

Notice

THE BYKE HOSPITALITY LIMITED

CIN: L67190MH1990PLC056009

Registered Office : Shree Shakambhari Corporate Park, Plot No: 156-158, Chakaravarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400 099.
Ph No: +91 22 6707 9666 Fax: +91 22 6707 9959 Website: www.thebyke.com | email: investors.care@thebyke.com

NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the **27th 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 Monday, September 18, 2017 at 10:00 A.M to transact the following business:

ORDINARY BUSINESS

Item No. 1 –To Consider & Adopt Financial Statements

To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2017 and Report of the Board of Directors and the Auditors thereon.

Item No. 2 - Declaration of Dividend

To declare a final dividend of 10% i.e. ₹ 1.00/- per share on the equity shares of the Company for the financial year 2016-17.

Item No. 3 - Re - appointment of Mr. S N Sharma

To appoint a Director in place of Mr. Satnarayan S Sharma (DIN: 00798388), who retires by rotation and who is not disqualified to become a director under the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Item No. 4 –Ratification of appointment of Statutory Auditor of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any of the Companies Act, 2013 and the rules made there under, and pursuant to the resolution passed by Members at the Twenty Sixth Annual General Meeting appointing Borkar & Mazumdar, Chartered Accountants (Registration No. 101569W) as Statutory Auditors of the company who shall hold office until the conclusion of 31st Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of Borkar & Mazumdar, Chartered Accountant as Statutory Auditors of the company for the financial year ending 31st March, 2018 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 Mr. Mihir Sarkar as a 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 provision of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of Listing Obligation & Disclosure Requirements as amended from time to time, Mr. Mihir Sarkar (DIN: 02061972), who was appointed as an additional director pursuant to provision of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and holds office upto the date of 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 Executive 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, matters and things for giving effect to this resolution.”

Item No. 6 – Appointment of Mr. Dinesh Kumar Goyal as an Independent Director of the Company

Dr. Dinesh Kumar Goyal belonged to 1981 batch of the Indian Administrative Service. Prior to IAS, he was a Scientist for six years in Department of Atomic Energy, Govt. of India. He has administrative experience of 32 years as District Magistrate and Collector, and heads of various departments like Agriculture commodities procurement, Computers, Election, Employment, Energy, Finance, Investment, Industries, Labour, Mines, Plan, Public Works, Sports, Tourism, Town planning, Youth Affairs, etc.

He retired as Additional Chief Secretary, Horticulture Department, Government of Rajasthan and, Chairman, International Horticulture Innovation and Training Centre, Jaipur.

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

“RESOLVED THAT pursuant to provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rule, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of Listing Obligation & Disclosure Requirement as amended from time to time, Mr. Dinesh Kumar Goyal (DIN 02576453), who was appointed as an Additional Director pursuant to provision 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 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 term of 2 (two) consecutive years commencing from February 13, 2017.”

“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, matters and things for giving effect to this resolution.”

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

Sd/-
Neha Mankame
Company Secretary

Date: August 10, 2017
Place: Thane

Registered Office:
Shree Shakambhari Corporate Park,
Plot No: 156-158, Chakaravarti Ashok Society,
J.B.Nagar, Andheri East, Mumbai 400 099
Email Id: investors.care@thebyke.com

NOTES

1. The Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 in respect of which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy for members not exceeding 50(fifty) and holding in aggregate not more than ten percent of the total share capital of the company.
3. Proxy form is sent herewith. The proxy form in order to be effective should be duly completed, signed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. Pursuant to regulation 36 of the Listing Regulation and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, details of Directors who are proposed to be appointed, forms a part of notice.
6. The Register of Members and Share Transfer Books of the Company will remain closed from September 12, 2017 to September 18,2017 (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.
7. 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 11, 2017 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 11, 2017.
8. 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.
9. 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.
10. All documents referred to in the notice are open for inspection at the registered office of the company during office hours.
11. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through ECS/NEFT wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
12. In terms of Section 124 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unpaid dividend lying in dividend account of the year 2009-10 will be transferred to Investor Education and Protection Fund at appropriate time in current financial year. Members who

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have not encashed their dividend warrants are requested to write to the Registrars & Share Transfer Agents. Shareholders can visit the Company's website www.thebyke.com to check the details of their unclaimed dividend under the Investors' section.

