into project management contracts whereby it markets and manages external properties in exchange for management income. Going ahead, we believe that the revenue complement will empower the Company to explore different opportunities.

MANAGEMENT
DISCUSSION & ANALYSIS

INDIAN ECONOMIC OVERVIEW

After registering GDP growth of over 7% for the third year in succession in 2016-17, the Indian economy headed for slower growth estimated at 6.7% in 2017-18. The year under review was marked by structural reforms like GST introduction, resolution of challenges related to bank non-performing assets, FDI liberalisation, bank recapitalisation and coal mine privatisation, all of which bodes well for the Indian economy.

World Bank has projected India's economic growth to accelerate to 7.3% in 2018-19 and 7.5% in 2019-20 catalysed by private consumption and services.

INDIAN TOURISM & HOSPITALITY SECTOR

The Indian tourism and hospitality sector has emerged as one of the largest service sectors. The sector accounted for 9.3% of the total employment in the country (around 40.3 million people) in the year 2017. The sector's total contribution to GDP in 2017, was ₹15.24 trillion (US$ 234.03 billion) and is expected to reach ₹32.05 trillion (US$ 492.21 billion) in 2028, implying a CAGR of 7.11% during 2012-28. India was ranked seventh among 184 countries in terms of travel & tourism's total contribution to GDP in 2017. The segment was the third largest foreign exchange earner for the country.

Even as the Indian hospitality sector encountered headwinds in the form of GST and demonetisation during the year under review, business and leisure demand resulted in peaking average daily rates (ADR) (+2.4% 2017 YTD October) and revenue per available room (RevPAR) (+3.0% 2017 YTD October). Occupancy strengthened to 66% in 2017-18 and this is projected to increase in the face of rising demand and a relative slow addition to rooms. The hotel sector is projected to sustain 5-6% growth through 2018, which could result in record $170 billion in gross bookings.

(Source: ET, first post,IBEF, Deloitte Report)

BUSINESS OVERVIEW

The Byke Hospitality Limited is an established hospitality brand addressing India's mid-market segment. The Company has leased properties across North and West India. The Company's restaurants and banquets serve only vegetarian food. The unique asset-light approach has enhanced the Company's profitability around a low equity capital. The Company's business is classified across two segments - Owned & Leased (O&L) and Room Chartering (RC).

Owned & Leased Business: The Owned & Leased business accounted for 79% of the Company's revenues in 2017-18 (80% in 2016-17). The business reported revenues of ₹140.5 crores during the year under review from this segment. Rooms generated ₹64.78 cr in revenues (around 46% of revenues from this segment); revenues from food and beverages (restaurants and bars) and events generated ₹75.74 cr in revenues (around 54 % of O&L revenues). The Company generally manages properties around long-term operating leases (10-20 years). The refurbishment and rebranding is completed during the rent-free period of 3-6 months followed by a focus on better management, marketing and distribution capabilities across room sales and F&B / event revenues. In FY18, the Company concluded new leases in Shimla (Byke Nature Villas), Kovalam (Byke Puja Samudra) and acquired a property in Matheran (Byke Brightlands Resort). During the year under review, the Company exited the Puri property and two properties in Goa.

Room Chartering Business: The Room Chartering business accounted for 21% of the Company's revenues in 2017-18 (51% in 2016-17), the reduction on account of accounting restatement following the adoption of IND AS accounts. In FY18, the Company sold 6,38,000 room nights (5,96,000 in FY17) across around 60 Indian cities. The Company aggregates third-party rooms at popular tourist and religious destinations across India during peak seasons and thereafter markets them at a higher tariff through a pan-India network of more than 300 agents. This business segment makes it possible for the Company to comprehend traveller footfalls across various destinations, resulting in a deep bottom-up understanding of the business across the country. This knowledge also empowers the Company's Own and Lease business to extend to new locations with potential based on existing tourist flows.

Project management: The Company intends to enter the business of project management, where it will leverage its understanding of hotel property management to advise prospective hotel owners on how to maximise room occupancy and operating efficiency. The asset-free revenues (management fees) derived from this business segment would enhance overall profitability. The current financial year will be the first when the Company generates project management revenues.

In less than 10 years, the World Travel & Tourism Council expects India to become the fourth-largest travel and tourism economy behind China, the U.S., and Germany.

Tourism in the subcontinent generated more than $230 billion in 2017, up from almost $209 billion in 2016.

India offers myriad options: 36 world heritage sites and 103 national parks, plus the Taj Mahal in Agra, Rajasthan's hill forts, the holy city of Varanasi, and everything else in between the mountains of the Himalayas and the beaches of Goa.

The jungles in India comprise tigers, elephants and the last of Asia's lions. No other country is better suited to take advantage of an adventure travel market expected to grow to $1.3 billion by 2023.

(Source – Bloomberg)

FINANCIAL OVERVIEW

The Byke reported the following performance in FY18:

Revenues were ₹177 crores in FY18 against ₹166 crores in the previous year, a y-o-y growth of 6.6%.

EBITDA was ₹69 crores in FY18 against ₹62 cr in the previous year, a y-o-y growth of 10.5%.

EBITDA margin was 39% in FY18 compared with 37% in the previous year.

PAT was ₹36 cr in FY18 against ₹32 cr in the previous year; PAT margin was 20% during the year under review compared with 19% in FY17.

RESOURCES AND LIQUIDITY

As on March 31, 2018, the Company's net worth stood at ₹184 crores while total debt was ₹20 crores.

The Company had cash and cash equivalents of ₹11 crores at the end of March 31, 2018.

RISK MANAGEMENT

Sectoral sluggishness risk: A sluggishness in the sector could moderate occupancy and average room rates, affecting the Company.

Mitigation: The Company selected to acquire leases in tourist/business-driven locations relatively insulated from economic or sectoral sluggishness. The Company also enhanced focus on maximizing revenues from F&B/ restaurants/ events, growing faster than room revenue. The Company has also focused on increasing ARRs and occupancy through superior branding and service.

Competition risk: Increasing competition could affect recall and market share.

Mitigation: The Company has prudently selected to be present in the country's vast mid-market hospitality segment, among few organised, listed multi-property players to focus exclusively on this segment. The low competition has helped the Company enhance its recall in the country's large mid-market vegetarian segment.

Financing risk: In a resource-intensive sector, access to low cost funds or a differentiated business model are critical to success.

Mitigation: The Company's asset-light approach resulted in a relatively small Balance Sheet and a gearing of only 0.15 (long-term and short-term debt). The cost of debt on the Company's books was 10.25% as on 31 March 2018. The interest cover of 73 on 2017-18 indicated adequate comfort in servicing debt.

Brand risk: The business is vulnerable to a decline in service and property standard, which could affect overall viability.

Mitigation: The Company leveraged its deep knowledge of the hospitality sector to train employees translating into superior service, guest retention and higher share of the guest wallet, the basis of business sustainability.

HUMAN RESOURCES

The Company has invested in engaging with its human resources through ongoing training, mentoring and an invigorating workplace.

The Company's average employee age of 36 represented a balance of experience and enthusiasm. As on March 31, 2018, the Company had employed 362 individuals.

CORPORATE SOCIAL RESPONSIBILITY




The Company is a responsible corporate citizen. Over the years, the Company invested in community development, social responsibility and environment compliance, reinforcing business sustainability.

Some key CSR Initiatives undertaken by the Company during FY18 comprised:

Health and community welfare: The Company is periodically engaged in blood donation, medical check-up camps and awareness building sessions in the areas of general health, natural remedies and counter-cancer programmes. The Company also provides basic amenities and infrastructure (water heaters, refrigerators, blankets and bed sheets) for the benefit of children's homes and old-age homes.

Education, skill development and livelihoods: The Company adopted rural schools and anganwadis and renovated their infrastructure. It provides educational material and amenities to underprivileged students. The Company distributed sewing machines to women to catalyse sustainable livelihoods.

Environment: The Company planted more than 10,000 trees in Maharashtra, Goa, Jaipur and Manali and responded to the Swachh Bharat Abhiyaan through cleanliness drives in the vicinity of its resorts.

OUTLOOK

The Company intends to add properties under the Owned and Leased model across India in the next three years. It intends to increase room revenue through steady increases in average room rate as well as enhanced revenues from F&B and events.

The Company intends to grow its chartering business at a sustainable rate and also enter the asset-free project management business.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has adequate internal control system running throughout the organisation. Internal processes of the Company commensurate with our nature of business.

The Company has appointed internal auditor who audits the adequacy and effectiveness of the internal control system as laid down by the management and suggests improvements as required. The Audit Committee periodically reviews the audit plans, internal audit reports and adequacy of internal controls and risk management.

CAUTIONARY STATEMENT

Statements in the Management's Discussion and Analysis report describing the Company's projection, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand-supply conditions, raw material prices, change in governmental regulations, tax regimes, economic developments within the country and other factors such as litigation and labour negotiations.

DIRECTORS' REPORT

Dear Members,

The Board of Directors of your Company, with immense pleasure, present the Twenty Eight Annual Report of your Company along with the Audited Balance Sheet, Profit and Loss Account and Cash Flow Statement, Schedules and Notes to Accounts for the year ended March 31, 2018.

FINANCIAL PERFORMANCE

The Company's financial performance, for the financial year ended March 31, 2018 on standalone basis is summarized below:

(₹ in Lakhs)

PARTICULARS	Year Ended March 31, 2018	Year Ended March 31, 2017
Income:		
Income from Operations	17,741.01	26,997.68
Other Income	76.71	64.76
Total Income	17,817.72	27,062.44
Expenditure:		
Less: Operating & Other Expenses	10,870.54	20,779.96
Profit before Depreciation, Finance Costs and Tax	6,947.18	6,282.48
Less: Depreciation	1,364.73	1,277.01
Less: Finance Costs	75.00	109.26
Profit before Tax	5,507.45	4,896.21
Less: Provision for Taxes	1,906.02	1,694.43
Profit after Tax	3,601.43	3,201.78
Less: Other Comprehensive Income for the year (net of taxes)	2.10	0.88
Total Comprehensive Income for the year	3599.33	3200.91
Add: Surplus brought forward from the previous year	9,082.20	6,363.90
Less: Prior period item	19.51	-
Amount available for appropriation	12,662.02	9,564.81
Appropriations:		
Dividend		
A dividend of 10% i.e. ₹1/- per Equity Share was recommended by the Board of Directors on May 28, 2018		
(In respect of the previous year, a final dividend of 10% i.e. ₹1/- per Equity Share was declared and paid to the Members)	400.98	400.98
Tax on Dividend	81.63	81.63
Amount transferred to General Reserve	-	-
Surplus carried forward	**12,179.41**	**9,082.2**

DIVIDEND

Based on the Company's performance, the directors are pleased to recommend for approval of members a final dividend of 10% i.e. ₹1.00 per share on equity share of ₹ 10/- each, for the financial year ended March 31, 2018. The proposed final dividend is subject to the approval of shareholders at the ensuing Annual General Meeting to be held on September 27, 2018 for the financial year ended March 31, 2018. The dividend would involve a cash outgo of ₹400.98 lakhs towards dividend and ₹81.63 lakhs towards tax on dividend.

TRANSFER TO RESERVES:

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

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

The particulars of loans, guarantee and investments has been disclosed in the Financial Statements.

DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposit from public was outstanding as on the date of the balance sheet.

RELATED PARTY TRANSACTION

All Related Party Transactions entered during the financial year were on an arm's length basis and in the ordinary course of the Business.

Company has formulated policy on materiality of Related Party Transaction. The policy is available on the Company's website http://thebyke.com/corporate-governance/

Since all related party transaction entered into by the company were on an arm's length basis and in the ordinary course of business, Form AOC-2 is not applicable.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT – 9, as provided under Section 92 (3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed hereto as **ANNEXURE - A** to this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Reappointment of Mr. Vikash Agarwal

In accordance with the provision of the Act, Mr. Vikash Agarwal retires by rotation in the forthcoming Annual General Meeting and being eligible for re-appointment. The Board of Directors recommends his re-appointment.

Resignation of Mr. Mihir Sarkar

During the year under review, Mr. Mihir Sarkar (DIN No. 02061972) Executive Director of the Company resigned from the Directorship of the Company with effect from October 06, 2017.

Resignation of Mrs. Sudha Gupta

During the year under review, Mrs. Sudha Gupta (DIN No. 01749008) Independent Director of the Company resigned from the Directorship of the Company with effect from October 06, 2017.

Appointment of Company Secretary

During the year under review Ms. Ankita Sharma was appointed as the Company Secretary & Compliance Officer with effect from February 12, 2018 in place of Ms. Neha Mankame who tendered her Resignation.

Mr. Anil Patodia Managing Director of the Company, Mr. Sumit Bajaj Chief Financial Officer of the Company, Ms. Ankita Sharma Company Secretary of the Company are the Key Managerial Personnel of the Company.

BOARD EVALUATION

The Board of Directors have carried out an annual evaluation of their own performance, board committees and individual directors pursuant to provisions of the Act and the corporate governance requirement as prescribed by the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulation 2015.

The performance of the board was evaluated by the board after taking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of board process, information and functioning, etc. as provided through the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of Independent directors which was held on February 12, 2018, performance of non-independent directors and the board as whole was evaluated. Performance evaluation of Independent Directors was done by the entire board, excluding the independent director being evaluated.

DECLARATION BY INDEPENDENT DIRECTORS

As on March 31st, 2018, your Company has following Independent Directors:

1. Mr. Ram Ratan Bajaj
2. Mr. Ramesh Vohra
3. Mr. Bharat Thakkar
4. Mr. Sandeep Singh
5. Mr. Dinesh Goyal

In pursuance of Section 149(7) of the Companies Act, 2013, all the Independent Directors of the Company have submitted, a declaration, under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the LODR, that they meet the criteria of independence.

COMMITTEES OF THE BOARD

As on March 31st 2018, your Board has following Statutory Committees:

a) Audit Committee

b) Nomination and Remuneration Committee

c) Stakeholders Relationship Committee

d) Corporate Social Responsibility Committee

e) Risk Management Committee

The details of the composition, meetings held during the year and attendance of the meetings and the terms of reference of the above Committees of the Board are provided in the Corporate Governance Report.

BOARD MEETINGS

During the year under review, Four Board Meetings were held and the intervening gap between the meetings did not exceed the period prescribed under the Act, the details of which are given in the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134 of the Companies Act, 2013, your Directors confirm having:

a) followed in the preparation of the Annual Accounts, the applicable accounting standards with proper explanation relating to material departures if any;

b) selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit of your Company for that period;

c) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;

d) prepared the Annual Accounts on a going concern basis;

e) laid down internal financial controls to be followed by your Company and that such internal financial controls were adequate and operating effectively; and

f) devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITOR

M/s Borkar & Mazumdar, Chartered Accountant were appointed as statutory auditor of your company at the Annual General Meeting held on September 20, 2016 for a term of five years. As per provision of Section 139 of the Companies Act, 2013, the appointment of statutory auditor is required to be ratified by Members at every Annual General Meeting.

The Auditors' Report to the Shareholders does not contain any qualifications hence does not require any comments on the same. The Auditors' Report is enclosed with the financial statements in this Annual Report.

INTERNAL AUDITOR

Pursuant to provision of Section 138 and other applicable provision of Companies Act, 2013, P.P. Kapoor & Co., Chartered Accountants (Firm Registration No. 104806W) has been appointed as internal auditor of the company for the financial year under review.

SECRETARIAL AUDITOR

Pursuant to the provision of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Board of Directors of the company has appointed M/s Suman Sureka & Associates, Practicing Company Secretary as secretarial auditor of the company.

The Secretarial Auditor Report is self explanatory and the company would like to state that the company is in process of transferring the shares to IEPF Account for the year 2009-10.

The Secretarial Auditors' Report is enclosed as **ANNEXURE B** to the Board's report in this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the initiatives undertaken by your Company on (Corporate Social responsibility) CSR activities during the year is set out in **ANNEXURE C** of this report. The CSR Committee decided to continue with existing programs and increase focus on health and education in the years ahead. The CSR policy is available on the website of your Company. Detailed Composition of the CSR Committee, number of meetings held during the year under the review and other related details are set out in the Corporate Governance report which forms a part of this report.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There is no subsidiary company, associate company or joint venture of your company within the meaning of section 2(87) & 2(6) of the Companies Act 2013 respectively.

DEVELOPMENT IN HUMAN RESOURCES

The Company continues to maintain a very cordial and healthy relationship with its workforce across all its units.

The Company is ensuring to maintain the best place to work that attracts and retains good employees in the Company. The Company continues to strive towards attracting, retaining, training, multiskilling employees. With the increase in workforce due to expansion in business, envisaging the requirement of adequate on the job training across the various levels of employees. The Human Resource Team carried out the following programs across the group during the year:

1. Hospitality Training Program.

2. Food Festivals to make staff experience cuisines of multiple types.

3. Plantation drives as an environmental awareness initiative.

4. Blood donation camp and staff health check-up camps.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

The information required under section 197 of Companies act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 forms part of this Annual Report. However this information is not sent along with this report pursuant to provision of section 136 of the Act. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary / Compliance Officer at the registered office of the Company.

CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 forms an integral part of this report. A certificate from M/s Borkar & Mazumdar, Chartered Accountant, Statutory Auditor of the company regarding compliance on conditions of corporate governance as stipulated in the Listing Regulations is also appended to the report on Corporate Governance.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 is presented in a separate section forming part of the Annual Report.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to applicable provision of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rule, 2016 ('the Rules'), all unpaid or unclaimed dividend are required to be transferred by the company to the IEPF established by the Central Government, after the completion of seven years. In accordance with the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall be transferred to the demat account created by the IEPF Authority. Accordingly your company has transferred the unclaimed and unpaid dividend.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under section 134(3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rule, 2014, as amended is annexed as **ANNEXURE D** to this report.

INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK

The Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

RISK MANAGEMENT

The Company has established an effective Compliance Mechanism to mitigate the risk and will be reviewed by the Board periodically. The Company has adopted Risk Management Policy, pursuant to the provision of Section 134 of the Act, to identify and evaluate business risks and approach for mitigation of such risks.

VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance with Section 177(9) and (10) of the Companies Act, 2013, and regulations specified under LODR.

The Company has adopted a channel for receiving and redressing of employees' complaints. Under this policy, we encourage our employees to report any reporting of fraudulent financial or other information to the stakeholders, any conduct that results in violation of the Company's Code of Business Conduct. Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind against any employees. Details of the policy are available on the company's website at www.thebyke.com

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at its workplace and in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under, your Board of Directors have approved and adopted a "Policy on Prevention of Sexual Harassment at Workplace" to provide equal employment opportunity and are committed to provide a work environment that ensures every woman employee is treated with dignity and respect and afforded equitable treatment.

During the year under review the Company has not received any complaints on sexual harassment.

DISCLOSURE OF FRAUDS IN THE BOARDS' REPORT UNDER SECTION 143 OF THE COMPANIES ACT, 2013:

During the year under review, your Directors did not observe any contract, arrangement and transaction which could result in a fraud; your Directors hereby take responsibility to ensure you that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2017 - 2018.

PAYMENT OF LISTING FEE AND CUSTODIAL FEE

Your Company has paid the Annual Listing Fee and Annual Custodial Fee for the Financial Year 2017 – 2018, to the National Stock Exchange ("NSE"), Metropolitan Stock Exchange (MSEI) and the Bombay Stock Exchange ("BSE") and to National Securities and Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) respectively.

DEMATERIALISATION

The Company's shares are available for dematerialization with both the Depositories viz., NSDL and CDSL. About 98.26% of the paid-up equity share capital of the Company has been dematerialized as on March 31, 2018.

MATERIAL ORDER PASSED BY THE REGULATORS

There are no significant material order passed by the Regulators or court or tribunal impacting the going concern status of the Company and its operation in future.

GREEN INITIATIVES

The Company, in order to promote green initiative, has sent electronic copies of the Annual Report for Financial Year 2017– 2018, along with the Notice of the 28th Annual General Meeting, to all members whose email addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA").

For members who have not registered their email addresses, physical copies of the Annual Report 2017-2018 under Section 101 of the Companies Act, 2013 are sent in the permitted mode. Members who have been sent Annual Report copies in electronic mode, desirous to have physical copies of the same can send a request, in writing, either to the Company or the RTA.

ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. We are sure you will join our Directors in conveying our sincere appreciation to all employees of the Company for their hard work and commitment. Their dedication and competence has ensured that the Company continues to be a significant and leading player in the Hospitality Industry.

For and on behalf of the Board of Directors

Anil Patodia

Place: Thane
Managing Director

Date: August 13, 2018
DIN: 00073993

Annexure “A” to Directors Report

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2018

Pursuant to Section 92(3) of the Companies act, 2013 read with [The Companies (Management and Administration) Rules, 2014]

A. REGISTRATION AND OTHER DETAILS:

CIN:-	L67190MH1990PLC056009
Registration Date:	29/03/90
Name of the Company:	The Byke Hospitality Limited.
Category / Sub-Category of the Company	Public Company/ Limited by shares
Address of the Registered office and contact details:	Shree Shakambahri 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 6707969
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Private Limited Unit-1, Luthra Ind. Premises, 1st Floor, 44-E, M Vasanti Marg, Andheri- Kurla Road, Safed Pool, Andheri East, Mumbai 400072

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
1	Hotels and Resorts	55101	100

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held
Not Applicable				

D. SHARE HOLDING PATTERN

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2017				No. of Shares held at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1). INDIAN									
(a). individual	8236238	0	8236238	20.54	8719238	0	8719238	21.74	1.20
(b). Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(c). State Govt(s).	0	0	0	0.00	0	0	0	0.00	0.00
(d). Bodies Corpp.	9925098	0	9925098	24.75	9925098	0	9925098	24.75	0.00
(e). FIINS / BANKS.	0	0	0	0.00	0	0	0	0.00	0.00
(f). Any Other	0	0	0	0.00	0	0	0	0.00	0.00
				0.00				0.00	0.00
Sub-total (A) (1):-	**18161336**	**0**	**18161336**	**45.29**	**18644336**		**18644336**	**46.50**	**1.21**
(2). FOREIGN									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporates	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2017				No. of Shares held at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(d). Banks / FII	0	0	0	0	0	0	0	0	0
(e). Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f). Any Other Specify	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**18161336**	**0**	**18161336**	**45.29**	**18644336**	**0**	**18644336**	**46.50**	**1.21**
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	0	0	0	0	1232928	0	1232928	3.07	3.07
(b). Banks / FI	11336	0	11336	0.03	638334	0	638334	1.59	1.56
(c). Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(d). State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(e). Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f). Insurance Companies	1313092	0	1313092	3.27	427504	0	427504	1.07	-2.20
(g). FIIs	3635201	0	3635201	9.07	9468712	0	9468712	23.61	14.54
(h). Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i). Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	**4959629**	**0**	**4959629**	**12.37**	**11767478**	**0**	**11767478**	**29.35**	**16.98**
2. Non-Institutions									
(a). BODIES CORP.									
(i). Indian	10637547	6600	10644147	26.55	2288433	6600	2295033	5.72	-20.83
(ii). Overseas									
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto ₹1 lakh	2018814	566322	2585136	6.45	3324185	616822	3941007	9.83	3.38
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	1801225	125600	1926825	4.81	1168862	79600	1248462	3.11	-1.69
(c). Other (specify)									
Non Resident Indians	405446	0	405446	1.01	481000	0	481000	1.20	0.19
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	1415076	200	1415276	3.53	1598581	200	1598781	3.99	0.46
NBFC	5	0	5	0.00	121703	0	121703	0.30	0.30
Sub-total (B)(2):-	**16278113**	**698722**	**16976835**	**42.34**	**8982764**	**703222**	**9685986**	**23.40**	**-18.94**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**21237742**	**698722**	**21936464**	**54.71**	**20750242**	**703222**	**21453464**	**53.50**	**-1.20**
C. Shares held by Custodian for GDRs & ADRs	**0**	**0**	**0**	**0.000**	**0**	**0**	**0**	**0.000**	**0**
Grand Total (A+B+C)	**39399078**	**698722**	**40097800**	**100.00**	**39394578**	**703222**	**40097800**	**100.00**	**0**

(ii) Shareholding of Promoters

SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2017			Share holding at the end of the Year 31/03/2018			% change in share holding during the year
		No. of Shares	% of total Shares of the company	No of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	No. of Shares Pledged / encumbered to total shares	
1	HOTEL RELAX PRIVATE LTD.	8925098	22.26	0	8925098	22.26	0	0.00
2	CHOICE CAPITAL ADVISORS PRIVATE LIMITED	1000000	2.49	0	1000000	2.49	0	0.00
3	VINITA SUNIL PATODIA	4658340	11.62	500000	4658340	11.62	0	0.00
4	ANIL CHOTHMAL PATODIA	1354500	3.38	0	1837500	4.58	0	1.20
5	ARUNKUMAR PODDAR	570888	1.42	0	570888	1.42	570000	0.00
6	ARCHANA ANIL PATODIA	549150	1.37	0	549150	1.37	0	0.00
7	KAMAL PODDAR	350000	0.87	0	350000	0.87	350000	0.00
8	HEMLATA KAMAL PODDAR	340000	0.85	0	340000	0.85	340000	0.00
9	Anil Chothmal (HUF)	43360	0.11	0	43360	0.11	0	0.00
10	AAYUSH ANIL PATODIA	370000	0.92	0	370000	0.92	0	0.00
	Total	**18161336**	**45.29**	**500000**	**18644336**	**46.50**	**1260000**	**1.21**

(iii) Change in Promoter's Shareholding

SR No.	Name of Promoter	Date of Event	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	**Anil Patodia**					
	At the Beginning of the Year		1354500	3.38	1354500	3.38
	Purchase of share	12/12/17	59000	0.15	1413500	3.53
	Purchase of share	26/12/17	201000	0.5	1614500	4.03
	Purchase of share	28/12/17	500	0.0012	1615000	4.03
	Purchase of share	15/03/18	122500	0.3	1737500	4.33
	Purchase of share	22/03/18	100000	0.25	1837500	4.58
	At the end of the year				**1837500**	**4.58**

(iv) Shareholding of top ten shareholdres

SR No.	Top 10 Shareholdres	Shareholding at the beginning of the year (01-04-2017)		Brought during the year	Sold during the year	shareholding at the end of the year (31-03-2018)	
		No.of Shares	%of total shares of the Company			No.of Shares	%of total shares of the Company
1	HOTEL RELAX PRIVATE LIMITED	8925098	22.26	0	0	8925098	22.26
2	VINITA SUNIL PATODIA	4658340	11.62	0	0	4658340	11.62
3	NATIONAL WESTMINSTER BANK PLC	1418399	3.54	858590	0	2276989	5.68
4	ANIL CHOTHMAL PATODIA	1354500	3.38	483000	0	1837500	4.54
5	FLORENCE AGROFOODS PRIVATE LMITED	1910000	4.76	3409983	3570483	1749500	4.36
6	CHOICE CAPITAL ADVISORS PRIVATE LIMITED	1000000	2.49	0	0	1000000	2.49
7	GRANDEUR PEAK EMERGING MARKETS FUND	568000	1.42	413000	0	981000	2.45
8	WASATCH EMERGING INDIA FUND	689000	1.72	982385	703227	968158	2.41
9	GRANDEUR PEAK INTERNATIONAL OPPORTUNITIES FUND	959500	2.39	0	0	959500	2.39
10	IIFL RE ORGANIZE INDIA EQUITY FUND	381583	0.95	570245	0	951828	2.37

(v) Shareholding of Directors and Key Managerial Personnel:

Mr. Anil Patodia, Managing Director and Mrs. Archana Patodia, Director hold shares in the Company. The details of their shareholding are 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	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	 1,67,00,066 1,78,949			 1,67,00,066 1,78,949
Total (i+ii+iii)	1,68,79,015			1,68,79,015
Change in Indebtedness during the financial year • Addition • Reduction	0 1,68,79,015			0 1,68,79,015
Net Change	1,68,79,015			1,68,79,015
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not	-			-
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. no.	**Particulars of Remuneration**	**Name of MD/WTD/ Manager**	**Total Amount**
		Mr. Anil Patodia	
1	**Gross salary**	**60,00,000.000**	**60,00,000.000**
	(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	**-**	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	**-**	
2	Stock Option	-	
3	Sweat Equity	-	
4	Commission	-	
	- as % of profit	-	
	- others, specify…	-	
5	Others, please specify	-	
	Total (A)	**60,00,000**	**60,00,000.000**
	Ceiling as per the Act	It is in accordance within the ceiling as specified under section 197 of the companies Act,2013.	

B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors / Manager						Total Amount
	Mr. Bharat Thakkar	Mr. Ramesh Vohra	Mr. Ramratan Bajaj	Mrs. Sudha Gupta	Mr. Sandeep Singh	Mr. Dinesh Kumar Goyal	
1. Independent Directors							
• Fee for attending board / committee meetings	30000	20000	30000	20000	40000	40000	180000.000
• Commission							
• Others, please specify							
Total (1)	30000	20000	30000	20000	40000	40000	180000.000
2. Other Non-Executive Directors							
• Fee for attending board / committee meetings							
• Commission							
• Others, please specify							
Total (2)							
Total (B)=(1+2)	30000	20000	30000	20000	40000	40000	180000.000
Total Managerial Remuneration	30000	20000	30000	20000	40000	40000	180000.000
Overall Ceiling as per the Act	It is in accordance with the ceiling as specified under section 197 of the Companies Act, 2013						

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary	3,89,000	12,00,000	15,89,000
	(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	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	**Commission** - as % of profit - others, specify…	-	-	-
	Others, please specify	-	-	-
	Total	**3,89,000**	**12,00,000**	**15,89,000**

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]	Authority [RD / NCLT/ COURT]
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT	NIL	NIL	NIL	NIL	NIL
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Annexure "B" to Directors Report

SECRETARIAL AUDIT REPORT

Form No. MR-3

(For the financial year ended 31st March, 2018)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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 our 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, 2018 ("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, 2018 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 there under.

(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. (Not Applicable).

(v) The following Regulations and guidelines prescribed under Securities and Exchange Board of India Act, 1992('SEBI Act'):-

   (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 (Not Applicable, since the Company did not issue any securities during the financial year under review);

   (d) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   (e) The Securities and Exchange Board of India (Share based employee Benefit) Regulation 2014 (Not applicable);

   (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008 (Not Applicable, since the Company has not issued any debt securities, during the financial year under review);

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable, as the Company has not delisted its equity shares from any stock exchange during the financial year under review);

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable, as the Company has not bought any of its securities during the financial year under review);

(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.

   (e) Lifts and Escalators Act, 1939 / Elevators and Lifts Act, 2002

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

(i) Secretarial Standards with respect to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013

(ii) 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) *The Company has duly transferred unpaid/ unclaimed dividend to Investor Education and Protection fund however, the Company had not filed Form IEPF-2 during the financial year under review but the same has been filed as on the date of this report.*

b) *The Company has duly transferred unpaid/ unclaimed dividend to Investor Education and Protection fund however, the Company has not filed Form IEPF-4 for transferring shares in respect of which dividend has not been paid/claimed for a period of seven consecutive years.*

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/Committee Meetings, agenda and detailed notes on agenda were sent generally seven days in advance.
- A system exist for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings/ Committee Meetings were taken with requisite majority.

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.

I further report that,

During the audit period, there were no instances of:

(i) Public/ Rights/ Preferential issue of shares/ debentures/ sweat equity, etc.;

(ii) Redemption/ buy-back of securities;

(iii) Foreign technical collaborations;

(iv) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;

(v) Merger / amalgamation / reconstruction, etc.

For **Suman Sureka & Associates**

Suman Murarilal Sureka
Proprietor
FCS No. – 6842 C.P. No. - 4892

Place: Mumbai
Date: August 13, 2018

This report is to be read along with our letter annexed as Annexure-A and forms an integral part of this report.

Annexure-A

To,
The Members of
The Byke Hospitality Limited
Shree Shakambhari Corporate Park, 156-158,
Chakravorty Ashok Society, J. B. Nagar, Andheri (East),
Mumbai – 400099

Our Secretarial Audit Report for the financial year ended 31st March, 2018 is to be read along with this letter.

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 of the Company for the correctness and appropriateness of financial records and Books of Accounts.

4. We have obtained the Management representation, wherever required, 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. 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 & Associates**

Suman Murarilal Sureka
Proprietor
FCS No. – 6842 C.P. No. - 4892

Place: Mumbai
Date: August 13, 2018

Annexure "C" to the Directors Report

REPORT ON CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility of the Company and its Policy

The company has framed a CSR Policy in compliance with section 135 of the Companies Act, 2013. The Policy prescribes the broad framework to ensure that all the activities carried out by the Company towards sustainability and social responsibility are in the best interest of the company and guided by the principles of this policy. Through CSR initiatives, your company is committed to its duty of providing environment friendly products and services and improve the lives of individuals and communities in the country.

The company Board has formed CSR Committee which will oversee the policy execution and prepare monitoring mechanism to ensure implementation of the projects, programmes and activities proposed to be undertaken by the Company as per the Policy.

Composition of Committee

1. Mr. Anil Patodia:- Chairman

2. Mr. Satyanarayan Sharma :- Member

3. Mr. Ramesh Vohra :- Member

Total amount spent for the financial year:

Particulars	Amount (₹ in lakhs)
Avg.net profit of three years	3,783.41
2% of Avg. net profits as per Sec 135 of Companies Act, 2013	75.67
Amount spent on CSR Activities	81.76
Amount unspent	Nil

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	CSR project or activity Identified	Sector in which the Project is Covered	Location of Projects or programmes	Amount outlay (budget) project or programmes wise (₹ in Lakhs)	Amount spent on project or programmeswise (₹ in Lakhs)	Cumulative expenditure upto the reporting period March 31, 2018 (₹ in Lakhs)	Amount spent: Direct or though implementing agency
1	Health awareness/ Medical	Health	Mumbai	10	9.23	9.23	Direct as well as Lions Club, Mumbai
2	Distribution of food items Slum	Health	Mumbai	5	5.18	5.18	Directly as well as Jiganam foundation, Mumbai
3	Mid-day Meal	Education	Mumbai	18	19.12	19.12	Through Navasrushti International Trust
4	Promotion of Education	Education	Mumbai	35	36.35	36.35	Directly as well as through Swabhiman Trust, Mumbai
5	Environment	Environment	Mumbai	12	11.88	11.88	Through Hindu Sprituals & Service fairs
				80	81.76	81.76	

Annexure "D " to Directors' Report

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULE, 2014

A. Conservation of Energy

I. The steps taken or impact on conservation of energy:

- Installation of LED Lights in place of CFL lights at various hotels
- Installation of five star rating air conditioners at various hotels
- Eliminated leakages in utility systems
- Ensured best possible automation to reduce electricity wastage

II. The Steps taken by the company for utilising alternate source of energy

- Existing Sewage Treatment Plant at The Byke Old Anchor, replaced with Sewage Treatment plant of 150KLD. (The same has been replaced by Owner of the property)
- Solar Water Heater installed at The Byke Heritage, Matheran
- Solar Water Heater installed at The Byke Brightlands Resort, Matheran

III. Capital Investment on Energy Conservation Equipment

During the year, Company invested ₹1.25 Crore in energy conservation equipment at different hotels.

B. Technology Absorption

The Company continues to absorb and upgrade modern technologies and advanced hotel management techniques in various areas.

C. Foreign Exchange Earnings and Outgo

There were no foreign exchange earnings or outgo during the year.

REPORT ON CORPORATE GOVERNANCE

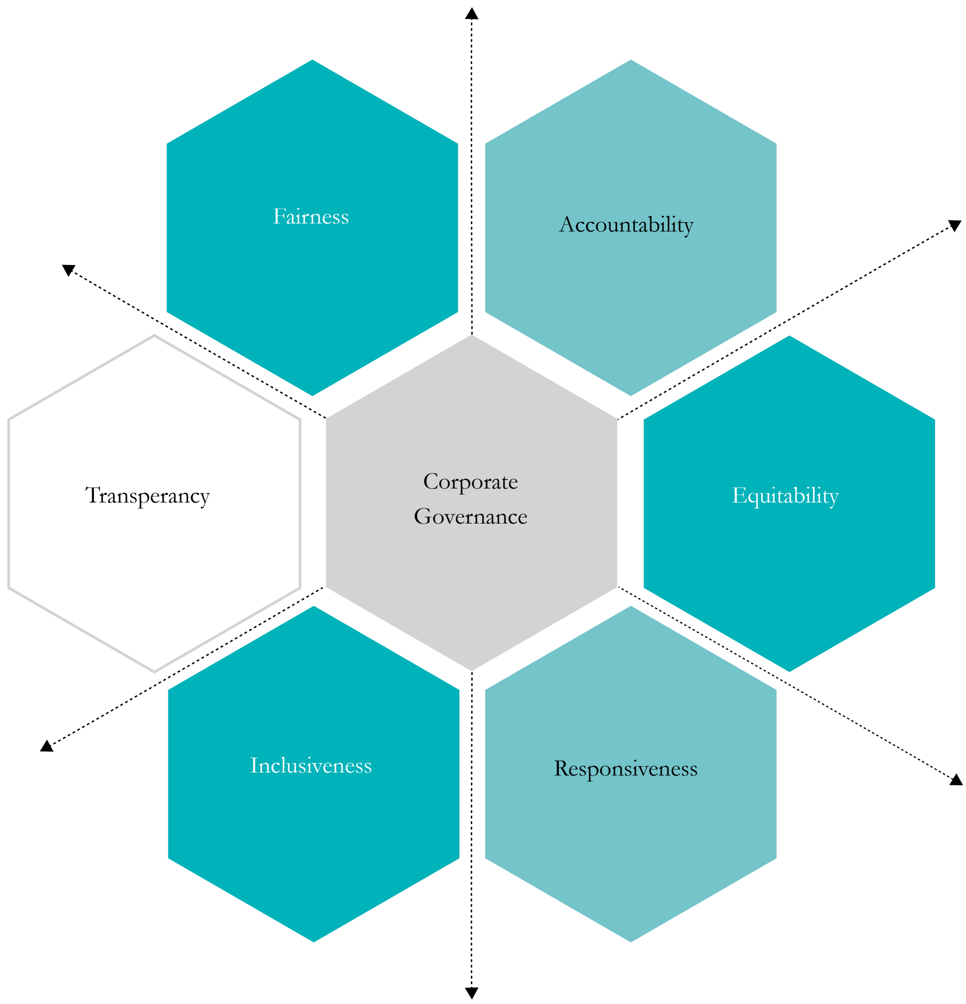
The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPANY'S PHILOSOPHY

Your Company's philosophy on Corporate Governance is founded upon a rich legacy of fair, ethical and transparent governance practices, which have been in practice since its inception. At your Company, good corporate governance is a way of life which is enshrined in the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels of the organisation.

The Board operates as trustees to the stakeholders ensuring the long term economic gain to them as well as attempts to balance the interests of all stakeholders. In doing so we aspire to procure operational excellence which will pave a way towards achieving the long term gain for stakeholders.

TBHL is committed to following and practising highest level of Corporate Governance. TBHL's Code of Conduct is an intelligible demonstration of the same. TBHL believes that this results through a system of rules, practices and processes by which an organisation functions and is directed. TBHL's corporate governance emerges as a result of Accountability, Equitability, Responsiveness, Transperancy, Fairness and Inclusiveness throughout the organisation at all levels of operations. The senior management responsibly initiates governance practices and the same then seeps down into the Organization



Comprehensive list of Board of Directors and Board Committees:

Managing Director
Mr. Anil Patodia

Executive Director
Mr. Pramod Patodia

Non- Executive - Non Independent Directors
Mrs. Archana Patodia
Mr. Satyanarayan Sharma
Mr. Vikash Agarwal

Non- Executive Independent Directors
Mr. Sandeep Singh
Mr. Bahrat Thakkar
C.A Ram Ratan Bajaj
Mr. Ramesh Vohra
Mr. Dinesh Goyal

Audit Committee	
C.A Ram Ratan Bajaj	Chairman
Mr. Anil Patodia	Member
Mr. Bharat Thakkar	Member
Mr. Sandeep Singh	Member

Nomination and Remuneration Committee	
Mr. Ramesh Vohra	Chairman
C.A Ram Ratan Bajaj	Member
Mr. Bharat Thakkar	Member

Stakeholder's Relationship Committee	
Mr. Bharat Thakkar	Chairman
C.A Ram Ratan Bajaj	Member
Mr. Satyanarayan Sharma	Member
Mr. Anil Patodia	Member

CSR Committee	
Mr. Anil Patodia	Chairman
Mr. Ramesh Vohra	Member
Mr. Satyanarayan Sharma	Member

Risk Management Committee	
Mr. Anil Patodia	Chairman
Mr. Pramod Patodia	Member
Mr. Sandeep Singh	Member

BOARD OF DIRECTORS:

1. Composition of the Board

As on March 31, 2018 the company has ten directors out of which two are Executive Directors, three are Non-Executive Non-Independent Directors and five are Non-Executive Independent Directors. The Composition of the Board of Directors is in conformity with requirement of Regulation 17 SEBI (LODR) Regulations, 2015. The profiles of the directors are available on the Company's Website i.e. www.thebyke.com. Mr. Anil Patodia, Managing Director is the Chairman of the Company. Mrs. Archana Patodia - Non-Executive Director is the Woman Director on the Board.

Category	No. of Directors	Percentage to total no. of directors
Executive Directors	2	20
Non- Executive Independent Directors	5	50
Other Non-Executive Directors	3	30
Total	**10**	**100**

Name of the Director	Category of Directors	No.of Directorship and Committee Membership/ Chairmanships in other Indian Public Companies			No. of Shares held	Attendance Particulars		
		Director	Member	Chairman		No. of Board Meetings Held	No. of Board Meetings attended	Attendance at last AGM
Mr. Anil Patodia	Managing Director	NIL	NIL	NIL	1837500	4	4	Yes
Mrs. Archana Patodia	Non-Executive Director	NIL	NIL	NIL	549150	4	3	Yes
Mr. Pramod Patodia	Executive Director	NIL	NIL	NIL	NIL	4	3	No
Mr. Vikash Agarwal	Non-Executive Director	NIL	NIL	NIL	NIL	4	3	Yes

Name of the Director	Category of Directors	No.of Directorship and Committee Membership/ Chairmanships in other Indian Public Companies			No. of Shares held	Attendance Particulars		
		Director	Member	Chairman		No. of Board Meetings Held	No. of Board Meetings attended	Attendance at last AGM
Mr. S. N. Sharma	Non-Executive Director	NIL	NIL	NIL	NIL	4	2	Yes
Mr. Ram Ratan Bajaj	Independent Director	NIL	NIL	NIL	NIL	4	3	Yes
Mr. Ramesh Vohra	Independent Director	NIL	NIL	NIL	NIL	4	2	Yes
Mr. Bharat Thakkar	Independent Director	1	1	NIL	NIL	4	3	Yes
Mr. Sandeep Singh	Independent Director	2	5	NIL	NIL	4	4	Yes
Mrs. Sudha Gupta	Independent Director	NA	NA	NA	NIL	4	3*	Yes
Mr. Mihir Sarkar	Executive Director	NA	NA	NA	NIL	4	3*	Yes
Mr. Dinesh Kumar Goyal	Independent Director	1	NIL	NIL	NIL	4	4**	No

*Mr. Mihir Sarkar & Mrs. Sudha Gupta have resigned from the office of director in the capacity of Executive Director & Non-Executive Independent Director respectively with effect from October 06, 2017, due to disqualification u/s 164 of the Companies Act, 2013.

** Mr. Mihir Sarkar & Mr. Dinesh Kumar Goyal were appointed as additional directors in the capacity of Executive Director & Non-Executive Independent Director respectively with effect from February 13, 2017 and their appointment was regularised at the AGM held on September 18, 2017

Note: The directorship held by directors as mentioned above, do not include directorship in The Byke Hospitality Limited, in Private Companies and in foreign Companies.

1. Meetings and Attendance:

During the year 2017-18 Board met four times in a year. The intervening period between two Board meetings did not exceed 120 days. The agenda along with the explanatory notes were sent in advance to the directors.

During the financial year ended 31st March, 2018, four meetings of the Board were held, as follows:

Sr. No	Date	Board Strength	No. of directors present
1	May 29, 2017	12	11
2	August 10, 2017	12	10
3	December 05, 2017	10	6
4	February 12, 2018	10	8

None of the Directors hold directorships in more than ten public companies. Further, none of them serve as members of more than 10 Committees nor they are Chairman of more than 5 Committees, as per the requirements of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulations 2015.

Details of equity shares of the Company held by the directors as on March 31, 2018 are given below:

Name	Category	Number of Equity Shares
Mr. Anil Patodia	Managing Director	1837500
Mrs. Archana Patodia	Non-Executive Director	549150

2. Disclosure of relationships between directors inter-se

Mrs. Archana 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.

3. Performance Evaluation

The Board of Directors have carried out an annual evaluation of their own performance, board committee's and individual directors pursuant to provision of the Act and the corporate governance requirement as prescribed by the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement) Regulations 2015.

The performance of the board was evaluated by the board after taking inputs from all the directors on the basis of criteria such as the Board Composition and structure, effectiveness of board process, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of Independent directors which was held on February 12, 2018, performance of non-independent and the board as whole was evaluated. Performance evaluation of Independent director was done by the entire board, excluding the independent director being evaluated.

4. Appointment and Meeting of Independent Directors:

All Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015. read with Section 149(6) of the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015. read with Section 149(6) of the Act.

Terms and conditions of Independent director's appointment are available on Company's website www.thebyke.com.

During the year, The Independent Directors meeting was held on February 12, 2018 to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the board.

5. Re-appointment of Director retiring by rotation & Appointment of Director:

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed to the Notice convening the Annual General Meeting and forms part of this Annual Report.

6. Code of Conduct:

Board of Directors have laid down Code of Conduct ("the Code") for all the Board Members and senior management personnel. All the Directors and Senior Management have affirmed compliance with the Code of Conduct as approved and adopted by The Board of Directors and declaration to this effect signed by the Managing Director has been annexed to this report. The Code of conduct has been posted on the website of the company www.thebyke.com

COMMITTEES OF THE BOARD

1. Audit Committee:

• Composition- Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligation & Disclosure Requirement Regulations) 2015, read with section 177 of the Act. The Audit Committee presently comprises of four Directors, three of whom are Independent Directors. The Chairman of the Committee is an Independent Director.

All members of the Audit Committee have accounting and financial management expertise. 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. Ms. Ankita Sharma Company Secretary of the Company acts as the Secretary of the Committee.

• Meetings and Attendance-

During the year, four meetings of the Audit Committee were held, as follows:

Sr. No.	Date	Committee Strength	Number of Members Present
1	29th May, 2017	4	4
2	10th August, 2017	4	4
3	05th December, 2017	4	3
4	12th February , 2018	4	3

Attendance of Audit Committee Meetings during the financial year

Director	Category	Number of Meetings Attended during the year
CA Ram Ratan Bajaj - Chairman	Non-Executive Independent Director	3
Mr. Bharat Thakkar - Member	Non-Executive Independent Director	3
Mr. Sandeep Singh - Member	Non-Executive Independent Director	4
Mr. Anil Patodia - Member	Executive Director	4

• The role of the Committee includes the following:

(a) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

(b) To recommend the appointment, remuneration, terms of appointment, and removal of Statutory Auditors, and to review the manner of rotation of Statutory Auditors;

(c) To recommend the appointment, remuneration and removal of Cost Auditors, where necessary;

(d) To approve transactions of the Company with related parties, including modifications thereto;

(e) To review and monitor the Statutory Auditors' independence and performance, and effectiveness of the audit process;

(f) To evaluate the Company's internal financial controls and risk management systems;

(g) To review with the management the following:

1. Annual financial statements and Auditors' Report thereon before submission to the Board for approval;
2. Quarterly financial statements before submission to the Board for approval;

(h) To review the following:

1. Management discussion and analysis of financial condition and results of operations;

2. Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;

3. Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;

4. System for storage, retrieval, security etc. of books of account maintained in the electronic form;

5. Functioning of Whistle Blower mechanism in the Company

2. Stakeholder & Relationship Committee:

Composition: The Stakeholder's Relationship Committee of the company is constituted in line with the provision of Regulation 20 of SEBI (Listing Obligation & Disclosure Requirement) 2015, read with section 178 of the Act. The Stakeholder's Relationship Committee presently comprises four Directors, two of whom are Independent Directors. The Chairman of the Committee is an Independent Director. Ms. Ankita Sharma, Company Secretary of the Company acts as Secretary to the Committee.

• Meetings and Attendance-

During the year, four meetings of the Stakeholders Relationship Committee were held, as follows:

Sr. No.	Date	Committee Strength	Number of Members Present
1	29th May, 2017	4	4
2	10th August, 2017	4	3
3	05th December, 2017	4	3
4	12th February , 2018	4	3

Attendance of Stakeholders Relationship Committee Meetings during the financial year

Director	Category	Number of Meetings Attended during the year
Mr. Bharat Thakkar - Chairman	Non-Executive Independent Director	3
Mr. Sandeep Singh - Member	Non-Executive Independent Director	4
Mr. Satyanarayan Sharma - Member	Non-Executive Director	2
Mr.Anil Patodia - Member	Executive Director	4

• The role of the Committee includes the following:

• Consider & Resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend /notice/ annual report, etc and all other securities- holders' related matters.

• Consider and approve issue of share certificate (including issue of renewed or duplicate share certificates), transfer and transmission of securities

During the financial year, the Company/Company's Registrar and Transfer Agents received 7 complaints which were duly resolved.

3. Nomination and Remuneration Committee:

Composition: The Nomination and Remuneration Committee of the company is constituted in line with the provision of Regulation 19 of SEBI (Listing Obligation & Disclosure Requirement) 2015, read with section 178 of the Act. The Nomination and Remuneration Committee presently comprises three Non- Executive Independent Directors.

• Meetings and Attendance-

During the year, meeting of the Nomination &Remuneration Committee Meeting was held, as follows:

Sr. No.	Date	Committee Strength	Number of Members Present
1	12th February, 2018	3	2

Attendance of Nomination and Remuneration Committee Meetings during the financial year

Director	Category	Number of Meetings Attended during the year
Mr. Ramesh Vohra - Chairman	Non-Executive Independent Director	1
CA Ram Ratan Bajaj - Member	Non-Executive Independent Director	1
Mr. Bharat Thakkar - Member	Non-Executive Independent Director	-

The role of the Committee includes the following:

- Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, positive attributes and independence of a Director. The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

- Recommend to the Board the appointment or re-appointment of Directors.

- Devise a policy on Board diversity.

- Recommend to the Board appointment of Key Managerial Personnel (KMP as defined by the Act) and executive team members of the Company (as defined by this Committee).

- Carry out evaluation of every Director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include formulation of criteria for evaluation of Independent Directors and the Board.

