

NOTICE

Notice is hereby given that the **25th ANNUAL GENERAL MEETING** of the members of THE BYKE HOSPITALITY LIMITED will be held at the Anchorage Hall, Hotel Suba International, 211, Chakala, Sahar Road, Andheri (East) Mumbai - 400099 on Saturday, 26th September, 2015 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements

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

Item No. 2 - Declaration of Dividend

To declare a final dividend of 10% i.e. ₹ 1.00/- per share on the equity shares of the Company for the financial year 2014 - 15.

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

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

Item No. 4 - Appointment of Statutory Auditor

To re-appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s A. P. Sanzgiri & Co., Chartered Accountants (Registration No. 116293W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the audit committee.”

SPECIAL BUSINESS:

Item No. 5 - Appointment of CASudha Gupta as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as amended from time to time, CA Sudha Gupta (DIN: 01749008), who was appointed as an additional director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five years for a term upto the conclusion of 30th Annual General Meeting of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matter and things for giving effect to this resolution.”

Item No. 6 - Appointment of Mr. Vikash Kumar Agarwal as Non-Executive and Non-Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as amended from time to time, Mr. Vikash Kumar Agarwal (DIN: 03543788), who was appointed as an additional director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, liable to retire by rotation, be and is hereby appointed as a Director under the category of Non-Executive Non-Independent Director of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds, matter and things for giving effect to this resolution.”

Item No. 7- Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby approves that the register of members and index of members , register and index of debenture holders, register and index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and other shares related documents and books be kept at the registered office of the Company’s Registrar and Transfer Agents viz. Sharepro Services (India) Private Limited, situated at, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off AndheriKurla Road, Sakinaka, Andheri (East), Mumbai - 400 072.

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

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form in order to be effective should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for other person or member.
2. Members / Proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2015 to September 26, 2015 (Both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the Listing Agreement entered into with the Stock Exchanges.
5. Subject to the provisions of the Companies Act, 2013, the dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration as follows:
 - a. For shares held in physical form - to those members whose names appear in the Register of Members on the close of the day on September 20, 2015; and

- b. For shares held in dematerialised form to those beneficiaries, whose names are furnished by the National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on the close of the day on September 20, 2015.
6. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Sharepro Services (India) Private Limited or to their depository participants in case shares are held in depository form.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. All documents referred to in the notice are open for inspection at the registered office of the company during office hours.
9. As a measure to save the cost, copies, of the annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
10. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries at least seven days before the date of the Meeting of the company so that the information required may be made available at the meeting.
11. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting along with photo identity proof.
12. Pursuant to provisions of Section 205A of the Companies Act, 1956, (corresponding Section 124 of the Companies Act, 2013) all dividends remaining unclaimed after the prescribed period of seven years shall be transferred to the "Investor Education and Protection Fund" (IEPF). Members who have not encashed their dividend warrants are requested to correspond with RTA or the Company. It is requested to note that once unclaimed dividend is transferred to IEPF pursuant to Section 205C of the Companies Act, 1956, no further claim shall be entertained. Information in respect of such unclaimed dividend when due for transfer to IEPF of Government of India including the unclaimed amount since 2007, are given in the Corporate Governance Report.
13. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
14. Brief resume of all Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are annexed.
15. The Board of Directors request the shareholders to kindly register their email id with the Company /Registrar and Share Transfer Agent to implement the 'Go Green Initiative' started by the Ministry of Corporate Affairs and to enable us to send the communications/information's/ Annual Reports to the shareholders thus making the process much faster.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Sharepro Services (India) Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

17. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 (“the Act”) and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and Clause 35B of the Listing Agreement, the Company is providing its members with the facility for voting by electronic means and the business may be transacted through such voting. The Company also will be providing voting facility through polling paper at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- Procedure for voting through Electronic Means**
Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting.
- The instructions for shareholders voting electronically are as under:**
- i. The voting period begins on Tuesday, 22nd September, 2015 at 9.00 A.M. and ends on Friday, 25th September, 2015 by 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Saturday, 19th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
 - iii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iv. Click on Shareholders.
 - v. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 DigitsClient ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - vi. Next enter the Image Verification as displayed and Click on Login.
 - vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |
| | <ul style="list-style-type: none"> ■ Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ■ In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |

| | |
|---|--|
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. |
|---|--|

- ❑ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab..
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for THE BYKE HOSPITALITY LIMITED on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non - Individual Shareholders and Custodians
 - ❑ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ❑ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ❑ After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - ❑ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ❑ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
19. Ms. Suman Sureka & Associates (Membership No. 6842), Practising Company Secretary, have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the address Ms. Suman Sureka, C/o The Byke Hospitality Limited, Shree Shakambhari Corporate Park, Plot No. 156-158, Chakravarty Ashok Complex, J.B. Nagar, Andheri (E), Mumbai - 400 099, not later than Friday, 25th September, 2015 (5.00 p.m. IST). Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investors.care@thebyke.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer not later than Friday, 25th September, 2015 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
21. The Scrutinizer after scrutinizing the votes cast at the Meeting by Poll and through remote e-voting, will not later than two (2) days of conclusion of the Meeting, make a consolidated Scrutinizer’s Report and submit the same forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
22. The Results declared along with the consolidated Scrutinizer’s Report shall be hosted on the website of the Company (www.thebyke.com) and on the website of the CDSL. The Results shall simultaneously be communicated to Stock Exchanges where the Shares of the Company are listed.
23. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 26, 2015 subject to receipt of the requisite number of votes in favour of the Resolutions.

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

Sd/-
Swati Gupta
Company Secretary

Matheran (Maharashtra), July 29, 2015

EXPLANATORY STATEMENT

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

Item No 5

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

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

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

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- (Rupees One Lacs only) proposing her candidature for office of Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 read with

Schedule IV and all other applicable provisions of the Companies Act, 2013.

The Company has received from CA Sudha Gupta (i) Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) Declaration of independence, that she meet the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

A copy of the draft letter for appointment of CA Sudha Gupta as director setting out terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the ANNUAL GENERAL MEETING.

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

No Director, Key Managerial Personnel, or their relatives, except CA Sudha Gupta to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

Item No 6

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

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

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

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

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

A copy of the draft letter for appointment of Mr. Vikash Kumar Agarwal as director setting out terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the ANNUAL GENERAL MEETING.

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

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

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

Item No. 7

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

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

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

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

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

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

Sd/-
Swati Gupta
Company Secretary

Matheran (Maharashtra), July 29, 2015

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

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

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

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

THE BYKE HOSPITALITY LIMITED

Registered Office: Shree Shakambhari Corporate Park, Plot No. 156-158, Chakravarti Ashok Society, J.B. Nagar, Andheri (East), Mumbai- 400 099 CIN: L67190MH1990PLC056009

ATTENDANCE SLIP

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

Regd. Folio No. _____

DP ID* _____

No. of Shares Held . _____

Client ID* _____

Name and Address of the Shareholder

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

Signature of Shareholder/ Proxy

* Applicable for investors holding shares in electronic form



THE BYKE HOSPITALITY LIMITED

Registered Office: Shree Shakambhari Corporate Park, Plot No. 156-158, Chakravarti Ashok Society, J.B. Nagar, Andheri (East), Mumbai- 400 099 CIN: L67190MH1990PLC056009

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

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

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

Date & Time : September 26, 2015 at 11.00 am

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name

Registered Address

Email ID

DP ID*

Client ID*

Folio No

*Applicable for investors holding shares in Electronic form.

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

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

Registered address _____

Email id _____ Signature _____

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

Registered address _____

Email id _____ Signature _____

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

Registered address _____

Email id _____ Signature _____



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

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

** This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____
2. _____
3. _____

| |
|--|
| Affix One Rupee Revenue Stamp |
|--|

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

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.