



The Byke Hospitality Limited

CIN No.: L67190MH1990PLC056009

August 29, 2016

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

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

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

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

Sub: Notice of Annual General Meeting and Book Closure

Dear Sir/ Madam,

Please find enclosed herewith the Notice for the 26th Annual General Meeting of the Company will be held on Tuesday, September 20, 2016 at 10:30 A.M at Anchorage Hall, Hotel Suba International, 211, Chakala, Sahar Road, Andheri East, Mumbai 400099.

Pursuant to Regulation 42 and all other applicable regulations of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 , we wish to inform you that Register of Members and Share Transfer Books of the company will remain closed from September 13, 2016 to September 20, 2016 (Both days inclusive) for the purpose of Annual General Meeting of the Company.

The Company is also pleased to provide the facility of remote e-voting to all members as per Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. The e-voting period commences from September 17, 2016 at 9:00 A.M and ends on September 19, 2016 by 5:00 P.M.

Yours Truly,

For The Byke Hospitality Limited

Neha Mankame

(Neha Mankame)



Company Secretary & Compliance Officer

NOTICE

THE BYKE HOSPITALITY LIMITED

Registered Office: Shree Shakambhari Corporate Park, Plot No. 156-158, Chakravarti Ashok Complex, J. B. Nagar, Andheri (East), Mumbai - 400 099 Phone: +91 22 67079666 Fax: +91 22 67079959 Website: www.thebyke.com

Email: investors.care@thebyke.com CIN: L67190MH1990PLC056009

Notice is hereby given that the 26th 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 Tuesday, September 20, 2016 at 10:30 A.M to transact the following businesses:

Ordinary Business

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the financial statements of the company for the year ended March 31, 2016, including the audited Balance Sheet of the Company as on March 31, 2016, 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 on the equity shares of the Company for the financial year 2015-16.

The Board has recommended a final dividend of Re 1.00/- per equity share of Rs. 10/-, i.e. 10%.

Item No. 3 - Appointment of Director in place of those retiring by rotation.

To appoint a Director in place of Mrs. Archana Anil Patodia (DIN: 00795826), who retires by rotation and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offer herself for re-appointment.

SPECIAL BUSINESS

Item No. 4 - Appointment of Statutory Auditor

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 139 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Borkar & Mazumdar., Chartered Accountants (Registration No. 101569W), be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors, M/s A.P.Sanzgiri & Co., Chartered Accountants, (Registration No. 1162963W) to hold office from the conclusion of this 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company (subject to ratification

of the appointment by the members at every Annual General Meeting held after this 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 in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

Item No. 5 - Re-appointment of Mr. Anil Patodia (DIN 00073993), as Managing Director 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 recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Anil Patodia, as Managing Director of the Company for a period of five years with effect from August 01, 2016 to July 31, 2021, as well as the payment of ₹ 60,00,000/- p.a. (Rupees Sixty Lakhs) including salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Anil Patodia;

RESOLVED FURTHER THAT the remuneration payable to Mr. Anil Patodia, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

RESOLVED FURTHER THAT the Managing Director shall be entitled to reimbursement of all expenses incurred for the purpose of the business of the Company and shall not be entitled to any sitting fees for attending meeting of the Board of Directors and Committee(s) thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all

such documents, instruments and writings as may be required, and to delegate all or any of its powers herein conferred to any committee of Director or Director(s), to give effect to the aforesaid resolution.”

Item No. 6 – Maintenance of the Register of Member 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/ Security 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 Agent viz. M/S Sharex Dynamic (India) Private Limited, situated at, Unit-1, Luthra Ind.Premises, 1st Floor, 44-E, M Vasant Marg, Andheri Kurla Road, Safed Pool, Andheri East, Mumbai 400072;

RESOLVED FURTHER THAT the Registers, Indexes, Return , 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 13, 2016 to September 20, 2016 (Both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable SEBI Listing Regulations 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 12, 2016; and
 - b. For shares held in dematerialised form to those beneficiaries, whose names are furnished by the National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners on September 12, 2016.
6. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Sharex Dynamic (India) Private Limited or to their depository participants in case shares are held in depository form.
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 2008, 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 Regulation 36(3) of the Listing Obligation & Disclosure 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 Sharex Dynamic (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 Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, the Company is providing its members with the facility for voting by electronic means and the business may be transacted through such voting. The Company also will be providing voting facility through polling paper at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

Procedure for voting through Electronic Means

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 September 17, 2016 at 9:00 A.M and ends on September 19, 2016 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 September 12, 2016, 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 Digits Client 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • 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. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. 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.

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 (Membership No. 6842), Practising Company Secretary, have been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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 Monday, September 19, 2016 (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 Monday, September 19, 2016. Ballot Form received after this date will be treated as invalid.

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.

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.

The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 20, 2016 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/-
Neha Mankame
Company Secretary

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

Item No 4

The Statutory Auditors, M/s. A.P Sanzgiri & Co, have expressed their unwillingness to be re-appointed as the Auditors of the Company. A special notice under the provisions of Section 140(4)(i) read with Section 115 of the Companies Act, 2013 has been received from a Member proposing the appointment of M/s. Borkar & Mazumdar, Chartered Accountants, as the Statutory Auditors in place of the retiring Auditors, Ms/. A. P.Sanzgiri & Co. A copy of the special notice has been sent to A.P. Sanzgiri & Co.

M/s. Borkar & Mazumdar, Chartered Accountants have confirmed that the appointment, if made, would be acceptable to them and would be in compliance with the statutory requirements under the Companies Act, 2013 and the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

The Audit Committee has recommended to the Board of Directors, the appointment of M/s. Borkar & Mazumdar as the Statutory Auditors as their qualifications and experience have been found to be commensurate with the size and requirements of the Company.