- Recommend to the Board the remuneration policy for Directors, Executive team or Key Managerial Personnel as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration payable to the Directors and oversee the remuneration to Executive team or Key Managerial Personnel of the Company.
- Oversee familiarisation programmes for Directors.
- Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).
- Recommend to the Board on voting pattern for appointment and remuneration of Directors on the Boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the Committee charter.
- **Details of the Remuneration for the year ended March 31, 2018:**

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, 2018 are as under:

Name	Sitting Fees
CA. Ramratan Bajaj	₹30,000
Mr. Ramesh Vohra	₹20,000
Mr. Bharat Thakkar	₹30,000
Mr. Sandeep Singh	₹40,000
Mr. Dinesh Kumar Goyal	₹40,000
Mrs. Sudha Gupta	₹20,000*

* Mrs. Sudha Gupta has resingned from the office of Non-executive Independent Director with effect from October 06, 2017.

b) Managing Director:
The company pays remuneration to its Managing Director by way of salary, commission and perquisites. The remuneration is approved by the Nomination and Remuneration Committee and is within the overall limits approved by the shareholders.

Name of the Director	Salary & Perquisites
Mr. Anil Patodia	₹60,00,000/-

4. Corporate Social Responsibility:

Composition: In accordance with the provisions of Section 135 of the Companies Act, 2013, the Company has constituted a CSR Committee. The CSR Committee provides guidance on various CSR activities to be undertaken by the Company and monitors its progress. CSR Committee presently comprises of Executive director, Non-executive director and Non- Executive Independent Directors.

- Meetings and Attendance-
The composition of the Corporate & Social Responsibility Committee and the details of meeting attended by its members are as follows:

Name	Number of meeting Held during the year	Number of Meetings Attended during the year
Mr. Anil Patodia (Chairman)	1	1
Mr. Ramesh Vohra	1	1
Mr. Satyanarayan Sharma	1	1

During the year the members met on May 29, 2017

- **The role of the Committee includes the following:**

(i) Terms of reference of the Committee inter alia include to:

- Formulating and recommending to the Board, the CSR Policy which shall indicate the activities to be undertaken by the Company
- Reviewing and Monitoring the CSR Policy of the company from time to time
- 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

5. **Risk Management Committee:**

The Risk Management Committee of the company is constituted in line with the provisions of the Regulation 21 of the SEBI (Listing Obligation & Disclosure Requirement Regulations) 2015.

- **Composition of Committee**

Name	Category
Mr. Anil Patodia (Chairman)	Executive Director
Mr. Pramod Patodia	Executive Director
Mr. Sandeep Singh	Non-Executive Independent Director

Ms. Ankita Sharma Company Secretary of the Company acts as Secretary to the Committee.

- **The role of the Committee includes the following:**
  - The board of the company has formed a risk management committee to frame, implement and monitor the risk management plan for the company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.
- 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 Regulation 21 of the Listing Obligation & Disclosure Requirement. 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 and Regulation 21 of the Listing Obligation & Disclosure Requirement.

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
2014-2015	September 26, 2015 Anchorage Hall, Hotel Suba International, 211, Chakala Sahar Road, Andheri (East), Mumbai-400 099	11.00 hrs	Two
2015-2016	September 20, 2016 Anchorage Hall, Hotel Suba International, 211, ChakalaSahar Road, Andheri (East), Mumbai-400 099	10.30 hrs	Three
2016-2017	September 18, 2017 Anchorage Hall, Hotel Suba International, 211, ChakalaSahar Road, Andheri (East), Mumbai-400 099	10.00 hrs	-

All special resolutions were passed with the requisite majority.

Postal Ballot

The Company passed the following resolution vide Postal Ballot during the year:

Increase in limit of total shareholding of all Registered Foreign Institutional Investors (FII) put together from 24% to 40% of the paid up equity share capital of the Company.

A snapshot of the voting results is as follows:

Name of the Resolution	Type of Resolution	Number of valid Postal Ballot Forms Received	Votes cast in favour of the Resolution		Votes cast against the Resolution	
			No. of votes cast	%	No. of votes cast	%
Increase in limit of total shareholding of all Registered Foreign Institutional Investors (FII) put together from 24% to 40% of the paid up equity share capital of the Company	Special	29330739	29320892	99.97	9874	0.03

M/s. Suman Sureka and Associates, Practicing Company Secretary was appointed as the Scrutinizer for carrying out the Postal Ballot in a fair and transparent manner.

Procedure for Postal Ballot:

In compliance with Section 110 and other applicable provisions of the Act read with the related Rules, the Company provided e-voting facility to all its members. The Company had engaged the services of Central Depository Services (India) Limited ("CDSL") for providing the e-voting facility to the members. The Members had the option to vote electronically or through physical ballot forms. The Company dispatched the Postal Ballot notices and forms along with the self-addressed, postage pre-paid envelope to all the Members whose name appeared in the Register of members/ list of beneficiaries as on the cut-off date. The Company also published the notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and the applicable Rules. The voting rights are reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date. Members exercising their votes through Postal Ballot were requested to send the duly completed and signed Postal Ballot forms as per the details stated in the Notice. The Scrutinizer completed the scrutiny and submitted the report to the Chairman after completion of the scrutiny and the consolidated results of the voting by Postal Ballot were announced by the Chairman at the Registered Office of the Company as per the Scrutinizer's Report. The result was also uploaded on the Company's website www.thebyke.com besides being communicated to the Stock Exchanges.

Compliance Officer

Ms. Ankita Sharma, Company Secretary, also 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, 2018.

No of Complaints Received -7

No of Complaints Resolved - 7

No of Complaints Pending – NIL

Means of Communication:

The Un-audited Quarterly Results are announced within 45 days from the end of the quarter and the Annual Audited Results are announced within 60 days from the end of the financial year as per the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. The company provides the information to the stock exchange where shares of the company are listed. The results are also published in one English Newspaper having national circulation and one Marathi Newspaper.

The financial Results of the company are normally published in the following newspapers:

a) Financial Express (English Language)

b) ApalaMahanagar (Marathi Language)

The Financial Results of the company are displayed on the Company's website www.thebyke.com.

Conference Call:

Conference call discussions were arranged during the year on the following dates:

Quarter Ended	Conference Call Date
March 2017	May 31st, 2017
June 2017	August 16th , 2017

Green Initiative:

The company's philosophy focuses on making the environment greener for the benefit of prosperity. To support the Green Initiative, members (holding shares in electronic form) who have not registered either email addresses, are requested to register the same with their depository Participants. Members holding shares in physical mode are requested to register their email ID with the Registrar and Share Transfer Agent of the Company.

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 dematerialized shares held with NSDL and CDSL

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 (ATRs) 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.

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 SEBI Listing Obligation & Disclosures Requirement 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.

Stock Data

Table below give the monthly high & low prices and volumes of equity shares of the company at The BSE Limited ("BSE") and NSE Limited for the financial year March 31, 2018

Month	BSE		NSE	
	High	Low	High	Low
Apr-17	213.70	179.53	213.95	182.30
May-17	213.70	190.25	211.20	190.35
June-17	190.20	185.20	191.00	185.05
July-17	205.65	186.70	205.60	186.85
Aug-17	202.75	183.10	202.95	183.40
Sep-17	186.30	169.60	186.15	168.70
Oct-17	176.25	158.25	175.50	157.25
Nov-17	166.55	151.35	167.30	150.50
Dec-17	182.95	163.65	181.15	163.15
Jan-18	201.60	173.60	202.60	173.60
Feb-18	200.85	171.75	203.25	170.85
Mar-18	171.55	160.35	170.85	160.00

Equity Dividend History of the Company for Last Four Years

Financial Year	Date of Declaration	Equity Dividend per share
2013-14	September 27, 2014	₹1.50/-
2014-15	September 26, 2015	₹1.00/-
2015-16	September 20,2016	₹1.00/-
2016-17	September 18, 2017	₹1.00/-

Transfer to Investor Education and Protection Fund (IEPF):

In terms of Section 124 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unpaid dividend lying in dividend account of the year 2010-11 will be transferred to Investor Education and Protection Fund at appropriate time in current financial year. Members who have not en-cashed their dividend warrants are requested to write to the Registrars & Share Transfer Agents. Shareholders can visit the Company's website www.thebyke.com to check the details of their unclaimed dividend under the Investors' section.

Additionally, pursuant to subsection (6) of section 125 of the Act read with the IEPF Rules, all shares in respect of which dividend has not been claimed for the past seven consecutive years shall be transferred by the company in the name of IEPF Authority by way of credit to the Demat Account established by the IEPF Authority.

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

Financial Year	Date of declaration of Dividend	Proposed Date of transfer to IEPF*
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
2014-15	September 26, 2015	October 25, 2022
2015-16	September 20, 2016	October 19, 2023
2016-17	September 18, 2017	October 17, 2024

*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.

Shareholding as on March 31, 2018:

Categories of Shareholders as on March 31, 2018

Sr. No.	Description	No. of Shares (as on March 31,2018)	% to capital
A.	Promoters	18644336	46.50
B.	Public Shareholding		
	-Foreign Portfolio Investors	9468712	23.61
	-Financial Institution/ Banks	638334	1.59
	-Insurance Company	1660432	4.14
	NRI	481000	1.20
	Clearing Members	1598781	3.99
	Body Corporates	1749500	5.72
	NBFC	121703	0.30
	-Individual	5189469	12.94
	Total	40097800	100.00

Distribution of shareholding

Sr. No	Category(Shares)	No. of Shareholders	Percentage (%)	No. of Shares	% To Equity Shares
1	1-100	6935	51.02	304174	0.76
2	101-200	3072	22.60	557890	1.39
3	201-500	1842	13.55	654319	1.63
4	501-1000	922	6.78	701151	1.75
5	1001-5000	635	4.67	1306823	3.26
6	5001-10000	79	0.58	564192	1.41
7	10001-100000	79	0.58	2559363	6.38
8	100001 TO ABOVE	28	0.21	33449888	83.42

Registrar and Transfer Agent

M/s Sharex Dynamic (India) Private Limited, have acted as the Registrar and Share Transfer Agents of the Company in the year 2017-18 to handle all share transfers and related processes.

M/s Sharex Dynamic (India) Private Limited
Unit-1, Luthra Ind. Premises,
Safed Pool, AndheriKurla Road,
Andheri East, Mumbai 400072

Share Transfer System

Share transfers received by the Company are registered within stipulated time 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, Sharex Dynamic (India) Private Limited is authorized by the Board for processing of share transfers which are approved by the Company's Stakeholders Relationship Committee.

Dematerialization of Shares

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

As on March 31, 2018, 98.26% 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, 2018 is as under:

Shares held through	Percentage of Holding
NSDL	42.26
CDSL	56.00
Physical	1.74
Total	100

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 Ms. Ankita Sharma, 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

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 and 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

The company has complied with all mandatory requirements laid down under the provision of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

General Shareholders' Information

1	**Annual General Meeting, Day, Date and Time, Venue**	
2	Financial Calendar (Tentative)	Thursday, September 27, 2018 at Hotel Radisson, MIDC Central Rd, Hanuman Nagar, Andheri East, Mumbai, Maharashtra 400093
	Financial reporting for the quarter ending June 30, 2017	2nd week of August, 2017
	Financial reporting for the half year ending September 30, 2017	2nd week of November, 2017
	Financial reporting for the quarter ending December 31, 2017	3rd week of February, 2018
	Financial reporting for the year ending March 31, 2018	4th week of May, 2018
3	Dates of Book Closure	September 21, 2018 to September 27, 2018 (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 : investors.care@thebyke.comWebsite: www.thebyke.com
6	Listed on Stock Exchanges	▪ National Stock Exchange of India Limited, ▪ The Bombay Stock Exchange 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 2017-18 has been paid to the exchanges i. e The Bombay Stock Exchange Limited, National Stock Exchange of India Limited, Metropolitan Stock Exchange of India Ltd
9	Corporate Identity Number (CIN)	L67190MH1990PLC056009

DECLARATION ON CODE OF CONDUCT

As provided under Regulation 26(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015, all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2018.

For **The Byke Hospitality Limited**
(Anil Patodia)
Managing Director
DIN: 00073993

Date: August 13th, 2018
Place: Thane

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To,

The Members of
The Byke Hospitality Limited

We have examined the compliance of conditions of corporate governance by The Byke Hospitality Limited ("the company") for the year ended March 31, 2018, as specified in Regulation 17 to 27, 46(2)(b) to (i) and Para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examinations have been limited to a review of the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **Borkar & Mazumdar**
Chartered Accountants
Firm Registration Number: 101569W

Namit Agarwal
Partner
Membership No: 533747

Place: Mumbai
Date: August 13, 2018

CEO/CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of The Byke Hospitality Limited and to the best of our knowledge certify that:

A. We have reviewed the financial statement and the cash flow statements for the year ending March 31, 2018 and to the best of our knowledge and belief we state that:

   1. These statements do not contain any materially untrue statements or omit any material fact or contain statement that might be misleading.

   2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulation.

B. There are, to the best of our knowledge and belief, no transaction entered into by the company during the period ending March 31, 2018 which are fraudulent, illegal or in violation of the Company's code of conduct.

C. We accept the responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal controls and that we have taken the required steps to rectify these deficiencies.

D. We have indicated the Auditors and Audit Committee that:

   1. Significant Changes, if any, in the internal control over the financial reporting during the year;

   2. Significant Changes, if any, in the accounting policies during the year and the same have been disclosed in the notes to the financial statements;

   3. Instances of significant fraud of which we have become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **The Byke Hospitality Limited**

(Anil Patodia)	**(Sumit Bajaj)**
Managing Director	Chief Financial Offier
DIN: 00073993	

Date: August 13, 2018
Place: Thane

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS 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, 2018, the Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year ended on that date and summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

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 of these Financial Statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income,the Statement of Changes in Equity and Cash Flows of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

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. In conducting 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 there under and the Order issued under section 143(11) of the Act.

We conducted our audit of the Financial Statements 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of 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

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, 2018, and its Profits including Other Comprehensive Income, the Statement of Changes in Equity and its Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 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, Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this report are in agreement with the books of account.

   d. In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Companies (India Accounting Standards) Rules, 2015, as amended.

   e. On the basis of the written representations received from the directors of the Company as on March 31, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses and unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended 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 as at March 31, 2018 which would impact its financial position.

      ii) The Company did 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 **Borkar& Muzumdar**
Chartered Accountants
Firm Reg. No. 101569W

Namit Agarwal
Partner
(M.No. 533747)

Date: May, 28 2018
Place: Mumbai

ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Financial Statements for the year ended 31 March 2018, we report that:

i. FIXED ASSETS:

a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) As explained to us, Fixed assets have been physically verified by the management at reasonable intervals. We are informed that no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, all the title deeds of immovable properties are held in the name of the Company.

ii. During the Operating cycle of Company, Management regularly conduct physical verification of stores, raw material which in our opinion is reasonable, having regard to the size and nature of the Company. The discrepancies noticed on such verification were not significant and the same have been properly dealt with in the books of account.

iii. Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, reporting under Clause 3 (iii) of the Order is not applicable to the Company.

iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Sections 185 & 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provision of the Clause 3 (v) of the Order are not applicable to the Company.

vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 in respect of operations carried out by the Company. Thus, reporting under Clause 3 (vi) of the Order is not applicable to the Company.

vii. STATUTORY DUES:

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, value added tax, service tax, goods and service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, value added tax, duty of customs, service tax, goods and service tax, cess and other material statutory dues were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, value added tax and goods and service tax which have not been deposited with the appropriate authorities on account of any dispute.

viii. In our opinion and according to the information and explanation given to us the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank and government. The Company has not issued any debentures.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, reporting under Clause 3 (ix) of the Order is not applicable to the Company.

x. According to the information and explanations given by the management, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, Clause 3(xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of the related party transactions have been disclosed in the Financial Statements as required by applicable Accounting Standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares / fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its Directors or persons connected to its directors and hence provision of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of RBI Act, 1934.

For **Borkar& Muzumdar**
Chartered Accountants
Firm Reg. No. 101569W

Namit Agarwal
Partner
(M.No. 533747)

Date: May, 28 2018
Place: Mumbai

ANNEXURE – "B" TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **The Byke Hospitality Limited** ("the Company") as of March 31, 2018, in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Borkar& Muzumdar**
Chartered Accountants
Firm Reg. No. 101569W

Namit Agarwal
Partner
(M.No. 533747)

Date: May, 28 2018
Place: Mumbai

BALANCE SHEET as at March 31, 2018

(₹ in Lakhs)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
I ASSETS				
1. Non Current Assets				
(a) Property, Plant and Equipment	5	10,301.74	9,186.95	8,434.56
(b) Capital Work-In-Progress	5	848.87	239.10	301.08
(c) Financial Assets				
(i) Others	6	1,806.30	828.53	666.09
(d) Other Non Current Assets	7	826.17	511.70	354.69
		13,783.08	**10,766.28**	**9,756.42**
2. Current Assets				
(a) Inventories	8	1,474.28	1,080.76	622.68
(b) Financial Assets				
(i) Trade Receivables	9	2,972.20	2,223.08	1,755.82
(ii) Cash and Cash Equivalents	10	1,104.55	357.75	286.97
(iii) Others	11	4,185.29	4,209.58	3,521.95
(c) Other Current Assets	12	20.46	20.20	0.37
		9,756.78	**7,891.37**	**6,187.79**
Total Assets		**23,539.86**	**18,657.65**	**15,944.21**
II EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	13	4,009.78	4,009.78	4,009.78
(b) Other Equity	14	14,364.52	11,267.31	8,549.01
		18,374.30	**15,277.09**	**12,558.79**
LIABILITIES				
1. Non Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	22.69	46.64	216.75
(ii) Other	16	26.50	24.48	21.90
(b) Provisions	17	23.16	17.91	11.96
(c) Deferred Tax Liabilities (Net)	18	775.33	693.55	640.59
		847.68	**782.58**	**891.20**
2. Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	19	1,969.45	594.45	606.71
(ii) Trade Payable	20	424.50	426.58	638.66
(iii) Other	21	316.01	273.04	418.21
(b) Other Current Liabilities	22	355.17	244.19	391.95
(c) Provisions	23	126.10	50.79	232.80
(d) Current Tax Liabilities (Net)	24	1,126.65	1,008.93	205.89
		4,317.88	**2,597.98**	**2,494.22**
Total Equity and Liabilities		**23,539.86**	**18,657.65**	**15,944.21**
Summary of Significant Accounting Policies	2-4			
The notes referred to above are an integral part of the financial statements				

This is the Balance Sheet referred to in our report of the even date.

