

September 05, 2018

To,  
Corporate Services Department,  
**National Stock Exchange  
of India Ltd.**  
5<sup>th</sup> Floor, Exchange Plaza  
Plot no. C/1, G Block,  
Bandra - Kurla Complex  
Bandra (E), Mumbai - 400 051

To,  
Corporate Services Department,  
**The BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001.

To,  
Corporate Services Department,  
**Metropolitan Stock Exchange  
of India Limited**  
4<sup>th</sup> Floor, Vibgyor Towers,  
Bandra - Kurla Complex,  
Bandra (E), Mumbai - 400 098

**Ref: Scrip Code/Name: BYKE (NSE), 531373 (BSE), THEBYKE (MCX-SX)**

**Subject: Submission of Notice of 28<sup>th</sup> Annual General Meeting of the Company**

**Respected Sir/Madam,**

In continuation of our letter dated August 13, 2018 intimating the date of 28<sup>th</sup> Annual General Meeting (AGM) of the company, please find enclosed herewith the Notice of 28<sup>th</sup> Annual General Meeting of the company to be held on Thursday, September 27, 2018 at 12:00 P.M at Hotel Radisson, X - 22, MIDC Central Road, Andheri(East), Mumbai-400093.

The Register of Member and Share Transfer Books of the Company will remain closed from September 21, 2018 to September 27, 2018 (both days inclusive) for the purpose of AGM and to determine the names of the members who will be entitled to receive final dividend, if approved at the AGM.

Request you to kindly take the above on record.

**For The Byke Hospitality Limited**

  
(Ankita Sharma)



**Company Secretary & Compliance Officer**

## 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 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**

**(Ankita Sharma)**  
Company Secretary

Date: August 13, 2018

Place: Thane

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

- 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.
- 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.
- 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.
- 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.
- 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](http://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](http://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](http://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](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	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <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 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](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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual



available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

15. Ms. Suman Sureka (Membership No. 6842), Practising 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](mailto:investors.care@thebyke.com) by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than 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](http://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):**

<b>Name of Director</b>	<b>Mr. Vikash Agarwal</b>
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 \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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 PM.

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

\* Applicable for investors holding shares in electronic form

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### 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;

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

Sl. No.	Resolution	Number of shares held	For	Against
	<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements for the financial year ended March 31, 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

Signature (s) of Member(s) 1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

Affix One  
Rupee  
Revenue  
Stamp

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