The Board of Directors considered the matter and has recommended the appointment of M/s. Borkar & Mazumdar as the Statutory Auditors in place of the retiring Auditors, A. P. Sanzgiri & Co.

Your directors recommend Resolution at Item No. 4 as an 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.

Item No 5

At the Annual General Meeting of the Company held on July 21, 2011, the shareholders had approved the appointment of Mr. Anil Patodia, as Managing Director (MD) for a period of five years from August 01, 2011.

The Board of Directors of the Company in its meeting held on August 03, 2016 had subject to approval of shareholders in the 26th Annual General Meeting, re-appointed Mr. Anil Patodia as Managing Director for another term of five years effective from August 01, 2016.

Keeping in view that Mr. Anil Patodia has rich and varied experience in the Hotel Industry and has been involved in the operations of the Company over a long period of time, it would be in the best interest of the Company to continue the employment of Mr. Anil Patodia as Managing Director.

Brief profile of Mr. Anil Patodia:

Mr. Anil Patodia is a Commerce Graduate from the University of Rajasthan, having huge experience in the Hospitality and service industries for over 20 years. He took over the management of The Byke in 2010. Mr.Patodia has formulated many value-based strategies to create a niche for the Byke as a brand. As an experienced hotelier, Mr. Patodia plays a significant role in the Company's operations and marketing, global expansion and future development.

Other details about Mr. Anil Patodia

1. Date of Birth: June 19, 1969
2. Age: 48
3. Name of the Companies in which Mr. Anil Patodia holds the Directorship in public company and the Chairmanship/ Membership of the Committees of the Board is as follows:

S No.	Name of Company	Designation on Board	Committees		
			Audit Committee	Stakeholder Relationship Committee	Other Committees
1.	The Byke Hospitality Limited	Managing Director	Member	Member	Chairman – CSR Committee & Risk Management Committee

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 03, 2016 approving re-appointment of Mr. Anil Patodia, as Managing Director of the Company for a further period of five years with effect from August 01, 2016 to July 31, 2021. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Remuneration payable to Mr. Anil Patodia is Rs. 60,00,000 P.A including salary, perquisites and commission.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Anil Patodia.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company.

Notice has been received from member signifying their intention to propose appointment of Mr. Anil Patodia as Managing Director of the Company along with a deposit of ₹ 1,00,000.

The disclosure under Regulation 36 (3) of the Listing Regulation & Disclosure Requirement, 2015 is provided at Annexure A of this Notice.

Except Mr. Anil Patodia, Mrs. Archana Anil Patodia, wife of Mr. Anil Patodia and Mr. Pramod Patodia, brother of Mr. Anil Patodia, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

Your directors recommend Resolution at Item No.5 as a Special Resolution for approval of the members.

Item No 6

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 debentures holders, register and index of any other Security holders, register of Renewed and Duplicate Shares/ Debentures/ Security Certificates, Register of Sweat Equity Share, 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 in Indian in which more than one tenth of the total members entered in the register of members reside. M/s Sharex Dynamic (India) Private Limited, Mumbai is Company's Register and Share Transfer Agent (RTA), who have been providing depository related services for the shares/ debentured/ securities held in demat mode and also acting as the Share Transfer Agent for the shares/ debentures/ securities held in physical segment.

In the 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.6 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/-
Neha Mankame
Company Secretary

Jaipur (Rajasthan)
August 03, 2016

Annexure A

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

(Pursuant to Regulation 36 (3) of the Listing Obligation & Disclosure Requirement, 2015 with the Stock Exchanges):

Name of Director	Mrs. Archana Patodia	Mr. Anil Patodia
DIN	00795826	00073993
Date of Birth	December 28, 1973	June 19, 1969
Date of first appointment	27/09/2014	30/03/2011
Expertise in specific functional area	Management & Administrative	Hospitality and Service Industries
Qualification	Graduate	Graduate
Details of shares held in the Company	549150	1019000
Board Membership of other Companies as on March 31, 2016	NIL	NIL
Chairman / Member of the Committees * of other Companies in which he is director as on March 31, 2016	NIL	NIL

* The Committees include the Audit Committee and Stakeholders Relationship Committee and Nominations & 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 26th Annual General Meeting of the Company held on September 20, 2016 at 10:30 A.M at the Anchorage Hall, Hotel Suba International, 211, Chakala, Sahar Road, Andheri East, Mumbai 400099 on Tuesday.

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 : _____

Date & Time : _____

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

Name	_____
Registered Address	_____
Email ID	_____
DP ID*	_____
Client ID*	_____
Folio No	_____

*Applicable for investors holding shares in Electronic form.

I/We _____ 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 26th Annual General Meeting of the Company to be held on _____ (date & time) and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Mr/Mrs _____ (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:

Sr. Resolution No.	Number of shares held	For	Against
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Ordinary Business

1. Adoption of audited Financial Statements for the financial year ended March 31, 2016 and reports of the Board of Directors and the Auditors Thereon
2. Confirmation of final dividend of 10% i.e. Re 1/- per share on the equity shares of the Company for the financial year 2015 - 16.
3. Appointment of Director in place of those retiring by rotation.

Special Business

4. Appointment of Statutory Auditor
5. Re-appointment of Mr. Anil Patodia (DIN 00073993), as Managing Director of the Company.
6. 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. _____



Signed this _____ day of _____ 2016.

Notes:

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

ROUTE MAP

26th AGM of The Byke Hospitality Limited

