

**THE BYKE HOSPITALITY LIMITED**

**Registered office:** Shree Shakambhari Corporate Park, Plot No: 156-158, Chakarvarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400099

**CIN:** L67190MH1990PLC056009

**Tel No:** 022- 67079666 **F:** 022 67079959 **E:** investors.care@thebyke.com **Website:** www.thebyke.com

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**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rule, 2014

Dear Members,

Notice is hereby given, pursuant to provision to Section 110 and other applicable provisions of the Companies Act, 2013 ("The Act"), if any, read together with the Companies (Management and Administration) Rules, 2014 including any statutory modifications or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot. The proposed Special Resolutions and Explanatory Statement pertaining to the said resolutions under Section 102 of the Companies Act, 2013 setting out all material facts concerning the Resolution and reason thereof are annexed to the Postal Ballot Notice for your consideration. The Postal Ballot Form is also enclosed for you to vote on proposed Special Resolutions

The Board of Directors of the Company ("Board") has appointed M/s Suman Sureka & Associates as the Scrutinizer for conducting postal ballot / e-voting process.

The Company is also pleased to offer e-voting facility as an alternate for the members which would enable the members to cast their votes electronically.

The Members are requested to read carefully the instruction printed on the Postal Ballot form, record your assent (for) or dissent (against) therein and return the form duly completed, in the attached self-addressed, pre-paid postage envelope, so as to reach the address of the Scrutinizer not later than 17:00 hours(IST) on March 28, 2019 to be eligible for being considered, failing which, it will be considered that no reply has been received from the Member.

Upon completion of the e-voting process and scrutiny of postal ballot forms, the Scrutinizer will be submitting his report to the Managing Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on or before April 02, 2019 at the registered office of the Company. The said results will be displayed at the registered office of the Company and on the Company's website viz. www.thebyke.com along with Scrutinizer's report.

**SPECIAL RESOLUTIONS:**

**1. Approval for continuation of Mr. Ramesh Vohra as an Independent Director.**

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

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members be and hereby accorded to Mr. Ramesh Vohra, (DIN: 03502651), Non-Executive and Independent Director of the Company, who has already attained the age of 75 years to continue as an Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term i.e. upto the conclusion of the Annual General Meeting to be held in the year 2019.

**FURTHER RESOLVED THAT** the Board of Directors of the Company, be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may deem necessary, expedient, usual or proper to be in the best interest of the Company, for giving effect to the above resolution, including delegation of such authority to the Company Secretary or any other officer, in accordance with the statutory requirements as may be applicable from time to time.

## 2. Reappointment of Mr. Dinesh Goyal, as an Independent Director.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 16(1)(b) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Dinesh Kumar Goyal (DIN 01344073), as an Independent Director of the Company for second term of two (2) consecutive years with effect from February 13, 2019 and that he shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors of the Company, be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may deem necessary, expedient, usual or proper to be in the best interest of the Company, for giving effect to the above resolution, including delegation of such authority to the Company Secretary or any other officer, in accordance with the statutory requirements as may be applicable from time to time.”

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

**Sd/-  
(Ankita Sharma)  
Company Secretary**

**Place : Mumbai  
Date : February 13, 2019**

### NOTES:

1. The Explanatory Statement as required under Section 102 of the Act is annexed to this Notice. A Postal Ballot Form is also enclosed.
2. Postal Ballot being sent to all the Members, whose names appear in the Register of Members/List of beneficial owners as received from National Securities Depository Limited (NSDL) & Central Depository Services Limited (CDSL) as on February 15, 2019 (cut-off date).
3. Resolutions passed by the members through Postal Ballot and remote e-voting are deemed to have been passed effectively at a General Meeting of the Members. The Special resolution shall be declared as passed if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
4. As per Section 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company’s Registrar and Transfer Agent for communication purposes are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical form through permitted means.
5. The Dispatch of the Postal Ballot Notice and Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper and 1 (One) Marathi newspaper, with wide circulation, where the registered office of the Company is situated. Members may also note that the Notice of Postal Ballot will also be available on the Company’s website [www.thebyke.com](http://www.thebyke.com)
6. A member cannot exercise his/her vote through proxy.
7. The Board of Directors have appointed Ms. Suman Sureka (Membership No. FCS 6842), Proprietor of M/s SumanSureka & Associates, Practicing Company Secretary, as Scrutinizer for conducting postal ballot voting process in fair and transparent manner.
8. In Compliance with provisions of Section 108 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the members are informed that the Company is pleased to offer remote e-voting facility as an alternative

mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services Limited (CDSL) to facilitate remote e-voting. Remote e-voting is optional and members shall have the option to vote either through remote e-voting or through Postal Ballot Form. The detailed procedure with respect to remote e-voting is mentioned below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, February 27, 2019 at 9:00 hours(IST) and ends on March 28, 2019 at 17.00 hours(IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 15, 2019, 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](http://www.evotingindia.com).
- (iii) Click on Shareholder
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 BYKE HOSPITALITY LIMITED**.
- (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 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and evoting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
9. The voting commences on Wednesday, February 27, 2019. The members are requested to note that:
- a) Duly completed Postal Ballot Form should reach the Scrutinizer before 17.00 hours (IST) ( on Thursday, March 28, 2019. Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such members has not received.
  - b) Similarly, the remote e-voting period will commence at 9.00 hours(IST) on Wednesday, February 27, 2019 and will end at 17.00 hours(IST) on Thursday, March 28, 2019. Please note that remote e-voting module will be disabled for voting after the said date. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Shareholders holding share either physical form or in dematerialised form as on cut-off date February 15, 2019 may cast their vote electronically.
10. Any members who have not received the Postal Ballot Form may write to the Company on [investors.care@thebyke.com](mailto:investors.care@thebyke.com) / Registrar & Transfer Agent on [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com) of the Company for obtaining a duplicate/additional form.
11. A member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a member casts vote by both mode, then voting done through remote e-voting shall prevail and Postal Ballot shall be treated as invalid.

12. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instruction printed on the Postal Ballot Form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours i.e. 17.00 hours(IST) on March 28, 2019. The postage will be borne by the Company. Unsigned postal Ballot Forms will be rejected.

13. The Scrutinizer will submit the report to the Chairman or any other person authorised by the chairman after completion of the scrutiny.

Further, the result of Postal Ballot will be announced on or before April 02, 2019 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.

14. The resolution if passed by the requisite majority, shall be deemed to have been passed on March 28, 2019 i.e. last date specified for receipt of duly completed postal ballot forms or e-voting.

15. The result of the postal ballot would be displayed on the website of the Company i.e. [www.thebyke.com](http://www.thebyke.com) and communicated to the Stock Exchanges where shares of the Company are listed.

16. In case of any query or grievances connected with the voting by Postal Ballot including voting by electronic means, please contact to our Share Transfer Agent M/s Sharex Dynamic (India) Private Limited Ph No: 022- 2851 5644/ 2851 5606.

## **EXPLANATORY STATEMENTS:**

### **ITEM NO.1**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1<sup>st</sup> April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Board of Directors is of the opinion that Mr. Ramesh Vohra (DIN: 03502651) is a person of integrity; possess relevant expertise and vast experience. His association as non-executive Independent Director will be beneficial and in the best interest of the Company. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Directors recommend his continued association beyond April 1, 2019 and until expiry of his term. The brief resume of said Director, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolution as mentioned for approval of the Members of the Company.

Mr. Ramesh Vohra may be deemed to be interested, financially or otherwise, in the resolutions as set out in the Notice with regard to continuance of his Directorship. None of the other Directors and Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the Company.

### **ITEM NO. 2**

The Members of the Company on September 18, 2017, appointed Mr. Dinesh Kumar Goyal (DIN-02576453) as Independent Director of the Company for a term of two years commencing from February 13, 2017. As per Section 149(10) of the Act, an Independent Director shall be eligible for reappointment for another term of upto five consecutive years with approval of shareholders obtained by way of passing a Special Resolution by the Company.

Mr. Dinesh Kumar Goyal being eligible has given consent for such re-appointment as an Independent Director of the Company.

Mr. Dinesh Kumar Goyal is a person of high repute and integrity. He belonged to 1981 batch of the Indian Administrative Service. Prior to IAS, he was a Scientist for six years in Department of Atomic Energy, Govt. of India. He has administrative experience of 32 years as a District Magistrate and Collector, and as the Head of various departments like Agriculture commodities procurement, Computers, Election, Employment, Energy, Finance, Investment, Industries, Labour, Mines, Plan, Public Works, Sports, Tourism, Town planning, Youth Affairs, etc. In the opinion of the Board, he fulfils the conditions for re-appointment as an Independent Director as specified in the Act and The Listing Regulations. The Board considers that his continued association as an Independent Director of the Company would be of immense benefit to the Company and stakeholders.

Except Mr. Dinesh Kumar Goyal, being an appointee, none of the Directors, Key Managerial Personnel of Company or their relatives are concerned or interested, financially or otherwise in the proposed special resolution, except to the extent of their shareholding in the Company.

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

**Sd/-  
(Ankita Sharma)  
Company Secretary**

**Place : Mumbai  
Date : February 13, 2019**

**ANNEXURE - A TO THE NOTICE****DETAILS OF THE DIRECTORS SEEKING CONTINUATION/ REAPPOINTMENT OF PRESENT TERM**

1	Name of Director	Mr. Ramesh Vohra	Mr. Dinesh Goyal
2	Date of Birth	27/12/1941	25/12/1953
3	Date of Appointment	27/09/2014	13/02/2017
4	Expertise in specific functional areas	Supply & Service of Engineering Products	Infrastructure
5	Qualifications	Graduate	Ph.D, MSC
6	Shareholding in the Company (including HUF)	NIL	NIL
7	Directorship held in other public companies (excluding foreign companies)	NIL	3
8	Membership / Chairmanship of Committees of other public companies (includes only Audit Committee and Stakeholders Relationship / Shareholders' / Investors Grievance Committee)	NIL	NIL
9	Disclosure of Relationships between Director inter-se	NIL	NIL

