

Date: November 15, 2023

**BY E-FILING**

To, Corporate Services Department, <b>National Stock Exchange of India Limited,</b> 5 <sup>th</sup> Floor, Exchange Plaza Plot no. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051. <b>Scrip Code: BYKE</b>	To, Corporate Services Department, <b>BSE Limited,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. <b>Scrip Code: 531373</b>	To, Corporate Services Department, <b>Metropolitan Stock Exchange of India Limited,</b> 4 <sup>th</sup> Floor, Vibgyor Towers, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 098 <b>Scrip Code: THEBYKE</b>
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**Sub: Notice of Extra Ordinary General Meeting of the Company**

Dear Sir/Madam,

With reference to subject captioned above, please find enclosed herewith the Notice convening Extra Ordinary General Meeting of the Company of Financial Year 2023-2024 scheduled to be held on Thursday, December 07, 2023 through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The Notice of EGM along with explanatory statement is also available on the website of the company [www.thebyke.com](http://www.thebyke.com).

Request you to please take the above on record.

Thanking You,

Yours Truly,

For and on behalf of The Byke Hospitality Limited



(Puja Sharma)

Company Secretary & Compliance Officer



**THE BYKE HOSPITALITY LIMITED**

Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar, Andheri (East), Mumbai-400099  
Tel No.: +91-22-6707 9666, Website: www.thebyke.com, CIN: L67190MH1990PLC056009

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra Ordinary General Meeting of the Shareholders of The Byke Hospitality Limited will be held on Thursday, 7<sup>th</sup> December, 2023 at 12:30 P.M. through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact with or without modifications as may be permissible, the following business:

The proceedings of the Extraordinary General Meeting ("EGM") shall be deemed to be conducted at the Registered Office of the Company at the Sunil Patodia Tower, Plot No. 156-158, J.B. Nagar, Andheri (east), Mumbai-400099 which shall be the deemed venue of the EGM.

**SPECIAL BUSINESS:**

**1. To increase the Authorized Share Capital of the Company and amendment in the Capital Clause of the Memorandum of Association of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of section 61 and 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules made thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), and provisions of the Articles of Association, approval of the members, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 41,00,00,000 (Rupees Forty One Crore) divided into 4,10,00,000 (Four Crore Ten Lakh ) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 53,40,00,000/- (Rupees Fifty Three Crores and Forty Lakhs only) divided into 5,34,00,000 Equity Shares of Rs. 10/-(Rupees Ten only) each by creating additional 1,24,00,000 (One Crore Twenty Four Lakhs ) Equity Shares of Rs. 10/- (Rupees Ten Only) each and consequently first paragraph of Clause No. V of the Memorandum of Association of the Company be and is hereby substituted by the following:

V. "The Authorised Share Capital of the company is Rs. 53,40,00,000/- (Rupees Fifty Three Crores and Forty Lakhs only) divided into 5,34,00,000 (Five Crores Thirty Four Lakhs) Equity Shares of Rs. 10/-(Rupees Ten) each".

The Company shall have the power to increase or reduce its capital from time to time for such amount as the Company may determine.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and are hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in the Memorandum of Association of the Company as they may think fit."

<sup>1</sup> **Regd. Office :** Sunil Patodia Tower, Plot No. 156-158, Chakarvarti Ashok Complex, J. B. Nagar, Andheri (East), Mumbai - 400099. India Tel: +91 22 67079666

**E-mail :** Booking Id : reservations@thebyke.com / Corporate Id : investors.care@thebyke.com

Website : www.thebyke.com



## 2. Issue of Warrants convertible into Equity Shares on Preferential basis:

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the **“Act”**), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India (**“SEBI”**), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (**“SEBI Listing Regulations”**), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time (**“SEBI (ICDR) Regulations”**) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**) and subject to any other relevant governmental authorities including from BSE Limited the (**“Stock Exchange”**) and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 1,24,00,000 (One Crore Twenty Four Lakhs ) equity warrants (**“Equity Warrants”**) at a price of Rs. 45/- (Rupees Forty Five) per Warrant, each convertible into or exchangeable for One (1) equity share of face value of Rs. 10/- each (**“the Equity Shares”**) at a Premium of Rs 35/- (Rupees Thirty Five) per share aggregating to Rs. 55,80,00,000 (Rupees Fifty Five Crores and Eighty lakhs Only) to the following Person / Entities forming part of both Promoter & Non Promoter group (as defined in SEBI (ICDR) Regulations) (**“Proposed Allottee”**) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members