For Borkar & Mazumdar
Chartered Accountants
Firm Registration Number: 101569W

Namit Agarwal
Partner
Membership Number: 533747

Place : Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors

Anil Patodia
Director
DIN No : 00073993

Pramod Patodia
Director
DIN No : 03503728

Sumit Bajaj
Chief Financial Officer

Ankita Sharma
Company Secretary

Place : Mumbai
Date : May 28, 2018

STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2018

(₹ in Lakhs)

Particulars		Note No.	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
I	**Revenue**			
	Revenue from Operations	25	17,741.01	26,997.68
	Other Income	26	76.71	64.76
	Total Income		**17,817.72**	**27,062.44**
II	**Expenses**			
	Cost of Services	27	2,827.16	2,609.13
	Employee Benefits Expenses	28	1,135.17	912.90
	Finance Costs	29	75.00	109.26
	Depreciation Expenses	30	1,364.73	1,277.01
	Other Expenses	31	6,908.21	17,257.93
	Total Expenses		**12,310.27**	**22,166.23**
III	**Profit before tax (I- II)**		**5,507.45**	**4,896.21**
IV	**Less: Tax Expense:**	24		
	Current Tax		1,812.79	1,641.00
	Deferred Tax		93.23	53.42
	Total Tax Expense		**1,906.02**	**1,694.42**
V	**Profit for the Year (III-IV)**		**3,601.43**	**3,201.79**
VI	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss			
	Re-measurement gains/ (losses) on defined benefit obligations		(3.21)	(1.35)
	Tax Effect on above		1.11	0.47
	Other Comprehensive Income for the year, net of tax		**(2.10)**	**(0.88)**
VII	**Total Comprehensive Income for the year (V+VI) (Comprising Profit and Other Comprehensive Income for the year)**		**3,599.33**	**3,200.91**
VIII	**Earnings Per Equity Share (Face Value ₹ 10 Per Share):**	32		
	Basic and Diluted (₹)		8.98	7.98
	Summary of Significant Accounting Policies	2-4		
	The notes referred to above are an integral part of the financial statements			

This is the statement of profit & Loss referred to in our report of the even date.

For Borkar & Mazumdar
Chartered Accountants
Firm Registration Number: 101569W

Namit Agarwal
Partner
Membership Number: 533747

Place : Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors

Anil Patodia
Director
DIN No : 00073993

Pramod Patodia
Director
DIN No : 03503728

Sumit Bajaj
Chief Financial Officer

Ankita Sharma
Company Secretary

Place : Mumbai
Date : May 28, 2018

STATEMENT OF CASH FLOW for the year ended March 31, 2018

(₹ in Lakhs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Net Profit Before Tax	5,507.45	4,896.21
Adjustments:		
Depreciation and Amortization of Property, Plant and Equipment	1,364.73	1,277.01
Provision for Gratuity	5.49	6.28
Finance Income	(76.71)	(64.76)
Provision/ (Reversal of Provision) for Loss Allowance on Trade Receivables	9.63	1.02
Finance Costs	75.00	109.26
Operating cash flows before working capital changes	**6,885.59**	**6,225.02**
Adjustments for Changes in Working Capital		
Decrease/ (Increase) in Inventories	(393.52)	(458.08)
Decrease/ (Increase) in Trade receivables	(758.74)	(468.29)
Decrease/ (Increase) in Current Financial Assets - Others	24.29	(687.63)
Decrease/ (Increase) in Other Current Assets	(0.26)	(19.83)
Decrease/ (Increase) in Non-Current Financial Assets - Others	(1,010.17)	(152.53)
Decrease/ (Increase) in Other Non Current Assets	(314.47)	(157.01)
Increase/ (Decrease) in Trade Payables	(2.08)	(212.08)
Increase/ (Decrease) in Current Financial Liabilities - Other	210.71	(86.45)
Increase/ (Decrease) in Other Current Liabilities	110.98	(147.76)
Decrease/ (Increase) in Non-Current Financial Liabilities - Others	2.02	2.58
Increase/ (Decrease) in Current Provisions	75.07	(182.34)
Cash generated from operations	**4,829.42**	**3,655.60**
Income taxes paid	(1,695.07)	(837.97)
Net cash flow from operating activities (A)	**3,134.35**	**2,817.63**
B. Cash Flow from Investing Activities		
Purchase or construction of property, plant and equipment (including capital work-in-progress and capital advances)	(3,089.29)	(1,967.42)
Proceeds from/ (Investment in) fixed deposits (net)	(0.57)	(11.11)
Interest Received	76.71	64.76
Net cash flow from/ (used in) investing activities (B)	**(3,013.15)**	**(1,913.77)**
C. Cash Flow from Financing Activities		
Dividend paid (including dividend distribution tax)	(482.61)	(482.61)
Proceeds from/ (Repayment of) Non-Current Borrowings (net)	(191.79)	(228.95)
Increase / (Decrease) in Current Borrowings	1,375.00	(12.26)
Finance Costs	(75.00)	(109.26)
Net cash flow from financing activities (C)	**625.60**	**(833.08)**
Net cash Increase/(decrease) in cash and cash equivalents (A+B+C)	**746.80**	**70.78**
Cash and cash equivalents at the beginning of the year (Refer Note 10)	357.75	286.97
Cash and cash equivalents at the end of the year (Refer Note 10)	1,104.55	357.75
Net cash Increase/(decrease) in cash and cash equivalent	**746.80**	**70.78**

The notes referred to above are an integral part of the financial statements.

This is the Cash Flow statement referred to in our report of the even date.

For Borkar & Mazumdar
Chartered Accountants
Firm Registration Number: 101569W

Namit Agarwal
Partner
Membership Number: 533747

Place : Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors

Anil Patodia
Director
DIN No : 00073993

Pramod Patodia
Director
DIN No : 03503728

Sumit Bajaj
Chief Financial Officer

Ankita Sharma
Company Secretary

Place : Mumbai
Date : May 28, 2018

STATEMENT OF CHANGES IN EQUITY for the year ended March 31, 2018

A Equity Share Capital (Equity shares of ₹ 10 each issued, subscribed and fully paid)

Particulars	Note No.	Numbers in Lakhs	Amount in Lakhs
Balance as at the April 1, 2016		**400.98**	**4,009.78**
Changes in equity share capital during the year 2016-2017		-	-
Balance as at March 31, 2017	**13**	**400.98**	**4,009.78**
Changes in equity share capital during the year 2017-2018		-	-
Balance at the March 31, 2018	**13**	**400.98**	**4,009.78**

B Other Equity

(₹ in Lakhs)

Particulars	Note No.	Reserve and Surplus					Total Other Equity
		Capital Reserve on Amalgama-tion	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	
Balance at the April 1, 2016		**-**	**2,005.11**	**-**	**180.00**	**6,363.90**	**8,549.01**
Total Comprehensive income for the year							
Profit for the year		-	-	-		3,201.79	3,201.79
Other Comprehensive Income		-	-	-		(0.88)	(0.88)
Dividend (including Dividend Distribution Tax)	14	-	-	-	-	(482.61)	(482.61)
Balance as at March 31, 2017	14	**-**	**2,005.11**	**-**	**180.00**	**9,082.20**	**11,267.31**
Total Comprehensive income for the year							
Profit for the year		-	-	-	-	3,601.43	3,601.43
Prior Period Items		-	-	-	-	(19.51)	(19.51)
Other Comprehensive Income		-	-	-	-	(2.10)	(2.10)
Dividend (including Dividend Distribution Tax)	14	-	-	-	-	(482.61)	(482.61)
Balance as at March 31, 2018	14	**-**	**2,005.11**	**-**	**180.00**	**12,179.41**	**14,364.52**

The notes referred above are integral part of the financial statements.

For Borkar & Mazumdar
Chartered Accountants
Firm Registration Number: 101569W

Namit Agarwal
Partner
Membership Number: 533747

Place : Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors

Anil Patodia
Director
DIN No : 00073993

Pramod Patodia
Director
DIN No : 03503728

Sumit Bajaj
Chief Financial Officer

Ankita Sharma
Company Secretary

Place : Mumbai
Date : May 28, 2018

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 1: Company Overview

The Byke Hospitality Limited (the "Company") is a Public Limited Company domiciled in India and incorporated in 1990 under the provisions of Companies Act, 1956. The Company is engaged in the business of Hospitality. The equity shares of the Company were listed on The National Stock Exchange of India Limited and BSE Limited

Note 2: Summary of Significant Accounting Policies

A. Basis of preparation of financial statements

(i) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind-AS") under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act , 2013 (`Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind-AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under the Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These financial statements are the first financial statements of the Company under Ind-AS. The Company has adopted all the Ind-AS standards and the adoption was carried out in accordance with Ind-AS 101 "First time adoption of Indian Accounting Standards". The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and descriptions of the effect of the transition have been summarized in note 4.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Basis of measurement

The financial statements have been prepared on historical cost basis except the following:

- certain financial assets and liabilities are measured at fair value;
- assets held for sale- measured at fair value less cost to sell;
- defined benefit plans- plan assets measured at fair value; and

(iii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period and cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period and there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(iv) The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian Rupees and all values are rounded to the nearest lakhs, except when otherwise stated.

B. Use of estimates

The preparation of the financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note C below. Accounting estimates could change from

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

C. Critical accounting estimates

(i) Income taxes

The Company's major tax jurisdiction is India. Significant judgements are involved in determining the provision for income taxes, including amount expected to be paid/ recovered for uncertain tax positions. Also refer to note 24.

(ii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 37.

(iv) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 33-34 for further disclosures.

D. Property, Plant and Equipment

Land (including Land Developments) is carried at historical cost. All other items of property, plant and equipment are stated in the balance sheet at cost historical less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. All other repair and maintenance costs are recognised in profit or loss as incurred.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalized in accordance with the Company`s accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Subsequent to recognition, property, plant and equipment (excluding freehold land) are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciation respectively. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement cost only if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Depreciation is recognised so as to write off the cost of assets (other than freehold land and land developments) less their residual values over the useful lives, using the straight- line method ("SLM"). Management believes that the useful lives of the assets reflect the periods over which these assets are expected to be used, which are as follows:

Description of Asset	Estimated useful lives
Buildings	10-60 years
Computers and Printers, including Computer Peripherals (including server and networking)	3 years
Office Equipments	4-5 years
Furniture and Fixtures	10 years
Motor Vehicles (including busses and trucks)	5-15 years
Plant and Machinery	10-15 years

Depreciation on additions/ deletions to fixed assets is calculated pro-rata from/ up to the date of such additions/ deletions.

Assets individually costing less than ₹ 5,000 are fully depreciated in the year of acquisition.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

Transition to Ind AS

On transition to Ind-AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP as the deemed cost of the property, plant and equipment.

E. Investment properties

Investment properties are properties that is held for long-term rentals yields or for capital appreciation (including property under construction for such purposes) or both, and that is not occupied by the Company, is classified as investment property.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated impairment loss, if any.

Though the Company measures investment property using cost based measurement. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

F. Intangible Assets

Intangible asset including intangible assets under development are stated at cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets acquired separately are measured on initial recognition at cost.

Intangible assets in case of computer software are amortised on straight-line basis over a period of 3 years, based on management estimate. The amortization period and the amortisation method are reviewed at the end of each financial year.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with infinite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

another asset.

G. Impairment of Non-Financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. An impairment loss is recognized in the profit or loss. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. A reversal of an impairment loss is recognised immediately in profit or loss.

H. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial Instruments are further divided in two parts viz. Financial Assets and Financial Liabilities.

Part I - Financial Assets

a) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

b) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

Financial Assets at amortised cost:

A Financial Assets is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial Assets at FVTOCI (Fair Value through Other Comprehensive Income)

A Financial Assets is classified as at the FVTOCI if following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows (i.e. SPPI) and selling the financial assets

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Assets at FVTPL (Fair Value through Profit or Loss)

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Financial instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

c) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or

- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

d) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance;
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind-AS 17
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind-AS 18 (referred to as 'contractual revenue receivables' in these financial statements)
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company uses the remaining contractual term of the financial instrument; and
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates the following provision matrix at the reporting date:

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is grouped under the head 'other expenses'. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Part II - Financial Liabilities

a) Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

b) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss is designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities under borrowings. The dividends on these preference shares, if any are recognised in the profit or loss as finance cost.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

c) De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

I. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement:

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind-AS 109 are recognised in the statement of profit and loss. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

J. Inventories

Inventories are valued at lower of cost on First-In-First-Out (FIFO) or net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of purchased inventory is determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

K. Recognition of Revenue

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Revenue from services is recognised on accrual basis and when the consideration is reliably determinable and no significant uncertainty exists regarding the collection of the consideration.

Revenue is measured at the fair value of the consideration received or receivable. The amount recognised as revenue is exclusive of Service Tax, Goods and Service Tax and Value Added Taxes (VAT), and is net of discounts.

L. Other Income

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

M. Provisions and Contingent Liabilities

General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Payments in respect of such liabilities, if any are shown as advances.

N. Accounting for Taxation of Income

(i) Current taxes

Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity respectively. Current income tax is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company offsets, on a year to year basis, the current tax assets and liabilities, where it has legally enforceable right to do so and where it intends to settle such assets and liabilities on a net basis.

(ii) Deferred taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

O. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to settle a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

P. Foreign Currency-Transactions and Balances

The Company's functional currency is ₹ and accordingly, the financial statements are presented in ₹.

Transactions in foreign currencies are initially recorded by the company in their functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognised in the Statement of Profit and Loss except exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Q. Borrowing Costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in Statement of Profit and Loss in the period in which they are incurred.

R. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Finance Lease as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating Lease as a lessee

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding inflationary increases) provided by the lessor is recognized as a reduction of rental expense over the lease term on a straight-line basis. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred

S. Employee Benefits

a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the undiscounted amounts of the benefits expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

b) Other Long-term employee benefit obligations

The liabilities for compensated absences (annual leave) which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related service are presented as non-current employee benefits obligations. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Re-measurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Profit and Loss.

The obligations are presented as current in the balance sheet, if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

c) Post- employment obligations

The Company operates the following post-employment schemes:

(i) Defined benefit plans such as gratuity

(ii) Defined contribution plans such as provident fund.

Defined benefit plan - Gratuity Obligations

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is actuarially determined using the Projected Unit Credit method.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have a terms approximating to the terms of the obligation

The net interest cost, calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of the plan assets, is recognised as employee benefit expenses in the statement of profit and loss.

Remeasurements gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the other comprehensive income in the year in which they arise and are not subsequently reclassified to Statement of Profit and Loss.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Defined Contribution Plan

The Company pays provident fund contributions to publicly administered provident funds as per local regulatory authorities. The Company has no further obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

T. Earnings Per Share

Basic Earnings Per Share (EPS) amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- Weighted average number of equity shares that would have been outstanding assuming the conversion of all the dilutive potential equity.

U. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

V. Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

W. Segment Reporting

The Company identifies operating segments based on the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.

X. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Y. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:

Ind AS 115 Revenue from Contracts with Customers

Ind AS 21 The Effect of Changes in Foreign Exchange Rates

Ind AS 115 – Revenue from Contracts with Customers

Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS 18 - Revenue, Ind AS 11 - Construction Contracts when it becomes effective.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

The Company is evaluating the possible impact of Ind AS 115 and will adopt the standard with all related amendments to all contracts with customers retrospectively with the cumulative effect of initially applying the standard recognised at the date of initial application. Under this transition method, cumulative effect of initially applying Ind AS 115 is recognised as an adjustment to the opening balance of retained earnings of the annual reporting period. The standard is applied retrospectively only to contracts that are not completed contracts at the date of initial application. The Company does not expect the impact of the adoption of the new standard to be material on its retained earnings and to its net income on an ongoing basis.

Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

The amendment clarifies on the accounting of transactions that include the receipt or payment of advance consideration in a foreign currency. The appendix explains that the date of the transaction, for the purpose of determining the exchange rate, is the date of initial recognition of the non-monetary prepayment asset or deferred income liability. If there are multiple payments or receipts in advance, a date of transaction is established for each payment or receipt. The Company is evaluating the impact of this amendment on its financial statements.