13. Shareholders seeking any information with regard to Annual Report are requested to write to the Company at an early date so that the information can be kept ready.
14. To support green initiative of the Government, electronic copy of the Annual Report for the year ended March 31, 2017 and notice of 27th Annual General Meeting are being sent to the members whose mail IDs are available with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report 2017 and the Notice are being sent in the permitted mode. Please note that annual report and the notice of 27th Annual General Meeting are also posted on the website www.thebyke.com
15. 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.

(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>(viii) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>(ix) 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.</p> <p>(x) 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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>(xi) 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> <p>(x) 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).</p>

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 15, 2017 by 9:00 A.M and ends on September 17, 2017 by 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 11, 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 – login.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) 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.
- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xv) 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.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvii) 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.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xx) 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.
- (xxi) **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.**
- (xxii) **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.
- 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
16. 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.
17. 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

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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 Sunday, September 17, 2017 (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 Sunday, September 17, 2017. Ballot Form received after this date will be treated as invalid.

18. 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.
19. The Result of Annual General Meeting will be announced at the registered office of the company situated at, Shree Shakambhari

Corporate Park, Plot No 156-158, Chakarvarti Ashok Society, J.B.Nagar, Andheri East, Mumbai 400 099 and also available on the website of the Company (www.thebyke.com). The Results shall simultaneously be communicated to Stock Exchanges where the Shares of the Company are listed.

20. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 18, 2017 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

Date: August 10, 2017
Place: Thane

EXPLANATORY STATEMENT

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

Item No 5:

Mr. Mihir Sarkar joined the Board of Directors of the Company on February 13, 2017 as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provision of Section 161 of The Companies Act, 2013, Mr. Mihir Sarkar will hold office up to the date of ensuing Annual General Meeting.

The resolution seeks the approval of members for the appointment of Mr. Mihir Sarkar (DIN: 02061972) as Director (Executive) liable to retire by rotation.

The Company has received a notice in writing under the provision of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- (Rupees One Lakhs Only) proposing the candidature of Mr. Mihir Sarkar for office of Director to be appointed under the provision of the Companies Act, 2013.

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

A copy of the draft letter for appointment of Mr. Mihir Sarkar 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.

No Director, Key Managerial Personnel of the Company, or and their relatives are concerned or interested, financial or otherwise other than Mr. Mihir Sarkar (along with his relatives) 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. Dinesh Kumar Goyal joined the Board of Directors of the company on February 13, 2017 as Additional Director of the company pursuant to section 161 of the Companies Act, 2013. Pursuant to the provision of section 161 of the Companies Act, 2013, Mr. Dinesh Kumar Goyal will hold office up to the date of ensuing Annual General Meeting.

In terms of section 149 read with schedule IV and all other applicable provisions of the Companies Act, 2013, Mr. Dinesh Kumar Goyal

(DIN: 02576453) is proposed to be appointed as an Independent Director for the term of 2 (two) consecutive years commencing from February 13, 2017.

The Company has received a notice in writing under the provision of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 100,000/- (Rupees One Lakhs Only) proposing the candidature of Mr. Dinesh Kumar Goyal 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 Mr. Dinesh Kumar Goyal (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rule, 2014 (ii) intimation in DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rule, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013 (iii) Declaration of Independence, that he 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 Mr. Dinesh Kumar Goyal 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.

No Director, Key Managerial Personnel of the Company, or and their relatives are concerned or interested, financial or otherwise other, than Mr. Dinesh Kumar Goyal (along with his relatives) 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.