Sr. No.	Name	Category (Promoter/Non Promoter)	Maximum number of warrants to be issued
1	Aayush Anil Patodia	Promoter	500000
2	Archana Anil Patodia	Promoter	1000000
3	Arunkumar Poddar	Promoter	400000
4	Anil Chothmal Patodia	Promoter	1000000
5	Suyash Sunil Patodia	Promoter Group	400000

2 **Regd. Office : Sunil Patodia Tower**, Plot No. 156-158, Chakarvarti Ashok Complex, J. B. Nagar, Andheri (East), Mumbai - 400099. India Tel: +91 22 67079666

**E-mail : Booking Id : reservations@thebyke.com / Corporate Id : investors.care@thebyke.com**

**Website : www.thebyke.com**



6	*MBRD Investment	Non Promoter	700000
7	*PG Foils Limited	Non Promoter	500000
8	Darshil Kedia	Non Promoter	450000
9	Preeti Agrawal	Non Promoter	450000
10	Prem Chand Agarwal	Non Promoter	450000
11	Jashandeep Singh	Non Promoter	450000
12	*Rajeev and Sons HUF	Non Promoter	400000
13	Kirodi Mal Modi	Non Promoter	350000
14	Gopi Kishan Malani	Non Promoter	300000
15	Sunita Modi	Non Promoter	300000
16	Bimla Bajaj	Non Promoter	300000
17	*Shree Ram India Gums Limited	Non Promoter	250000
18	*Accufolio Risers LLP	Non Promoter	250000
19	Shradha Agarwal	Non Promoter	250000
20	*PGL Projekts Limited	Non Promoter	225000
21	Aanchal Gupta	Non Promoter	225000
22	Anshu Gupta	Non Promoter	225000
23	Nidhi Aggarwal	Non Promoter	225000
24	Tina Aggarwal	Non Promoter	225000
25	Garv Agarwal	Non Promoter	200000
26	Vijay Pukhraj Bhandari	Non Promoter	200000
27	*Santosh Industries Limited	Non Promoter	200000
28	*Anamika Fashionwears and Exports Private Limited	Non Promoter	200000
29	Rahul Agarwal	Non Promoter	150000
30	Shraddha Agrawal	Non Promoter	125000
31	*Metores Ispat Private Limited	Non Promoter	100000
32	Swati Piyush Somani	Non Promoter	100000
33	Vimal Kishore Parwal	Non Promoter	100000
34	Navneet Shyamsunder Kothari	Non Promoter	100000
35	*Himesh Narayan HUF	Non Promoter	100000
36	Kishan Lal Rungta	Non Promoter	100000
37	Rekha Rungta	Non Promoter	100000
38	Ram Avtar Agarwala	Non Promoter	100000
39	Raksha Kirti Ajmera	Non Promoter	100000
40	Jain Ramniklal	Non Promoter	100000
41	*JJoshi Infra-Projects Private Limited	Non Promoter	100000
42	Shyamsunder Basudeo Agarwal	Non Promoter	100000
43	*M/S. Abhisek Bhutra HUF	Non Promoter	100000
44	Aishvarya Dadheech	Non Promoter	100000
45	Garima Chhparia	Non Promoter	100000



