

June 05, 2017

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

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

Sub: Postal Ballot Notice & Form

Dear Sir/Madam,

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 with the Companies (Management & Administration) Rules 2014, the Company has issued notice of the Postal Ballot dated 29th May, 2017 along with Postal Ballot Form to all the members whose name is recorded in the register of members or in register of beneficial interest owners maintained by the depositories as on 26th May, 2017 in respect of the following Special Resolution:

1. Increase in limit of total shareholding of all Registered Foreign Institutional Investors (FII) put together from 24% to 40% of the paid up equity share capital of the Company.

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

Kindly take the same on record and oblige us.

Thanking You,

Yours Faithfully,

For The Byke Hospitality Limited



(Neha Mankame)
Company Secretary & Compliance Officer





The Byke Hospitality Limited

**Registered office: Shree Shakambhari Corporate Park, Plot No: 156-158, Chakarvarti Ashok Society,
J.B.Nagar, Andheri East, Mumbai 400099 CIN: L67190MH1990PLC056009
Tel No: 022- 67079666 F: 022-67079959 E:investors.care@thebyke.com Website: www.thebyke.com**

NOTICE OF POSTAL BALLOT

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

Dear Members,

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

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

The company is also pleased to offer e-voting facility as an alternate for the members which would enable the members to cast their votes electronically, Instead of physical Postal Ballot Form. E-voting is optional

The Members are requested to read carefully the instruction printed on the Postal Ballot form, record your assent (for) or dissent (against) therein and return the form duly completed, in the attached self-addressed, pre-paid postage envelope, so as to reach the Scrutinizer not later than 5:00 P.M on 6th July, 2017 to be eligible for being considered, failing which, it will be considered that no reply has been received from the Member.

Upon completion of the e-voting process and scrutiny of postal ballot forms, the Scrutinizer will be submitting his report to the Managing Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on or before 11th July, 2017 at the registered office of the Company. The said results will be displayed at the registered office of the Company and on the Company's website viz. www.thebyke.com along with Scrutinizer's report.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as Special Resolution:-

- 1. Increase in limit of total shareholding of all Registered Foreign Institutional Investors (FII) put together from 24% to 40% of the paid up equity share capital of the Company:**

"RESOLVED THAT pursuant to provision of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) regulation, 2000 and all other applicable Rules, Regulations, Circulars, Directions, Notifications, Press Notes, Guidelines and Laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all applicable approvals, permission and sanctions and subject to such condition as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, consent of the members of the company be and is hereby accorded to the Board of Director to permit Foreign Institutional Investors (FII) registered with the Securities and Exchange of Board of India (SEBI) to acquire and hold their own account and on behalf of each of their SEBI approved sub accounts or Registered Foreign Portfolio Investors (RFPIs) by whatever named called, to make investment in any manner in the equity shares of the company from 24% (Twenty Four Percent) to an aggregate limit of 40% (Forty Percent) of the paid up equity share capital of the company, provided, however that the shareholding of FII in its own account and on behalf of each of their SEBI approved sub accounts and total shareholding of each RFPI in the company shall not exceed such limits as are applicable or may be prescribed, from time to time under applicable Acts, Laws, Rules and Regulation."

"FURTHER RESOLVED THAT for the purposes of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, deem necessary, expedient, usual or proper to be in the best interest of the Company, including to delegate such authority to the Company Secretary or any other officer, in

accordance with the statutory requirements as may be applicable from time to time, without requiring to seek any further consent or approval of the Members.”

By order of the Board of Directors
The Byke Hospitality Limited
Sd/-
(Neha Mankame)
Company Secretary

Date: May 29, 2017
Place: Mumbai

Notes:

1. The Explanatory Statement as required under Section 102 of the Act is annexed to this Notice. A Postal Ballot Form is also enclosed.
2. Postal Ballot being send to all the Members, whose names appear in the Register of Members/List of beneficial owners as received form National Securities Depository Limited (NSDL) & Central Depository Services Limited (CDSL) as on 26th May , 2017.
3. Resolution passed by the members through Postal Ballot and remote e-voting are deemed to have been passed effectively at a general meeting of the Members. The Special resolution shall be declared as passed if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
4. As per Section 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company's Registrar and Transfer Agent for communication purposes are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical form through permitted means.
5. The Dispatch of the Postal Ballot Notice and Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and 1 (One) Marathi newspaper, with wide circulation, where the registered office of the Company is situated. Members may also note that the Notice of Postal Ballot will also be available on the Company's website www.thebyke.com
6. A member cannot exercise his/her vote through proxy.
7. The Board of Directors have appointed Ms. Suman Sureka (Membership No. FCS 6842), Proprietor of M/s Suman Sureka & Associates Practicing Company Secretary as Scrutinizer for conducting postal ballot voting process in fair and transparent manner.
8. In Compliance with provisions of Section 108 of the Act, read with Rule 20/22 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements)Regulation, 2015, the members are informed that the company is pleased to offer remote e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the company with Central Depository Services Limited (CDSL) to facilitate remote e-voting. Remote e-voting is optional and members shall have the option to vote either through remote e-voting or through Postal Ballot Form. The detailed procedure with respect to remote e-voting is mentioned below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 7th June, 2017 at 9:00 A.M and ends on 6th July, 2017 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 26th May, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for THE BYKE HOSPITALITY LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 linked in the login 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.