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

Sd/-
Neha Mankame
Company Secretary

Date: August 10, 2017
Place: Thane

Notice

Annexure A

**Details of Directors seeking appointment / reappointment at the ensuing Annual General Meeting of the Company:
(Pursuant to Regulation 36 of the Listing Obligation & Disclosure Requirement, 2015 with the Stock Exchanges):**

Name of Director	Mr. S. N. Sharma	Mr. Mihir Sarkar	Mr. Dinesh Kumar Goyal
DIN	00798388	02061972	02576453
Date of Birth	15/03/1954	02/04/1974	25/12/1953
Date of first appointment	29/03/1990	13/02/2017	13/02/2017
Expertise in specific functional area	Hospitality & Service Industry	Hospitality & Service Industry	Infrastructure
Qualification	Electrical Engineer	Graduate in Hotel Management	Ph.D., MSC
Details of shares held in the Company	NIL	NIL	NIL
Board Membership of other Companies as on March 31, 2017	NIL	NIL	1
Chairman / Member of the Committees* of other Companies on which he is director as on March 31, 2017	NIL	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

Ph No: +91 22 6707 9666 Fax: +91 22 6707 9959 Website: www.thebyke.com | email: investors.care@thebyke.com

ATTENDANCE SLIP

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

Regd. Folio No. : _____

DP ID* : _____

No. of Shares Held : _____

Client ID* : _____

Name and Address of the Shareholder _____

E-mail ID: _____

I hereby record my presence at the 27th ANNUAL GENERAL MEETING of the Company held on Monday, September 18, 2017 at the Anchorage Hall, Hotel Suba International, 211, Chakala, Sahar Road, Andheri East, Mumbai 400099.

Signature of Shareholder/ Proxy

* Applicable for investors holding shares in electronic form

NOTES: You are requested to bring your copy of the Annual Report to the Meeting.

E-MAIL ID REGISTRATION REQUEST

In compliance with provisions of Rule 18(3) prescribed in Chapter 18 of the Companies Act, 2013, all the Members of the Company who have not registered their e-mail id so far with the Company/RTA and those Members who have registered their e-mail but wish to update their email-ids, are requested to fill the below details to register or update their email-ids.

E-mail ID:

(Signature of Member)



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

Ph No: +91 22 6707 9666 Fax: +91 22 6707 9959 Website: www.thebyke.com | email: investors.care@thebyke.com

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

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

Venue of the meeting: _____

Date & Time: _____

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

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

*Applicable for investors holding shares in Electronic form.

I/We _____ being a member/members of The Byke Hospitality Limited hereby appoint the following as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Monday, September 18, 2017 at 10:00 A.M at the Anchorage Hall, Hotel Suba International, 211, Chakala, Sahar Road, Andheri East, Mumbai 400099 and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Mr/Mrs _____
Registered address _____
Email id _____ Signature _____ or failing him
2. Mr/Mrs _____
Registered address _____
Email id _____ Signature _____ or failing him
3. Mr/Mrs _____
Registered address _____
Email id _____ Signature _____ or failing him

** 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
Ordinary Business			
1. Adoption of audited Financial Statements for the financial year ended March 31, 2017 and reports of the Board of Directors and the Auditors Thereon			
2. Declaration of final dividend of 10% i.e. ₹ 1/- per share on the equity shares of the Company for the financial year 2016-17			
3. Re-appointment of Mr. Satyanarayan Sharma, who retires by rotation			
4. Ratification of Appointment of M/s Borkar & Mazumdar, Chartered Accountants, as Statutory Auditor			
Special Business			
5. Appointment of Mr. Mihir Sarkar as an Executive Director			
6. Appointment of Mr. Dinesh Kumar Goyal as an Independent Director 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 a 15
paise
Revenue
Stamp

Signed this ----- day of ----- 2017

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
27TH Annual General Meeting of The Byke Hospitality Limited