**\*Ultimate Beneficiary of the above mentioned Proposed Allottee :**

- 1) As on November 03, 2023, Mr. Ritesh Dalmia and Mr. Archit Dalmia holds majority stake in MBRD Investment.
- 2) As on November 03, 2023, Mr. Rajeev Arora, Karta of Rajeev and Sons HUF is the ultimate Beneficial owner.
- 3) As on November 03, 2023, Mr. Akash Soni is holding majority stake in Shree Ram India Gums Limited.
- 4) As on November 03, 2023, Ms. Monika Shah and Ms. Richa Agarwal are holding majority stake in Accufolio Risers LLP.
- 5) As on November 03, 2023, Ms. Pritha Agarwal is holding majority stake in PGL Projekts Limited.
- 6) As on November 03, 2023, Mr. Surendra Kumar Dugar is holding majority stake in Santosh Industries Limited.
- 7) As on November 03, 2023, Ms. Anamika Khanna is holding majority stake in Anamika Fashionwears and Exports Private Limited.
- 8) As on November 03, 2023, Mr. Sameer Agarwal is holding majority stake in Metores Ispat Private Limited.
- 9) As on November 03, 2023, Mr. Himesh Narayan, Karta of Himesh Narayan HUF is the ultimate Beneficial owner.
- 10) As on November 03, 2023, Mr. Jignesh Joshi is holding majority stake in JJoshi Infra-Projects Private Limited.
- 11) As on November 03, 2023, Mr. Abhishek Bhutra, Karta of M/S. Abhishek Bhutra HUF is the ultimate Beneficial owner.
- 12) Since PG Foils Limited is a listed company, therefore as per proviso to Regulation 163(1)(f), no such disclosure will be required.

**RESOLVED FURTHER THAT** the “**Relevant Date**” in accordance with SEBI (ICDR) Regulations would be Tuesday, November 07, 2023 the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- a) The proposed Equity Warrants shall be issued and allotted by the Company to Proposed Allottee within a period of Fifteen (15) days from the date of of this resolution provided that where the issue and allotment of the proposed Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the



Central Government the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;

b) Each Equity Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Equity Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;

c) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalisation of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

d) Equity Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Equity Warrants, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Equity Warrant exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Equity Warrants;

e) The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Equity Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Equity Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;

f) The Equity Shares to be so allotted on exercise of Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari- passu in all respects including dividend, with the existing equity shares of the Company;

g) In the event the warrant holder(s) does not exercise the Equity Warrants within Eighteen (18) months from the date of allotment of the Equity Warrants, then such Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company;

h) The Equity Warrants issued and allotted will be transferable within the Promoter Group subject to compliance of applicable provisions and subject to such other approvals as may be necessary from time to time;

i) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;



j) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection herewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

**RESOLVED FURTHER THAT** all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**RESOLVED FURTHER THAT** all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection



with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

## NOTES

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution no. 1 and 2 is annexed herewith.
2. In view of the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 followed by General Circular no. 09/2023 dated September 25th, 2023 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI circular no. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 followed by SEBI circular no. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October, 2023 (collectively “SEBI Circulars”), have permitted companies to conduct EGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation), the Extra-Ordinary General Meeting (EGM) of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

Since the EGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e- voting.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at



<https://www.thebyke.com/investors-relations/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and Metropolitan stock exchange of India Limited. EGM Notice is also available on the website on the website of Link Intime India Private Limited.

6. The procedure for joining the EGM through VC/OAVM is mentioned in this Notice. Since the EGM will be held through VC/OAVM, the route map is not annexed in this Notice.
7. In compliance with the provision of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting is being provided by the Company through Central Depository Services (India) Limited ("CDSL") and e-voting during the EGM in respect of the business to be transacted at the EGM is being provided by the company Registrar and Transfer Agent, Linkintime India Pvt Ltd. Necessary arrangements have been made by the Company with CDSL and Linkintime India Pvt Ltd to facilitate remote e-voting and e-voting during the EGM.
8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

#### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- (ii) The voting period begins on Monday, December 04, 2023 from 09:00 A.M. (IST) and ends on Wednesday, December 06, 2023 at 05:00 P.M. (IST). 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) Thursday, November 30, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click</li> </ol>



	<p>at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000



**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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.</li> </ul>

(vii) After entering these details appropriately, click on “SUBMIT” tab.



- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant "The Byke Hospitality Limited" on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



(xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [Investors.Care@Thebyke.Com](mailto:Investors.Care@Thebyke.Com)/ [Cs@Thebyke.Com](mailto:Cs@Thebyke.Com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
2. Select the “Company” and ‘Event Date’ and register with your following details: -
  - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No



- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
  - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company.
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
3. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

## **INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.



5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

## **INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in

their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**By Order Of The Board Of Directors  
For The Byke Hospitality Limited**

Sd/-  
(Puja Sharma)  
Company Secretary & Compliance Officer

Date: 08.11.2023

Place: Mumbai

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

### **Item No. 1:**

As per item No 2. of the Notice, the Company proposes to issue Warrants to be converted in to equity shares on preferential basis. To enable the Company to issue shares, it is proposed to increase the existing Authorized Share Capital of the Company from Rs. 41,00,00,000/- (Rupees Forty One Crores only) to Rs. 53,40,00,000/- (Rupees Fifty Three Crores and Forty Lakhs only) as per the resolution.

Pursuant to section 61 and 13 of the Companies Act, 2013, the Company cannot increase its Authorized Share Capital without the consent of the members of the Company. Therefore, it is proposed to obtain the consent of the members to increase its Authorised Share Capital.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any

### **Item No. 2:**

In order to meet the working capital requirement & long-term funding requirements of the Company and its subsidiaries to enhance its long term resources and thereby strengthening the financial structure of the Company and for other general corporate purposes permitted by applicable laws, the Board of Directors of the Company in its meeting held on November 08 , 2023 accorded its approval for raising funds through issuance of upto 1,24,00,000 (One Crore Twenty Four Lakhs) Convertible Warrants ("Warrants") to the proposed allottees as set out below, being promoters / members of the promoter group of the Company/ Non Promoter ("proposed allottees") on a preferential basis by way of private placement subject to approval of the members of the Company.



As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

The Board of Directors of the Company at their meeting held on Wednesday , November 08, 2023 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate and upto 1,24,00,000 (One Crore Twenty Four Lakhs) Convertible Warrants (“Warrants”) each convertible into or exchangeable for One (1) Equity Share of face value of Rs. 10/- each (“the Equity Shares”) at a price (including the warrant subscription price and the warrant exercise price) of Rs 45/- each aggregating Rs. 55,80,00,000 (Rupees Fifty Five Crores and Eighty lakhs Only) to the following allottees forming part of the Company's promoters / promoter group/ Non Promoter group:

Sr. No.	Name	Category (Promoter/Non Promoter)	Maximum number of warrants to be issued
1	Aayush Anil Patodia	Promoter	500000
2	Archana Anil Patodia	Promoter	1000000
3	Arunkumar Poddar	Promoter	400000
4	Anil Chothmal Patodia	Promoter	1000000
5	Suyash Sunil Patodia	Promoter Group	400000
6	MBRD Investment	Non Promoter	700000
7	PG Foils Limited	Non Promoter	500000
8	Darshil Kedia	Non Promoter	450000
9	Preeti Agrawal	Non Promoter	450000
10	Prem Chand Agarwal	Non Promoter	450000
11	Jashandeep Singh	Non Promoter	450000
12	Rajeev and Sons HUF	Non Promoter	400000
13	Kirodi Mal Modi	Non Promoter	350000
14	Gopi Kishan Malani	Non Promoter	300000
15	Sunita Modi	Non Promoter	300000
16	Bimla Bajaj	Non Promoter	300000
17	Shree Ram India Gums Limited	Non Promoter	250000
18	Accufolio Risers LLP	Non Promoter	250000
19	Shradha Agarwal	Non Promoter	250000
20	PGL Projekts Limited	Non Promoter	225000
21	Aanchal Gupta	Non Promoter	225000
22	Anshu Gupta	Non Promoter	225000
23	Nidhi Aggarwal	Non Promoter	225000
24	Tina Aggarwal	Non Promoter	225000
25	Garv Agarwal	Non Promoter	200000
26	Vijay Pukhraj Bhandari	Non Promoter	200000
27	Santosh Industries Limited	Non Promoter	200000



28	Anamika Fashionwears and Exports Private Limited	Non Promoter	200000
29	Rahul Agarwal	Non Promoter	150000
30	Shraddha Agrawal	Non Promoter	125000
31	Metores Ispat Private Limited	Non Promoter	100000
32	Swati Piyush Somani	Non Promoter	100000
33	Vimal Kishore Parwal	Non Promoter	100000
34	Navneet Shyamsunder Kothari	Non Promoter	100000
35	Himesh Narayan HUF	Non Promoter	100000
36	Kishan Lal Rungta	Non Promoter	100000
37	Rekha Rungta	Non Promoter	100000
38	Ram Avtar Agarwala	Non Promoter	100000
39	Raksha Kirti Ajmera	Non Promoter	100000
40	Jain Ramniklal	Non Promoter	100000
41	JJoshi Infra-Projects Private Limited	Non Promoter	100000
42	Shyamsunder Basudeo Agarwal	Non Promoter	100000
43	M/S. Abhisek Bhutra HUF	Non Promoter	100000
44	Aishvarya Dadheech	Non Promoter	100000
45	Garima Chhaparia	Non Promoter	100000

Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Warrants, as the case may be, on such terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Warrants convertible into Equity Shares of the Company.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, issue, offer and allot, warrants convertible into Equity Shares, by way of preferential allotment to the proposed allottees.

The Warrants issued pursuant to the abovementioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares arising out of the conversion of the warrants shall rank paripassu inter se and with the then existing equity shares of the Company in all respects, including in relation to dividend.

The disclosures prescribed under the Companies Act, 2013 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, in respect of the Resolution proposed at Item No. 2 are as follows:



**a) The objects of the preferential issue:**

In order to meet the working capital requirement & long-term funding requirements of the Company and to enhance its long term resources and thereby strengthening the financial structure of the Company and for other general corporate purposes as may be permitted by applicable laws.

**b) Type and number of securities to be issued**

It is proposed to issue and allot in aggregate and up to 1,24,00,000 (One Crore Twenty Four Lakhs Only) Convertible Warrants at a price of Rs 45/- per warrant, each warrant convertible into or exchangeable for One (1) Equity Share of the face value of Rs. 10/- aggregating up to Rs. 55,80,00,000 (Rupees Fifty Five Crores and Eighty lakhs Only) to the proposed allottees.

**c) Basis on which the price has been arrived at:**

The equity shares of Company are listed on “BSE Limited”, “NSE Limited” and “MSE Limited” the “Stock Exchanges” and are frequently traded in accordance with SEBI (ICDR) Regulations. In terms of the applicable provisions of SEBI (ICDR) Regulations, the price at which Equity Warrants shall be allotted shall not be less than higher of the following:

- a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited (‘BSE’) preceding the Relevant Date
- b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE Limited (‘BSE’) preceding the Relevant Date

The pricing of the Equity Warrants to be allotted on preferential basis is Rs 45/- per Warrant convertible in to equivalent number of Equity Share of face value of Rs. 10/- each of the Company, which price is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

**d) Relevant Date**

The “Relevant Date” in accordance with SEBI ICDR Regulations would be Tuesday, November 07, 2023 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares falls on Weekend Day.

**e) Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

All the proposed allottees are promoters / members of the promoter group of the Company, Non Promoters, Foreign Institutional Investors, allottees are also Directors of the Company. The proposed allottees are intending to participate / subscribe to the proposed issue of warrants. No other Director(s) or Key Managerial Personnel(s) or their respective relatives are subscribing to this offer.

**f) Equity Shareholding Pattern of the Company before and after the Preferential Issue:**

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares upon conversion of the Warrants as per resolutions at Item No. 2 to this notice and assuming conversion of all the Warrants (Convertible within a period of

18 (eighteen) months from the date of allotment) proposed to be allotted to the promoters / members of the promoter group/ Non – Promoter group of the Company as per the resolution:

A	Promoter Group	Pre-Issue Shareholding		Issue of Warrants	Post –Issue Shareholding (Assuming conversion of full of warrants )	
		No.of Shares	%		No.of Shares	%
1	Indian Promoters					
	Individual	8863184	22.1	33,00,000	1,21,63,184	23.17
	Any Other (specify)	9925098	24.75	-	9925098	18.90
2	Foreign Promoters	-	-	-	-	-
	<b>Sub Total (A)</b>	<b>18788282</b>	<b>46.86</b>	<b>33,00,000</b>	<b>2,20,88,282</b>	<b>42.07</b>
B	Non Promoter’s Shareholding					
1	Institutions (Domestic)	-	-	-	-	-
	Insurance Companies	375972	0.94	-	375972	0.94
	Institutions (Foreign)					
	Foreign Portfolio Investors Category I	51357	0.12	-	51357	0.12
2	Non Institutional Investors					
	Bodies Corporate	3542236	8.83	25,25,000	60,67,236	11.53
	Resident Individuals	15675576	39.09	59,75,000	2,16,50,576	41.24
	Others – HUF	998698	2.49	6,00,000	15,98,698	3.04
	IEPF	34488	0.086	-	34488	0.086
	Clearing Members	6981	0.0174	-	6981	0.0174
	NRI	624210	1.55	-	624210	1.55
	<b>Sub Total (B)</b>	<b>2,13,09,518</b>	<b>53.14</b>	<b>91,00,000</b>	<b>3,04,09,518</b>	<b>57.93</b>
	<b>Grand Total (A +B)</b>	<b>4,00,97,800</b>	<b>100</b>	<b>1,24,00,000</b>	<b>5,24,97,800</b>	<b>100</b>

# assuming full conversion of the warrants

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on November 03, 2023.



2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre issue shareholding pattern was prepared.

**h) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees**

The warrants are proposed to be allotted to persons belonging to the promoters / promoter group / Non –Promoter Group of the Company. The details of the proposed allottees are as per the following table. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sr. No.	Name of Proposed Allottee(s)	Pre Issue Equity Shareholding		No. of Warrants to be allotted	Post Issue Equity Shareholding (assuming full conversion of warrants)	
		No. of shares	%		No. of shares	%
1	Aayush Anil Patodia	370000	0.92	500000	870000	1.65
2	Archana Anil Patodia	549150	1.37	1000000	1549150	2.95
3	Arunkumar Poddar	570888	1.42	400000	970888	1.85
4	Anil Chothmal Patodia	2671446	6.66	1000000	3671446	6.98
5	Suyash Sunil Patodia	0	0	400000	400000	0.76
6	MBRD Investment	0	0	700000	700000	1.33
7	PG Foils Limited	0	0	500000	500000	0.95
8	Darshil Kedia	0	0	450000	450000	0.86
9	Preeti Agrawal	0	0	450000	450000	0.86
10	Prem Chand Agarwal	0	0	450000	450000	0.86
11	Jashandeep Singh	0	0	450000	450000	0.86
12	Rajeev and Sons HUF	0	0	400000	400000	0.76
13	Kirodi Mal Modi	0	0	350000	350000	0.67
14	Gopi Kishan Malani	0	0	300000	300000	0.57
15	Sunita Modi	0	0	300000	300000	0.57
16	Bimla Bajaj	0	0	300000	300000	0.57
17	Shree Ram India Gums Limited	0	0	250000	250000	0.48
18	Accufolio Risers LLP	0	0	250000	250000	0.48
19	Shradha Agarwal	0	0	250000	250000	0.48
20	PGL Projekts Limited	0	0	225000	225000	0.43
21	Aanchal Gupta	0	0	225000	225000	0.43
22	Anshu Gupta	0	0	225000	225000	0.43
23	Nidhi Aggarwal	0	0	225000	225000	0.43
24	Tina Aggarwal	0	0	225000	225000	0.43
25	Garv Agarwal	0	0	200000	200000	0.38
26	Vijay Pukhraj	0	0	200000	200000	0.38



	Bhandari					
27	Santosh Industries Limited	0	0	200000	200000	0.38
28	Anamika Fashionwears and Exports Private Limited	0	0	200000	200000	0.38
29	Rahul Agarwal	0	0	150000	150000	0.29
30	Shraddha Agrawal	0	0	125000	125000	0.24
31	Metores Ispat Private Limited	0	0	100000	100000	0.19
32	Swati Piyush Somani	0	0	100000	100000	0.19
33	Vimal Kishore Parwal	200	0.0005	100000	100200	0.19
34	Navneet Shyamsunder Kothari	0	0	100000	100000	0.19
35	Himesh Narayan HUF	0	0	100000	100000	0.19
36	Kishan Lal Rungta	0	0	100000	100000	0.19
37	Rekha Rungta	0	0	100000	100000	0.19
38	Ram Avtar Agarwala	0	0	100000	100000	0.19
39	Raksha Kirti Ajmera	0	0	100000	100000	0.19
40	Jain Ramniklal	0	0	100000	100000	0.19
41	JJoshi Infra-Projects Private Limited	0	0	100000	100000	0.19
42	Shyamsunder Basudeo Agarwal	0	0	100000	100000	0.19
43	M/S. Abhisek Bhutra HUF	0	0	100000	100000	0.19
44	Aishvarya Dadheech	0	0	100000	100000	0.19
45	Garima Chhparia	0	0	100000	100000	0.19

**\*Ultimate Beneficiary of the above mentioned Proposed Allottee :**

- 1) As on November 03, 2023, Mr. Ritesh Dalmia and Mr. Archit Dalmia holds majority stake in MBRD Investment.
- 2) As on November 03, 2023, Mr. Rajeev Arora, Karta of Rajeev and Sons HUF is the ultimate Beneficial owner.
- 3) As on November 03, 2023, Mr. Akash Soni is holding majority stake in Shree Ram India Gums Limited.
- 4) As on November 03, 2023, Ms. Monika Shah and Ms. Richa Agarwal are holding majority stake in Accufolio Risers LLP.
- 5) As on November 03, 2023, Ms. Pritha Agarwal is holding majority stake in PGL Projekts Limited.
- 6) As on November 03, 2023, Mr. Surendra Kumar Dugar is holding majority stake in Santosh Industries Limited.



- 7) As on November 03, 2023, Ms. Anamika Khanna is holding majority stake in Anamika Fashionwears and Exports Private Limited.
- 8) As on November 03, 2023, Mr. Sameer Agarwal is holding majority stake in Metores Ispat Private Limited.
- 9) As on November 03, 2023, Mr. Himesh Narayan, Karta of Himesh Narayan HUF is the ultimate Beneficial owner.
- 10) As on November 03, 2023, Mr. Jignesh Joshi is holding majority stake in JJoshi Infra-Projects Private Limited.
- 11) As on November 03, 2023, Mr. Abhishek Bhutra, Karta of M/S. Abhisek Bhutra HUF is the ultimate Beneficial owner.
- 12) Since PG Foils Limited is a listed company, therefore as per proviso to Regulation 163(1)(f), no such disclosure will be required.

The said details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.

#assuming full conversion of warrants

#### **l) Lock in**

Warrants and Equity Shares to be allotted to the proposed allottees upon conversion of the Warrants, including the prepreferential allotment shareholding of the proposed allottees will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

#### **j) Auditor's Certificate**

The Auditors' certificate certifying that the proposed issue of the warrants would be in accordance with SEBI Regulations will be placed before the Extra Ordinary General Meeting and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, upto the date of this EGM.

#### **k) Undertaking**

The Company hereby undertakes that:

- a. Neither the Company nor any of its Directors and/or Promoters have been declared as wilful defaulters as defined under the SEBI ICDR Regulations. Consequently, the disclosure required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b. Neither the Company nor any of its Directors and/or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- c. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- d. The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- e. The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if

required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

- f. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder

In accordance with the SEBI ICDR Regulations, (i) all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only; (ii) No person belonging to the promoters / promoter group have sold/transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date except inter-se transfer of shares by one of the Promoter Group Shareholder to his Father which qualifies for exemption under the SEBI ICDR Regulations; (iii) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them; (iv) Neither the Company nor any of its promoters and directors is a wilful defaulter or a fugitive economic offender;

The issue of warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item 2 as a special resolution.

Except the Promoter Directors, Promoters and the Director's of the Company & its subsidiaries subscribing to the issue, none of the other Directors and other Key Managerial persons(s) of the company and their relative do not have any pecuniary interest on the said resolution.

**By Order Of The Board Of Directors  
For The Byke Hospitality Limited**

Sd/-  
(Puja Sharma)  
Company Secretary & Compliance Officer  
Date: 08.11.2023  
Place: Mumbai

**THE BYKE HOSPITALITY LIMITED**

CIN: L67190MH1990PLC056009

Registered Office:  
Sunil Patodia Tower, Plot No: 156-158, J.B.Nagar, Andheri East,  
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