Note 3: First Time Adoption of Ind-AS

For all periods up to March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP) Indian GAAP ("IGAAP"). These standalone financial statements of The Byke Hospitality Limited for the year ended March 31, 2018 have been prepared in accordance with Ind-AS. This is the first set of Financial Statements in accordance with Ind-AS. For the purpose of transition from the IGAAP to Ind-AS, the Company has followed guidance provided in Ind-AS 101 - First Time Adoption of Indian Accounting Standards, w.e.f. April 01, 2016 as the transition date.

The transition to Ind-AS has resulted in changes in the presentation of the financial statements, disclosures in the notes, accounting policies and principles. The accounting policies set out in Note 2 have been applied in preparing the standalone financial statements for the year ended on March 31, 2018 as well as for March 31, 2017 for comparative information. In preparing these financial statements, opening balance sheet was prepared as at 1 April 2016. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended March 31, 2017.

Exemptions on first time adoption of Ind-AS availed in accordance with Ind-AS 101, have been described below:

Exemptions availed on first time adoption of Ind AS 101

Ind-AS 101 allows certain optional exemptions and mandatory exemptions on first time adoption of Ind-AS from the retrospective application of certain provisions of Ind-AS. The Company has accordingly applied the following exemptions:

Ind AS optional exemptions:

(i) Property, Plant and Equipment and Intangible Assets

Ind-AS 101 permits, a first time adopter to elect to continue with the carrying values for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind-AS 38 Intangible Assets and Investment properties covered by Ind-AS 40 Investment Properties.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Accordingly, the Company has elected to measure all of its property, plant and equipment, Investment properties and intangible assets at their previous GAAP carrying value.

(ii) Measurement of Investment in subsidiaries, associates and joint ventures

Ind-AS allows entity that subsequently measures an investment in a subsidiary, joint ventures or associate at cost, may measure such investment at cost (determined in accordance with Ind-AS 27) or deemed cost (fair value or previous GAAP carrying amount) in its separate opening Ind-AS balance sheet.

For investments in equity instruments of subsidiary, the Company has elected to apply separate exemption available under Ind-AS 101 by measuring at their previous GAAP carrying amount, which is the deemed cost at the date of transition to Ind-AS.

Ind AS mandatory exceptions:

(i) Estimates

An entity's estimates in accordance with Ind-AS at the date of transition to Ind-AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind-AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind-AS at the date of transition as these were not required under previous GAAP:

- Impairment of financial assets based on expected credit loss model.

(ii) Classification and measurement of financial assets

Ind-AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind-AS.

Accordingly, the Company has determined the classification of financial assets based on the facts and circumstances that exist on the date of transition.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 4 : Reconciliations Between Previous GAAP and Ind-AS

The following reconciliations provides the effect of transition to Ind-AS from IGAAP in accordance with Ind-AS 101:

A. Equity as at beginning of April 1, 2016

B. Equity as at March 31, 2017

C. Net profit for the year ended March 31, 2017

A. Reconciliation of equity as at beginning of April 1, 2016 (date of transition to Ind-AS)

(₹ in Lakhs)

Particulars	Note No.	Indian GAAP *	Effects of transition to Ind-AS	Ind-AS
I. ASSETS				
1. Non Current Assets				
(a) Property, Plant and Equipment		8,434.56	-	8,434.56
(b) Capital Work-in-Progress		301.08	-	301.08
(c) Financial assets				
(i) Others	3	1,020.78	(354.69)	666.09
(d) Other non current assets	3	-	354.69	354.69
		9,756.42	**-**	**9,756.42**
2. Current Assets				
(a) Inventories		622.68	-	622.68
(b) Financial Assets				
(i) Trade receivables	2	1,768.70	(12.88)	1,755.82
(ii) Cash and cash equivalents		286.97	-	286.97
(iii) Others		3,521.95	-	3,521.95
(c) Other current assets		0.37	-	0.37
		6,200.67	**(12.88)**	**6,187.79**
Total Assets		**15,957.09**	**(12.88)**	**15,944.21**
II. EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital		4,009.78	-	4,009.78
(b) Other Equity	1 & 2	8,106.62	442.39	8,549.01
		12,116.40	**442.39**	**12,558.79**
LIABILITIES				
1. Non Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	1	217.05	(0.30)	216.75
(ii) Other		21.90	-	21.90
(b) Provisions		11.96	-	11.96
(c) Deferred tax liabilities (Net)	1 & 2	661.87	(21.28)	640.59
		912.78	**(21.58)**	**891.20**
2. Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		606.71	-	606.71
(ii) Trade Payable		638.66	-	638.66
(iii) Other		418.21	-	418.21
(b) Other current liabilities		391.95	-	391.95
(c) Provisions	4	666.49	(433.69)	232.80
(d) Current Tax Liabilities (Net)		205.89	-	205.89
		2,927.91	**(433.69)**	**2,494.22**
Total Equity and Liabilities		**15,957.09**	**(12.88)**	**15,944.21**

* The Indian GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

Notes :

1. Secured Loan

Under Indian GAAP, transaction costs incurred in connection with borrowings are charged to profit or loss/ capitalised as and when incurred. Under Ind-AS, transaction costs are included in the initial recognition amount of financial liability and charged to profit or loss/ capitalised using the effective interest method. Accordingly, borrowings have been reduced by ₹ 0.30 lakhs with a corresponding increase in retained earnings of ₹ 0.19 lakhs, deferred tax liability of ₹ 0.11 lakhs as at April 1, 2016.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 4 : Reconciliations Between Previous GAAP and Ind-AS (Contd.)

2. Trade Receivables

Under Indian GAAP, the Company has created provision for impairment of trade receivables consists only in respect of specific amount for incurred losses. Under Ind-AS, impairment allowance has been determined based on Expected Credit Loss model (ECL). Accordingly, trade receivables have been reduced by ₹ 12.88 lakhs with a corresponding decrease in retained earnings of ₹ 8.43 lakhs and deferred tax liability of ₹ 4.45 lakhs as at April 1, 2016.

3. Non-Current Financial Assets - Other

Under Indian GAAP, deposits were recorded at absolute amount of deposit paid. Under Ind-AS, deposits are recorded at present value by discounting the amount of security deposit paid at an appropriate discounting rate. Accordingly effect of the same has been effected by reducing other non-current finacial assets by INR 354.69 lakhs and a corresponding increase in other Non current assets as at April 1, 2016.

4. Provisions

Under Indian GAAP, proposed dividends including DDT are recognised as a liability in the period to which they relate, irrespective of when they are declared. Under Ind AS, a proposed dividend is recognised as a liability in the period in which it is declared by the company (usually when approved by shareholders in a general meeting) or paid.

In the case of the Group, the declaration of dividend occurs after period end. Therefore, the liability of INR 482.61 lacs for the year ended on 31 March 2016 recorded for dividend (Including dividend distribution Tax) has been derecognised against retained earnings on 1 April 2016. The proposed dividend (Including dividend distribution Tax) for the year ended on 31 March 2017 of INR 482.61 recognized under Indian GAAP was reduced from other payables and with a corresponding impact in the retained earnings.

B. Reconciliation of equity as at March 31, 2017

(₹ in Lakhs)

Particulars	Note No.	Indian GAAP *	Effects of transition to Ind-AS	Ind-AS
I. ASSETS				
1. Non Current Assets				
(a) Property, Plant and Equipment		9,186.95	-	9,186.95
(b) Capital Work-In-Progress		239.10	-	239.10
(c) Financial assets				
(i) Others	3	1,340.23	(511.70)	828.53
(d) Other non current assets	3	-	511.70	511.70
		10,766.28	**-**	**10,766.28**
2. Current Assets				
(a) Inventories		1,080.76		1,080.76
(b) Financial Assets				
(i) Trade receivables	2	2,236.99	(13.91)	2,223.08
(ii) Cash and cash equivalnets		357.75		357.75
(iii) Others		4,209.58		4,209.58
(c) Other current assets		20.20		20.20
		7,905.28	**(13.91)**	**7,891.37**
Total Assets		**18,671.56**	**(13.91)**	**18,657.65**
II. EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital		4,009.78		4,009.78
(b) Other Equity	1 & 2	11,276.28	(8.97)	11,267.31
		15,286.06	**(8.97)**	**15,277.09**
LIABILITIES				
1. Non Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	1	46.83	(0.19)	46.64
(ii) Other		24.48	-	24.48
(b) Provisions		17.91	-	17.91
(c) Deffered tax liabilities (Net)	1 & 2	698.30	(4.75)	693.55
		787.52	**(4.94)**	**782.58**

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 4 : Reconciliations Between Previous GAAP and Ind-AS (Contd.)

B. Reconciliation of equity as at March 31, 2017

(₹ in Lakhs)

Particulars	Note No.	Indian GAAP *	Effects of transition to Ind-AS	Ind-AS
2. Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		594.45	-	594.45
(ii) Trade Payable		426.58	-	426.58
(iii) Other financial liabilities		273.04	-	273.04
(b) Other current liabilities		244.19	-	244.19
(c) Provisions		50.79	-	50.79
(d) Current Tax Liabilities (Net)		1,008.93	-	1,008.93
		2,597.98	**-**	**2,597.98**
Total Equity and Liabilities		**18,671.56**	**(13.91)**	**18,657.65**

* The Indian GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

Notes :

1. **Secured Loan**

   Under Indian GAAP, transaction costs incurred in connection with borrowings are charged to profit or loss/ capitalised as and when incurred. Under Ind-AS, transaction costs are included in the initial recognition amount of financial liability and charged to profit or loss/ capitalised using the effective interest method. Accordingly, borrowings have been increased by ₹ 0.11 lakhs with a corresponding decrease in retained earnings of ₹ 0.07 lakhs, decrease in deferred tax liability of ₹ 0.04 lakhs as at March 31, 2017.

2. **Trade Receivables**

   Under Indian GAAP, the Company has created provision for impairment of trade receivables consists only in respect of specific amount for incurred losses. Under Ind-AS, impairment allowance has been determined based on Expected Credit Loss model (ECL). Accordingly, trade receivables have been reduced by ₹ 13.91 lakhs with a corresponding decrease in retained earnings of ₹ 9.09 lakhs and deferred tax liability of ₹ 4.81 lakhs as at March 31, 2017.

3. **Non-Current Financial Assets - Other**

   Under Indian GAAP, deposits were recorded at absolute amount of deposit paid. Under Ind-AS, deposits are recorded at present value by discounting the amount of security deposit paid at an appropriate discounting rate. Accordingly effect of the same has been effected by reducing other non-current finacial assets by INR 511.70 lakhs and a corresponding increase in other Non current assets as at March 31, 2017.

C. Reconciliation of Total Comprehensive Income for the year ended March 31, 2017

(₹ in Lakhs)

Particulars	Note No.	Indian GAAP *	Effects of transition to Ind-AS	Ind-AS
I. Revenue				
Revenue from Operations		26,997.68	-	26,997.68
Other Income	1	14.30	50.46	64.76
Total Income		**27,011.98**	**50.46**	**27,062.44**
II. Expenses				
Cost of Services		2,609.13	-	2,609.13
Employee Benefits Expenses	2	914.25	(1.35)	912.90
Finance Costs	3	109.15	0.11	109.26
Depreciation and Amortization Expenses		1,277.01	-	1,277.01
Other Expenses		17,255.34	2.59	17,257.93
Total Expenses		**22,164.88**	**1.35**	**22,166.23**
III. Profit/(loss) before tax (I- II)		**4,847.10**	**49.11**	**4,896.21**
IV. Less: Tax Expense:				
Current Tax		1,641.00	-	1,641.00
Deferred Tax	4	36.42	17.00	53.42
V. Profit for the year (III-IV)		**3,169.68**	**32.11**	**3,201.79**

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 4 : Reconciliations Between Previous GAAP and Ind-AS (Contd.)

C. Reconciliation of Total Comprehensive Income for the year ended March 31, 2017

(₹ in Lakhs)

Particulars	Note No.	Indian GAAP *	Effects of transition to Ind-AS	Ind-AS
VI. Other Comprehensive Income				
Items that will not be reclassified to profit or loss				
Re-measurement gains/ (losses) on defined benefit plans	2	-	(1.35)	(1.35)
Tax effect	4	-	0.47	0.47
Other Comprehensive Income for the year, net of tax		**-**	**(0.88)**	**(0.88)**
VII. Total Comprehensive Income for the year (V+VI) (Comprising Profit and Other Comprehensive Income for the year), net of tax		**3,169.68**	**31.23**	**3,200.91**

* The Indian GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

Notes :

1. **Interest Income on Deposits**

   As per the requirements of Ind-AS 109, notional income of INR 50.46 Lakhs for interest on deposits for rent under the head "Other Income" is recognised during the financial year 2016-17.

2. **Other comprehensive income (OCI)**

   Concept of other comprehensive income did not exist under Indian GAAP. Under Ind-AS, all items of income and expenses recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income or expenses that are not recognised in profit or loss but are shown in the statement of profit and loss as 'Other comprehensive income' includes remeasurement of defined employee benefits plans. The amount related to remeasurement of defined employee benefit plan of ₹ 1.35 lakhs and tax effect of ₹ 0.47 lakhs is presented as part of OCI during the financial year 2016-17.

3. **Finance Cost**

   Ind-AS 109 requires transaction costs incurred towards origination of borrowings to be deducted from the carrying amount of borrowings on initial recognition. These costs are recognised in the profit or loss over the tenure of the borrowing as part of interest expense by applying the effective interest method (also refer Note 4-B(1) above).

4. **Deferred Tax**

   Various Ind-AS transitional adjustments lead to temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognised in relation to the underlying transaction either in retained earnings or a separate component of equity. Effect of timing difference is considered for calculation of deferred tax for the financial year 2016-17 (also refer Note 4-B(1) and 4-B(2) above).

Note 5 : Property, Plant and Equipment

Particulars	Land	Building Owned	Building Leased *	Plant and Machinery	Furniture and Fixtures	Computers Equipments	Motor Vehicles	Office Equipments	Total	Capital Work-in Progress
Gross Carrying Amount as at April 1, 2016	**684.95**	**1,484.63**	**3,234.46**	**4,803.23**	**1,120.01**	**441.87**	**205.73**	**30.26**	**12,005.14**	**301.08**
Additions	-	-	124.72	1,143.11	270.77	23.55	35.77	243.02	1,840.94	126.48
Transfer in / (out)	-	-	188.46	-	-	-	-	-	188.46	(188.46)
Disposals	-	-		-	-	-	-	-	-	-
As at March 31, 2017	**684.95**	**1,484.63**	**3,547.64**	**5,946.34**	**1,390.78**	**465.42**	**241.50**	**273.28**	**14,034.54**	**239.10**
Additions / Transfer	323.61	874.50	97.71	936.54	133.06	114.10	-	-	2,479.52	609.77
Disposals	-	-	-	-	-	-	-	-	-	-
As at March 31, 2018	**1,008.56**	**2,359.13**	**3,645.35**	**6,882.88**	**1,523.84**	**579.52**	**241.50**	**273.28**	**16,514.06**	**848.87**

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 5 : Property, Plant and Equipment (Contd.)

Particulars	Land	Building Owned	Building Leased *	Plant and Machinery	Furniture and Fixtures	Computers Equipments	Motor Vehicles	Office Equipments	Total	Capital Work-in Progress
Accumulated depreciation as at April 1, 2016	**-**	**161.79**	**1,093.09**	**1,517.31**	**361.54**	**347.03**	**59.78**	**30.04**	**3,570.58**	**-**
Depreciation charge during the year	-	84.31	299.43	616.22	158.85	66.99	28.23	22.98	1,277.01	-
Accumulated depreciation on deletions/Adjustment/Deduction	-	-	-	-	-	-	-	-	-	-
As at March 31, 2017	**-**	**246.10**	**1,392.52**	**2,133.53**	**520.39**	**414.02**	**88.01**	**53.02**	**4,847.59**	**-**
Depreciation charge during the year	-	32.77	317.72	732.70	149.73	47.85	28.99	54.97	1,364.73	-
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-	-
As at March 31, 2018	**-**	**278.87**	**1,710.24**	**2,866.23**	**670.12**	**461.87**	**117.00**	**107.99**	**6,212.32**	**-**
Net carrying amount as at March 31, 2018	**1,008.56**	**2,080.26**	**1,935.11**	**4,016.65**	**853.72**	**117.65**	**124.50**	**165.29**	**10,301.74**	**848.87**
Net carrying amount as at March 31, 2017	**684.95**	**1,238.53**	**2,155.12**	**3,812.81**	**870.39**	**51.40**	**153.49**	**220.26**	**9,186.95**	**239.10**
Net carrying amount as at April 1, 2016	**684.95**	**1,322.84**	**2,141.37**	**3,285.92**	**758.47**	**94.84**	**145.95**	**0.22**	**8,434.56**	**301.08**

1. **Asset under construction**

   Capital Work-in Progress as at March 31, 2018 comprises expenditure for Renovation of the The Byke - Delotel at Borivali, The Byke - Brightland at Matheran, The Byke - Signature Inn at Banguluru, (March 31 2017 The Byke- Delotel at Borivali, The Byke- Nature vilass at Shimla), (April 1 2016 The Byke- Riddi Inn at Udaipur, The Byke- Delotel at Borivali)

2. The Gross carrying amount of any fully depreciated property, plant and equipment is ₹ 1095.95 lakhs (March 31, 2017: ₹ 1039.04 lakhs; March 31, 2016: ₹ 897.96 lakhs) that is still in use.

Note 6 : Non-Current Financial Assets - Others

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Carried at amortised cost			
Security Deposits	787.61	574.56	389.80
VAT and CST Deposit	0.65	2.90	2.90
Other Loans & Advances	845.28	78.88	112.31
Fixed Deposits with Banks with a maturity period more than 12 months	172.76	172.19	161.08
[includes Fixed Deposit of ₹ 25.27 Lakhs (March 31 2017 ₹ 25.27 Lakhs, April 1 2016 ₹ 20 Lakhs) is pledged with the Bank against the Overdraft Facilities]			
Total	**1,806.30**	**828.53**	**666.09**

Note 7 : Other Non-Current Assets

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Security Deposit	826.17	511.70	354.69
Total	**826.17**	**511.70**	**354.69**

Note 8 : Inventories

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Food , Beverages , Smokes & Others	1,474.28	1,080.76	622.68
Total	**1,474.28**	**1,080.76**	**622.68**

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 9 : Current Financial Assets - Trade Receivables

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Unsecured			
Considered Good	2,972.20	2,223.08	1,755.82
Considered doubtful	23.53	13.91	12.88
	2,995.73	**2,236.99**	**1,768.70**
Less: Allowances for credit losses	23.53	13.91	12.88
Total	**2,972.20**	**2,223.08**	**1,755.82**

Note 10 : Current Financial Assets - Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Bank Balances			
- In current accounts	959.85	76.60	42.08
Cash on Hand	144.70	281.15	244.89
Total	**1,104.55**	**357.75**	**286.97**

Note 11 : Current Financial Assets - Others

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Loans and advances to employees	58.13	93.90	64.07
Balance with government authorities	40.00	4.55	24.98
Other Advances	4083.11	4,109.21	3,428.46
Accrued Interest on Fixed Deposits	4.05	1.92	4.44
Total	**4,185.29**	**4,209.58**	**3,521.95**

Note 12 : Other Current Assets

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Prepaid Expenses	20.46	20.20	0.37
Total	**20.46**	**20.20**	**0.37**

Note 13 : Share Capital

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Authorised Capital			
4,10,00,000 (March 31, 2017: 4,10,00,000, April 1, 2016: 4,10,00,000) Equity Shares of ₹ 10 each	4,100.00	4,100.00	4,100.00
	4,100.00	**4,100.00**	**4,100.00**
Issued, Subscribed and Paid up Capital			
4,00,97,800 (March 31, 2017: 4,00,97,800, April 1, 2016: 4,00,97,800) Equity Shares of ₹ 10 each fully paid up	4,009.78	4,009.78	4,009.78
Total	**4,009.78**	**4,009.78**	**4,009.78**

(a) Terms / rights attached to:

Equity Shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their share holding.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 13 : Share Capital (Contd.)

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year

Equity Shares:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2018		Year Ended March 31, 2017	
	Number of shares (in Lakhs)	Amount (₹ in Lakhs)	Number of shares (in Lakhs)	Amount (₹ in Lakhs)
Balance as at the Beginning of the year	400.98	4,009.78	400.98	4,009.78
Add: Shares allotted as bonus shares	-	-	-	-
Balance as at the end of the year	**400.98**	**4,009.78**	**400.98**	**4,009.78**

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

(₹ in Lakhs)

Shares held by	Year Ended March 31, 2018		Year Ended March 31, 2017		As at April 1, 2016	
	Number of shares (in Lakhs)	Amount (₹ in Lakhs)	Number of shares (in Lakhs)	Amount (₹ in Lakhs)	Number of shares (in Lakhs)	Amount (₹ in Lakhs)
Hotel Relax Private Limited	89.25	22.26%	89.25	22.26%	89.25	22.26%
Vinita Sunil Patodia	46.58	11.62%	46.58	11.62%	46.58	11.62%
Modern Trading Business Private Limited	#	#	31.52	7.86%	25.00	6.23%
National Westminister Bank Plc as Trustee of The Jupiter India Fund	22.77	5.68%	#	#	#	#

Less Then 5%

Note 14 : Other Equity

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
General Reserve	180.00	180.00	180.00
Securities Premium Reserve	2,005.11	2,005.11	2,005.11
Retained Earnings	12,179.41	9,082.20	6,363.90
Total	**14,364.52**	**11,267.31**	**8,549.01**

(i) General Reserve

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Balance as at the beginning of the year	180.00	180.00
Add : Additions during the year	-	-
Balance as at the end of the year	**180.00**	**180.00**

(ii) Securities Premium Reserve:

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Balance as at the beginning of the year	2,005.11	2,005.11
Add : Received on issue of shares	-	-
Less: Amount utilised for share issue expenses	-	-
Balance as at the end of the year	**2,005.11**	**2,005.11**

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 14 : Other Equity (Contd.)

(iii) Retained Earnings:

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Balance as at the beginning of the year	9,082.20	6,395.87
Add/ Less: Prior Period Items	(19.51)	(31.97)
Restated Balance as at the beginning of the year after adjusting Prior Period Items	**9,062.69**	**6,363.90**
Add: Profit for the year	3,601.43	3,201.79
Add: Items of Other Comprehensive Income recognised directly in Retained Earnings		
Re-measurement gains/ (losses) on defined benefit obligations (net of tax)	(2.10)	(0.88)
Less: Dividend (including Dividend Distribution Tax)	(482.61)	(482.61)
Balance as at the end of the year	**12,179.41**	**9,082.20**

Note 15 : Non-Current Financial Liabilities - Borrowings

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Secured Term Loans* (Refer Note (a) below)			
Rupee Term Loans from Banks	-	-	154.13
Vehicle Loan - From Bank	22.69	46.64	62.62
Total Non-Current Borrowings	**22.69**	**46.64**	**216.75**

* Net of Current maturities of long-term debts, which are included in Note 21

Note:

(a) Nature of security and terms of repayment for Secured Borrowings :

Nature of Security	Terms of Repayment
Rupee Term Loan from SBBJ Bank amounting to ₹ Nil lakhs (March, 2017: 168.79 Lakhs; April 1, 2016: 404.15 Lakhs). Primary & Collateral for Rupee Term loan: Primary: Secured by first charge on all fixed assets of the company, both present and future and assignment of rights under lease agreement for hotel taken on lease basis. Collateral: Equitable mortgage of Hotel at Matheran (District Raigad - Maharashtra) on land measuring 27754 Sq. Meters consisting 48 units (78 rooms)/swimming pool /Health club/ restaurant/ Bar etc.	Repayable in 55 monthly installments, Effective rate of interest for Rupee term loan is ranging 11.00% -13.00%
Rupee Term Loan from Bank amounting to ₹ 46.83 lakhs (March, 2017: 69.83 Lakhs; April 1, 2016: 83.75 Lakhs is secured by the vehicles purchased from the loan proceedings.	Repayable in 36 - 60 monthly installments, Effective rate of interest is 10.23%

Note 16 : Non-Current Financial Liabilities - Other

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Security Deposit Received	26.50	24.48	21.90
Total	**26.50**	**24.48**	**21.90**

Note 17: Non-Current Provisions

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Provision for Employee Benefits:			
Provision for Gratuity (refer note 37)	23.16	17.91	11.96
Total	**23.16**	**17.91**	**11.96**

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 18 : Deferred Tax Liabilities (Net)

The major components of deferred tax Liabilities/ (Assets) as recognized in the financial statements are as follows:

(₹ in Lakhs)

Particulars	As at 31 st March , 2018	As at 31 st March, 2017	As at 1 st April, 2016
Deferred Tax Liabilities/ (Assets) arising on account of timing differences in:			
Property Plant and Equipment including Intangible Assets - Depreciation	791 .84	894 .66	815 .18
Gratuity	(8 .48)	(6 .58)	(4 .09)
Lease Rent	-	(189 .79)	(166 .14)
Financial Instruments - Borrowings	0 .03	0 .07	0 .10
Allowances for credit losses - Trade Raceivables	(8 .06)	(4 .81)	(4 .46)
Deferred Tax Liabilities (net)	**775 .33**	**693 .55**	**640 .59**

Movement in Deferred Tax Liabilities/ (Assets)

(₹ in Lakhs)

Particulars	Depreciation	Gratuity	Lease Rent	Borrowings	Others	Total
As at April 1, 2016	**815 .18**	**(4 .09)**	**(166 .14)**	**0 .10**	**(4 .46)**	**640 .59**
Charged/ (Credited):						
To Profit or Loss	79 .48	(2 .02)	(23 .65)	(0 .03)	(0 .35)	53 .43
To Other Comprehensive Income	-	(0 .47)	-	-	-	(0 .47)
As at March 31, 2017	**894 .66**	**(6 .58)**	**(189 .79)**	**0 .07**	**(4 .81)**	**693 .55**
Charged/ (Credited):						
To Profit or Loss	(102 .82)	(0 .79)	200 .12	(0 .04)	(3 .25)	93 .22
To Other Comprehensive Income	-	(1 .11)	-	-	-	(1 .11)
Other Adjustments:			(10 .33)			(10 .33)
As at March 31, 2018	**791 .84**	**(8 .48)**	**-**	**0 .03**	**(8 .06)**	**775 .33**

Note 19 : Current Financial Liabilities - Borrowings

(₹ in Lakhs)

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Secured Loans (Repayable on demand)			
Working Capital Loans from Banks (Refer Note (a) below)	1,969 .45	594 .45	606 .71
Total	**1,969 .45**	**594 .45**	**606 .71**

Note:

(a) These facilities are secured against the following charge on various assets of the Company :

1 . Primary : Hypothecation charge on the entire current assets of the Company both present & future.

2 . Personal Guarantees of : Mr. Anil Patodia Pramod Patodia and property owners.

3 . Corporate Guarantee of : Hotel Relax Private Limited.

Note 20 : Current Financial Liabilities - Trade Payables

(₹ in Lakhs)

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Trade Payable			
Others	424 .50	426 .58	638 .66
Total	**424 .50**	**426 .58**	**638 .66**

Note 21 : Current Financial Liabilities - Others

(₹ in Lakhs)

Particulars	As at 31 st March, 2018	As at 31 st March, 2017	As at 1 st April, 2016
Current Maturities of Long-Term Debt:			
Rupee Term Loans from Banks (Refer Note 15 above)	24 .05	191 .79	250 .51
Unclaimed Dividend (Refer Note below)	190 .75	7 .91	3 .35
Other Payables	101 .21	73 .34	164 .35
Total	**316 .01**	**273 .04**	**418 .21**

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 22 : Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Statutory Tax Payable (Including Provident Fund, Tax Deducted at Source and other indirect taxes)	147.09	137.54	94.09
Employee Related Liabilities	0.78	1.49	0.29
Advance from Customers	207.30	105.16	297.57
Total	**355.17**	**244.19**	**391.95**

Note 23 : Current Provisions

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Provision for Expenses	124.77	49.70	232.04
Provision for Employee benefits:			
Provision for Gratuity [Refer Note 37]	1.33	1.09	0.76
Total	**126.10**	**50.79**	**232.80**

Note 24 : Current Tax Liabilities (Net)

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Provision for Income Tax	1,126.65	1,008.93	205.89
Total	**1,126.65**	**1,008.93**	**205.89**

The gross movement in the current income tax asset/ (liability) for the year ended March 31, 2018 and March 31, 2017 is as follows:

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Net current income tax asset/ (liability) at the beginning	(1,008.93)	(205.89)
Add : Current income tax expense	(1,812.79)	(1,641.00)
Less: Income tax paid (net of refund, if any)	1,695.07	837.97
Net current income tax asset/ (liability) at the end	**(1,126.65)**	**(1,008.92)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2018 and March 2017:

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Accounting profit before tax from continuing operations	5,507.45	4,896.21
Tax at income tax at the rate of 34.608% (March 31, 2017: 34.608%)	1,906.02	1,694.48
Adjustments of tax effect of allowable and non-allowable income and expenses:		
Difference in Depreciation and Amortisation	102.82	(79.48)
Lease Rent	(189.79)	23.65
Provisions for Retirement Benefits(Gratuity)	1.90	2.49
Other Items	(8.16)	(0.14)
Deferred Tax Expenses for the year	92.12	52.95
	1,904.91	**1,693.95**

Note 25 : Revenue from Operations

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Services Rendered:		
Room Rent	10,231.66	19,933.48
Income from Food, Beverages & Other Services	7,509.35	7,064.20
Total	**17,741.01**	**26,997.68**

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 26 : Other Income

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest Income from financial assets at amortised cost:		
From Fixed Deposits with Banks	12.65	14.30
From Security Deposits	64.06	50.46
Total	**76.71**	**64.76**

Note 27 : Cost of Services

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Opening stock	1,080.76	622.68
Add: Net Purcahses (Food, Beverages, Smokes & Others)	3,220.68	3,067.21
Less: Closing Stock	1,474.28	1,080.76
Cost of Material Consumed	**2,827.16**	**2,609.13**

Note 28 : Employee Benefits Expenses

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Salaries, Wages and Bonus	1,077.12	869.39
Contributions to Provident and Other Funds (Refer Note 37)	15.92	12.74
Gratuity Expenses (Refer Note 37)	2.28	5.69
Staff Welfare Expenses	39.85	25.08
Total	**1,135.17**	**912.90**

Note 29 : Finance Costs

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest on Borrowings from Banks on Term Loans	5.25	34.37
Interest on Borrowings from Banks on Short-Term Loans	60.98	62.19
Interest on Others	8.77	12.70
Total	**75.00**	**109.26**

Note 30 : Depreciation Expense

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Depreciation on tangible assets (Refer Note 5)	1,364.73	1,277.01
Total	**1,364.73**	**1,277.01**

Note 31 : Other Expenses

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Accomodation Expenses	-	10,234.14
Freight & Forwarding, Power & Fule, Water Charges	507.67	490.05
Operating Supplies	846.77	824.81
Rent including lease rentals- Hotels	1,073.15	1,105.22
Staff Contractual Expenses	1,348.53	1,273.45
Other Operational Expenses	127.95	169.10
Bank Charges	14.10	5.18
Sales Promotion Expenses	2,184.01	2,384.76
Communication Expenses	61.14	53.49
Legal and Professional Fees	13.37	8.63
Advertisement Expenses	92.42	70.75
General and Office Expenses	97.33	94.90

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 31 : Other Expenses (Contd.)

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Rates and Taxes	84.27	102.92
Insurance Expenses	35.21	27.61
Printing and Stationery	27.54	24.16
Repairs & Maintenance - Building	99.42	88.00
Repairs & Maintenance - Others	73.77	113.89
Travelling and Conveyance Expenses	123.17	116.73
Provision for Loss Allowance on Trade Receivables	9.63	1.02
CSR Expenses (Refer Note 39)	81.76	62.12
Payment to Auditors:		
As Statutory Audit Fees	7.00	7.00
Total	**6,908.21**	**17,257.93**

Note 32 : Earnings Per Equity Share

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Net Profit attributable to Equity Shareholders (₹ in Lakhs)	3,601.43	3,201.79
Weighted Average Number of Equity Shares (Nos. in Lakhs)	400.98	400.98
Basic and Diluted Earnings Per Share (₹)	8.98	7.98
Face value per Share (₹)	10.00	10.00

Note 33 : Financial Assets at Amortised Cost Method

The carrying value of the following financial assets recognised at amortised cost:

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Non-Current Financial Assets			
Loans	-	-	-
Others	1,806.30	828.53	666.09
Current Financial Assets			
Trade receivables	2,972.20	2,223.08	1,755.82
Cash and Cash Equivalnets	1,104.55	357.75	286.97
Others	4,185.29	4,209.58	3,521.95
Total	**10,068.34**	**7,618.94**	**6,230.83**

Note: The fair value of the above financial assets are approximately equivalent to carrying values as recognised above.

Note 34:- Financial Liabilities at Amortised Cost Method

The carrying value of the following financial liabilities recognised at amortised cost:

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Non-Current Financial Liabilities			
Borrowings	22.69	46.64	216.75
Other Financial Liabilities	26.50	24.48	21.90
Current Financial Liabilities			
Borrowings	1,969.45	594.45	606.71
Trade Payable	424.50	426.58	638.66
Other Financial Liabilities	316.01	273.04	418.21
Total	**2,759.15**	**1,365.19**	**1,902.23**

Note: The fair value of the above financial liabilities are approximately equivalent to carrying values as recognised above.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 35 : Financial Risk Management Objectives and Policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations directly or indirectly. The Company's principal financial assets include, trade and other receivables, other advances, cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk and liquidity risk. The below note explains the sources of risk which the entity is exposed to and how the entity manages the risk :

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis and Credit ratings	Diversification of bank deposits and credit limits
Liquidity Risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions.

Trade receivables

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. The Company is in the business of Hospitality. Credit quality of a customer is assessed by the management on regular basis with market information and individual credit limits are defined accordingly. Outstanding customer receivables are regularly monitored and any further services to major customers are approved by the senior management.

An impairment analysis is performed at each reportting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 9.

On account of adoption of Ind-AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made generally in the fixed deposits. The investment limits are set to minimise the concentration of risks and therefore mitigate financial loss to make payments for vendors.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2018 and March 31, 2017 is the carrying amounts as stated in balance sheet.

Liquidity Risk

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans. The Company has access to a sufficient variety of sources of funding which can be rolled over with existing lenders. The Company believes that the working capital is sufficient to meet its current requirements.

The table below provides details regarding the maturities of significant financial liabilities as of March 31, 2018, March 31, 2017 and April 1, 2016:

(₹ in Lakhs)

Particulars	Less than 3 Months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended March 31, 2018					
Secured Loans	1,975.24	18.26	22.69	-	2,016.19
Trade Payables	424.50	-	-	-	424.50
Others	281.77	36.69	-	-	318.46

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 35 : Financial Risk Management Objectives and Policies (Contd.)

(₹ in Lakhs)

Particulars	Less than 3 Months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended March 31, 2017					
Secured Loans	660.42	125.82	46.64	-	832.88
Trade Payables	426.58	-	-	-	426.58
Others	78.25	27.48	-	-	105.73

(₹ in Lakhs)

Particulars	Less than 3 Months	3 to 12 months	1 to 5 years	> 5 years	Total
Year ended April 1, 2016					
Secured Loans	671.49	200.06	216.75	-	1,088.30
Trade Payables	638.66	-	-	-	638.66
Others	143.90	45.70	-	-	189.60

Note 36 : Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the share and to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company can adjust the dividend payment to shareholders, issue new shares, etc. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
A) Net Debt			
Borrowings (Current and Non-Current)	2,016.19	832.88	1,073.97
Cash and cash equivalents	(1,104.55)	(357.75)	(286.97)
Net Debt (A)	**911.64**	**475.13**	**787.00**
B) Equity			
Equity share capital	4,009.78	4,009.78	4,009.78
Other Equity	14,364.52	11,267.31	8,549.01
Total Equity (B)	**18,374.30**	**15,277.09**	**12,558.79**
Gearing Ratio (Net Debt / Capital) i.e. (A / B)	**4.96%**	**3.11%**	**6.27%**

Note 37 : Employee Benefits

The Company has classified the various benefits provided to employees as under:

I. Defined Contribution Plans

a. Employers' Contribution to Provident Fund

During the year, the Company has incurred and recognised the following amounts in the Statement of Profit and Loss:

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Employers' Contribution to Provident Fund and Employee's Pension Scheme	15.92	12.74
Total Expenses recognised in the Statement of Profit and Loss (Refer Note 28)	**15.92**	**12.74**

II. Defined Benefit Plan

Gratuity Fund		
a. Major Assumptions	**(% p.a.)**	**(% p.a.)**
Discount Rate	7.70%	7.40%
Salary Escalation Rate @	6.00%	6.00%

@ The estimates for future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 37 : Employee Benefits (Contd.)

During the year, the Company has incurred and recognised the following amounts in the Statement of Profit and Loss: (₹ in Lakhs)

Particulars		For the year ended 31st March, 2018	For the year ended 31st March, 2017
b.	**Change in Present Value of Obligation**		
	Present Value of Obligation as at the beginning of the year	19.00	11.96
	Current Service Cost	6.29	4.75
	Interest Cost	1.37	0.94
	Benefit paid	-	-
	Remeasurements - Actuarial (Gain)/ Loss on Obligations	(3.21)	1.35
	Past service cost	1.04	-
	Present Value of Obligation as at the end of the year	**24.49**	**19.00**
c.	**Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Assets**		
	Present Value of Obligation	24.49	19.00
	Fair Value of Plan Assets	-	-
	Funded Status	(24.49)	(19.00)
	Present Value of Unfunded Obligation	24.49	19.00
	Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 17 and 13)	24.49	19.00
d.	**Expenses Recognised in the Statement of Profit and Loss**		
	Current Service Cost	6.29	4.75
	Interest Cost	1.37	0.94
	Past service cost and Loss/(gain) on	1.04	-
	Total expenses recognised in the Statement of Profit and Loss	**8.70**	**5.69**
e.	**Expense Recognised in the Statement of Other Comprehensive Income**		
	Remeasurements of the net defined benefit liability		
	Actuarial (gains) / losses obligation	(3.21)	1.35
		(3.21)	**1.35**
f.	**Amounts recognised in the Balance Sheet**		
	Present Value of Obligation as at year end	(24.49)	(19.00)
	Fair Value of Plan Assets as at year end	-	-
	Unfunded Net Liability recognised in the Balance Sheet disclosed under Long Term Provisions and Short Term Provisions (Refer Note 17 and 23)	**24.49**	**19.00**

III. Sensitivity Analysis

The below sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

a. Gratuity

A quantitative sensitivity analysis for significant assumption as at March 31, 2018 and March 31, 2017 are as shown below:

Particulars	Change in Discount Rate	Increase/ (Decrease) in Present Value of Obligations	Change in Salary Escalation Rate	Increase/ (Decrease) in Present Value of Obligations
March 31, 2018	+ 0.5%	(1.90)	+ 0.5%	1.60
	- 0.5%	1.71	- 0.5%	(1.42)
March 31, 2017	+ 0.5%	(1.25)	+ 0.5%	1.71
	- 0.5%	1.40	- 0.5%	(1.21)

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 37 : Employee Benefits (Contd.)

IV. Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed:

Interest risk	A decrease in the market yields in the government bond will increase the plan liability.
Longevity risk	The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of defined benefit plan liability is calculated using a discount rate which is determined by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Note 38 : Related Party Disclosure

i) Relationship

Description of relationship	**Names of Related Parties**
Key Management Personnel	Mr. Anil Patodia
	Mr. Sumit Bajaj (Chief Financial Officer)
	Ms. Ankita Sharma (Company Secretary)
Enterprises in which Key Management personnel and relatives of Key Management personnel have significant influence	Hotel Relax Private Limited
	Manbhari Biofuels Private Limited
	Aqua Pumps Private Limited
	Blazing Star Private Limited
	Anil Patodia HUF
	Sunil Patodia HUF
	Choice International Limited
	Ms. Shree Shakambhari Exims
	Shree Shakambhari Exims Private Limited

Notes:

1) The list of related parties above has been limited to entities with which transactions have taken place.

2) Related party transactions have been disclosed till the time the relationship existed.

ii) Transaction with Related Parties during the year (₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Directors Remuneration and Salary		
Mr. Anil Patodia	60.00	44.00
Mr. Sumit Bajaj (Chief Financial Officer)	12.00	12.00
Mrs. Swati Gupta (Company Secretary)	-	1.14
Ms. Neha Mankame	1.74	1.59
Ms. Ankita Sharma	0.56	-
	74.30	**58.73**
Sitting Fees and Reimbursement of Conveyance		
CA Ramratan Bajaj	0.30	0.40
Mr. Ramesh Vohra	0.20	0.40
Mr. Bharat Thakkar	0.30	0.20
Mr. Sandeep Singh	0.40	0.40
Mrs. Sudha Gupta	0.20	0.40
Mr. Dinesh Kumar Goyal	0.40	-
	1.80	**1.80**

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 38 : Related Party Disclosure (Contd.)

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Rent Expenses		
Hotel Relax	32.04	32.04
Choice International	84.00	84.00
	116.04	**116.04**
Advances Given		
Shree Shakambahri Exims	586.25	1,093.66
	586.25	**1,093.66**
Advance Given Received Back		
Shree Shakambahri Exims	586.25	1,093.66
	586.25	**1,093.66**

iii) Balance with Related Parties

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Deposits Given			
Hotel Relax Pvt Ltd	125.00	125.00	125.00
	125.00	**125.00**	**125.00**
Remuneration Payable			
Mr. Anil Patodia	60.00	44.00	12.00
Ms. Neha (Company Secretary)	1.74	1.59	-
Mrs. Swati Gupta (Company Secretary)	-	1.14	2.82
Mr. Sumit Bajaj (Chief Financial Officer)	12.00	12.00	-
Mr. Manish Lahoti	-	-	7.98
Ms. Ankita Sharma (Company Secretary)	0.56	-	-
	74.30	**58.73**	**22.80**
Sitting Fees Payable			
CA Ramratan Bajaj	0.30	0.40	0.30
Mr. Ramesh Vohra	0.20	0.40	0.30
Mr. Bharat Thakkar	0.30	0.20	0.40
Mr. Sandeep Singh	0.40	0.40	0.40
Mrs. Sudha Gupta	0.20	0.40	0.10
Mr. Dinesh Kumar Goyal	0.40	-	-
	1.80	**1.80**	**1.50**

Note 39 : Expenditure on Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The Company is spending amount for these activities, which are specified in Schedule VII of the Companies Act, 2013.

(a) Gross amount required to be spent by the Company during the year ₹ 75.67 Lakhs (previous year ₹ 57.52 Lakhs)

(b) Amount spent during the year on:

(₹ in Lakhs)

Particulars	In cash/ bank	Yet to be paid in cash/ bank	Total
(i) Construction/ acquisition of any asset	-	-	-
	-	-	-
(ii) On purposes other than (i) above	81.76	-	81.76
	(62.12)	-	(62.12)

(Figures in brackets represent amount for previous year)

NOTES TO FINANCIAL STATEMENTS for the year ended March 31, 2018

Note 40 : Previous Years' Figures

The financial statements have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and polices to the extent applicable. The Company has adopted Ind-AS on April 1, 2017 with the transition date as April 1, 2016, and adoption was carried out in accordance with Ind-AS 101 - First Time Adoption of Indian Accounting Standards. The previous period's figures have been regrouped or rearranged wherever necessary.

The accompanying notes are an integral part of these financial statements

For Borkar & Mazumdar
Chartered Accountants
Firm Registration Number: 101569W

Namit Agarwal
Partner
Membership Number: 533747

Place : Mumbai
Date : May 28, 2018

For and on behalf of the Board of Directors

Anil Patodia
Director
DIN No : 00073993

Pramod Patodia
Director
DIN No : 03503728

Sumit Bajaj
Chief Financial Officer

Ankita Sharma
Company Secretary

Place : Mumbai
Date : May 28, 2018

THE BYKE HOSPITALITY LIMITED
CIN: L67190MH1990PLC056009
Registered Office: Shree Shakambhari Corporate Park, Plot No: 156-158,
Chakaravarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400099. Ph No: +91 22 67079666
Website: www.thebyke.com Email: investors.care@thebyke.com

NOTICE OF 28th ANNUAL GENERAL MEETING

Notice is hereby given that the 28th ANNUAL GENERAL MEETING of the members of THE BYKE HOSPITALITY LIMITED will be held at Hotel Radisson, Address: MIDC Central Rd, Hanuman Nagar, Andheri East, Mumbai, Maharashtra on September 27th, 2018, at 12.00 P.M to transact the following business:

ORDINARY BUSINESS:

Item No. 1 -To Consider & Adopt Financial Statements

To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018 and 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 2017-18.

Item No. 3 - Re-appointment of Mr. Vikash Agarwal

To appoint a Director in place of Mr. Vikash Agarwal (DIN: 03543788), who retires by rotation and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Item No. 4 –Ratification of appointment of Statutory Auditor of the Company.

Ratification of appointment of 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 139,141, 142 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there under, and pursuant to the resolution passed by Members at the Twenty Sixth Annual General Meeting appointing M/s Borkar & Mazumdar, Chartered Accountants (Registration No. 101569W) as Statutory Auditors of the company who shall hold office until the conclusion of 31st Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s Borkar & Mazumdar, Chartered Accountant as Statutory Auditors of the company for the financial year ending 31st March, 2019 and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the audit committee."

By Order of the Board of Directors
For The Byke Hospitality Limited

Date: August 13, 2018
Place: Thane

(Ankita Sharma)
Company Secretary

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

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy for members not exceeding 50(fifty) and holding in aggregate not more than ten percent of the total share capital of the company.
2. Proxy form is sent herewith. The proxy form in order to be effective should be duly completed, signed 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 companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2018 to September 27, 2018 (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. Pursuant to regulation 36 of the Listing regulation and Secretarial Standards on General Meeting issued by The Institute

of Company Secretaries of India, details of Directors who are proposed to be appointed/reappointed form a part of notice as **ANNEXURE A.**

6. 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, 2018; 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 September 20, 2018.

7. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Sharex Dynamic (India) Private Limited or to their depository participants in case shares are held in depository form.

8. 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.

9. All documents referred to in the notice are open for inspection at the registered office of the company during office hours.

10. 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 ECS/ NEFT 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.

11. In terms of Section 124 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unpaid dividend lying in dividend account of the year 2010-11 will be transferred to Investor Education and Protection Fund at appropriate time in current financial year. Members who have not encashed their dividend warrants are requested to write to the Registrars & Share Transfer Agents. Shareholders can visit the Company's website www.thebyke.com to check the details of their unclaimed dividend under the Investors' section. Additionally , pursuant to subsection (6) of section 125 of the Act read with the IEPF Rules, all shares in respect of which dividend has not been claimed for the past seven consecutive years shall be transferred by the company in the name of IEPF Authority by way of credit to the Demat Account established by the IEPF Authority.

12. Shareholders seeking any information with regard to Annual Report are requested to write to the Company at an early date so that the information can be kept ready.

13. To support green initiative of the Government, electronic copy of the Annual Report for the year ended March 31, 2018 and notice of 28th Annual General Meeting are being sent to the members whose mail IDs are available with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report and the Notice are being sent in the permitted mode. Please note that annual report and the notice of 28th Annual General Meeting are also posted on the website www.thebyke.com

14. 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 Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, 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

    The instructions for shareholders voting electronically are as under:

    (i) The voting period begins on September 24, 2018 at 9:00 A.M and ends on September 26, 2018 by 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The shareholders should log on to the e-voting website www.evotingindia.com

    (iii) Click on Shareholders / Members – login.

    (iv) Now Enter your User ID

    a. For CDSL: 16 digits beneficiary ID,

    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

    c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

    (v) Next enter the Image Verification as displayed and Click on Login.

    (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) 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 ORDate 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. • 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(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 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.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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, under help section or write an email to helpdesk.evoting@cdslindia.com

15. Ms. Suman Sureka (Membership No. 6842), Practisting Company Secretary, have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

16. 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 September 26, 2018 (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 by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than September 26, 2018. Ballot Form received after this date will be treated as invalid.

17. 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.

18. The Result of Annual General Meeting will be announced at the registered office of the company situated at, Shree Shakambhari Corporate Park, Plot No 156-158, Chakarvarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400099 and also available on the website of the Company (www.thebyke.com). The Results shall simultaneously be communicated to Stock Exchanges where the Shares of the Company are listed.

19. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 27, 2018 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

Ankita Sharma
Company Secretary

Date: August 13, 2018
Place: Thane

Annexure A

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

Name of Director	Mr. Vikash Agarwal
DIN	03543788
Date of Birth	13/02/1976
Date of first appointment	27/05/2015
Expertise in specific functional area	Planning, Strategy & Portfolio Expansion
Qualification	Graduate
Details of shares held in the Company	NIL
Board Membership of other Companies as on March 31, 2018	4
Chairman / Member of the Committees *of other Companies on which he is director as on March 31, 2018	NIL

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

THE BYKE HOSPITALITY LIMITED

CIN: L67190MH1990PLC056009
Registered Office: Shree Shakambhari Corporate Park, Plot No: 156-158,
Chakaravarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400099. Ph No: +91 22 67079666
Website: www.thebyke.com Email: investors.care@thebyke.com

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 ____

____

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I hereby record my presence at the 28th ANNUAL GENERAL MEETING of the Company held on September 27, 2018 at Hotel Radisson at 12:00 P.M.

____
Signature of Shareholder/ Proxy

* Applicable for investors holding shares in electronic form

- -

Form No. MGT-11
Proxy form

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: ____________

Date &Time: ____________

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______________________ 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 28th Annual General Meeting of the Company to be held on ____________(date & time) and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Mr/Mrs: ______________________Address: ______________________

   E-mail Id: ______________________Signature ______________________ or failing him;

2. Mr/Mrs: ______________________Address: ______________________

   E-mail Id: ______________________Signature ______________________ or failing him;

3. Mr/Mrs: ______________________Address: ______________________

   E-mail Id: ______________________Signature ______________________ or failing him;

** 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
	Ordinary Business			
1	Adoption of Audited Financial Statements for the financial year ended March 31, 2018 and reports of the Board of Directors and the Auditors Thereon			
2	Declaration of final dividend of 10% i.e. ₹ 1/- per share on the equity shares of the Company for the financial year 2017-2018.			
3	Re-appointment of Mr. Vikash Kumar Agarwal, who retires by rotation			
4	Ratification of Appointment of M/s Borkar & Mazumdar, Chartered Accountants, as Statutory Auditor for the year 2018-19.			

** 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.

Signed this .... day of 2018

Affix One Rupee Revenue Stamp

Signature (s) of Member(s) 1. ______________________ 2. ______________________ 3. ______________________

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

28TH Annual General Meeting of The Byke Hospitality Limited

NOTES

A TRISYS PRODUCT
info@trisyscom.com

Registered Office:
The Byke Hospitality Limited
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