9. The voting Commences on Wednesday, 7th June, 2017. The members are requested to note that:
- a) Duly completed Postal Ballot Form should reach the Scrutinizer before 5:00 P.M on Thursday, 6th July, 2017. Postal Ballot forms received after the said time and date will be strictly treated as if the reply from such members has not received.
- b) Similarly, the remote e-voting period will commence at 9.00 A.M of Wednesday, 7th June, 2017 and will end at 5:00 P.M on Thursday, 6th July, 2017. Please note that remote e-voting module will be disabled for voting after the said date. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. During the period,

shareholders holding share either physical form or in dematerialised form as on cut-off date 26th May, 2017 may cast their vote electronically.

10. Any members who have not received the Postal Ballot Form may write to the Company on investors.care@thebyke.com / Registrar & Transfer Agent on sharexindia@vsnl.com of the Company for obtaining a duplicate/additional form.
11. A member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a member casts vote by both mode, then voting done through remote e-voting shall prevail and Postal Ballot shall be treated as invalid.
12. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instruction printed on the Postal Ballot Form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours i.e. 5:00 P.M on 6th July 2017. The postage will be borne by the Company. Unsigned postal Ballot Forms will be rejected.
13. The Scrutinizer will submit the report to the chairman or any other person authorised by the chairman after completion of the scrutiny. Further, the result of postal ballot will be announced on or before 11th July, 2017 at the registered office of the company situated at, Shree Shakambhari Corporate Park, Plot No 156-158, Chakarvarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400099.
14. The resolution if passed by the requisite majority, shall be deemed to have been passed on 6th July, 2017 i.e. last date specified for receipt of duly completed postal ballot forms or e-voting.
15. The result of the postal ballot would be displayed on the website of the company i.e. www.thebyke.com and communicated to the stock exchanges where shares of the company are listed.
16. In case of any query or grievances connected with the voting by Postal Ballot including voting by electronic means, please contact to our Share Transfer Agent M/s Sharex Dynamic (India) Private Limited Ph No: 022- 2851 5644/ 2851 5606.

EXPLANATORY STATEMENT PURSUANT TO PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013

1. Increase in limit of total shareholding of all Registered Foreign Institutional Investors (FII) put together from 24% to 40% of the paid up equity share capital of the Company:

In terms of The Foreign Exchange Management Act, 1999 and Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, the total holdings of all Foreign Institutional Investors (FII)/ SEBI approved sub-accounts of FII or Registered Foreign Portfolio Investors (RFPs) put together shall not exceed 24% of the paid up equity share capital of the company. This Aggregate Limit of 24% can be increased to the sectoral cap/statutory limit, as applicable, by the company concerned through a resolution by its Board of Directors followed by a special resolution to that effect by its members.

Present holding of FII in the company is about 23.91% of the paid up capital of the company. To make more space for FII to invest in the equity of the Company, it is proposed to increase the present limit of FIIs shareholding in the company from 24% to aggregate limit of 40% of the paid up equity capital of the company.

Accordingly, consent of the Shareholders is sought by way of a Special Resolution through Postal Ballot and voting through electronic means (remote e-voting) as set out as in the Notice of Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

All document referred to in the accompanying Postal Ballot Notice and statement annexed thereto would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on working days, excluding Saturday & Sunday.

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

**Sd/-
(Neha Mankame)
Company Secretary**

**Place: Mumbai
Date: May 29, 2017**



The Byke Hospitality Limited

**Registered office: Shree Shakambhari Corporate Park, Plot No: 156-158, Chakarvarti Ashok Society,
J.B.Nagar, Andheri East, Mumbai 400099 CIN: L67190MH1990PLC056009**

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

POSTAL BALLOT FORM

**1.Name & Registered Address of the Sole/ First
Named member (in block letters) :**

**2. Name(s) of the Joint Holder(s) (if any)
(in block letters) :**

3. Registered Folio No./ DP ID No./ Client ID No :

4. Numbers of shares Held :

I/ We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 29th May, 2017 by conveying my / our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item no.	Resolution Summary	No. of Shares held by me	I assent to the resolution Please tick(✓) (FOR)	I dissent to the resolution Please tick(✓)(Against)
1.	Increase in limit of total shareholding of all Registered Foreign Institutional Investors (FII) put together from 24% to 40% of the paid up equity share capital of the Company			

Place:

Date:

.....
Signature of the Member

Electronic voting particulars

The e-voting facility is available at the link www.evotingindia.com. The electronic voting particulars are set out as follows:

EVSN (E-Voting Sequence Number)	USER ID	PAN / SEQUENCE NO.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
7th June, 2017 at 9:00 A.M	6th July, 2017 at 5:00 P.M

Notes:

1. Please read the instruction printed below carefully before filing this Form and for evoting, please refer to the instruction for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date of receipt of Postal Ballot Form by the Scrutinizer is 6th July, 2017

INSTRUCTIONS

1. A Member(s) desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form (s), if deposited in person or sent by courier or registered/ speed post at the expense of the member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. The Postal Ballot should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark (✓) in the column, 'I assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column, 'I dissent to the resolution'
6. The votes of a Member will be considered invalid on any of the following grounds
 - a. If the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - d. if the Postal Ballot Form is incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent' or if the signature could not be verified, or one or more of the above grounds;
 - f. If the form other than the one issued by the company is used;
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (i.e. 5:00 P.M) on the 6th July, 2017. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer no later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at sumanmsureka@gmail.com with a copy marked to investors.care@thebyke.com or deposited at the registered office of the Company.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e. 26th May, 2017.
12. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
13. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer.