

Date: February 26, 2026

BY E-FILING

<p>To, Corporate Services Department,</p> <p>National Stock Exchange of India Limited, 5th Floor, Exchange Plaza Plot no. C/1, G Block, Bandra - Kurla Complex Bandra (E), Mumbai - 400 051.</p> <p>Scrip Code: BYKE</p>	<p>To, Corporate Services Department,</p> <p>BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.</p> <p>Scrip Code: 531373</p>	<p>To, Corporate Services Department,</p> <p>Metropolitan Stock Exchange of India Limited, 4th Floor, Vibgyor Towers, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 098</p> <p>Scrip Code: BYKE</p>
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Sub: Postal Ballot Notice - Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed a copy of the Postal Ballot Notice approved by the Board through Circular Resolution dated February 23, 2026, seeking approval of the Members of the Company, by way of remote electronic voting ("E-voting") for:

1. Re-appointment of Ms. Madhuri Rajendrakumar Dhanak (DIN: 09065395) as an Independent Director of the Company for second tenure of five consecutive year (Special Resolution).

Following are the Dates of Events relevant to Postal Ballot:

Sr. No.	Particulars	Date of Event
1.	Cut-off date for determining shareholders to whom postal ballot notice will be sent	Friday, February 20, 2026
2.	Date of completion of dispatch of notice of postal ballot through e-mails	Thursday, February 26, 2026
3.	E- Voting Starting Date	Friday, February 27, 2026
4.	E-Voting ending date	Saturday, March 28, 2026
5.	Date of declaration of voting results of passing Special resolution through e-voting postal ballot	Tuesday, March 31, 2026

The Company has engaged Central Depository Services (India) Limited (“CDSL”) for providing E-voting facility to all its Members and has appointed Suman Sureka & Associates, Practising Company Secretary with FCS No. – 6842 and C.P. No. - 4892 as the Scrutinizer for conducting Postal Ballot and E-voting process.

The Postal Ballot Notice is also available on the website of the Company at www.thebyke.com and on the website of CDSL at www.cdslindia.com.

This is for your information and records.

Thanking you,

Yours faithfully,

For The Byke Hospitality Limited





Ritika Jaiswal

(Company Secretary & Compliance Officer)



The Byke Hospitality Limited

CIN - L67190MH1990PLC056009

THE BYKE HOSPITALITY LIMITED

(CIN: L67190MH1990PLC056009)

Registered Office: Sunil Patodia Tower, Plot No: 156-158,

J.B. Nagar, Andheri (East) - Mumbai - 400099

Telephone No: 022-6707 9666;

Website: www.thebyke.com; E-mail Id: investors.care@thebyke.com

NOTICE OF POSTAL BALLOT

VOTING STARTS ON	VOTING ENDS ON
Friday, February 27, 2026 at 9:00 AM (IST)	Saturday, March 28, 2026 at 5:00 PM (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), (as amended), read with the General Circular issued by the Ministry of Corporate Affairs (the “MCA Circulars”) bearing No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 3/2022, No. 11/2022, No. 09/2023, No. 09/2024 and No. 03/2025 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively (collectively the “MCA Circulars”), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Revised Secretarial Standard on General Meetings (“SS-2”) issued by the ICSI and the rules, circulars, clarifications and notifications thereunder, seeking approval of the Members of The Byke Hospitality Limited (“Company”) for the resolutions set out hereinafter (being business other than items of ordinary business or such business where certain persons have a right to be heard) by means of through Postal Ballot, only through remote e-Voting (Voting through electronic means). Statement pursuant to Section 102 of the Act pertaining to the said resolutions is annexed.

Regd. office: **Sunil Patodia Tower**, Plot No. 156-158, Chakravarti Ashok Complex, J.B. Nagar, Andheri (E), Mumbai - 400 099. India. Tel.: +91 22 67079666

Email: Booking Id: reservations@thebyke.com / Corporate Id: investors.care@thebyke.com

Website: www.thebyke.com



The Byke Hospitality Limited

CIN - L67190MH1990PLC056009

The MCA has clarified that for companies that are required to provide remote e-Voting facility under the Act while transacting any business only by postal ballot, the framework provided in the MCA Circulars as well as the provisions of Rule 20 of the Rules will be applicable mutatis-mutandis. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Board of Directors of the Company (the “Board”) has appointed M/s. Suman Sureka & Associates, Practising Company Secretary (FCS No. – 6842 And C.P. No. – 4892) as the Scrutinizer for scrutinizing the process of postal ballot (remote e-Voting) in a fair and transparent manner.

Members are requested to carefully read the Notes (including instructions for remote e-Voting) forming part of this Postal Ballot Notice. The Company has engaged the Central Depository Services (India) Limited (CDSL) for facilitating e voting in a secure manner said remote e-Voting facility which will commence on **Friday, February 27, 2026 (9:00 A.M. IST)** and will end on **Saturday, March 28, 2026 (5:00 P.M. IST)**. Members are requested to cast their votes through the remote e-Voting not later than **5:00 P.M. IST on Saturday, March 28, 2026**, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned members. The remote e-Voting module shall be disabled by CDSL for voting thereafter.

The Scrutinizer will submit his report, on or before **Tuesday, March 31, 2026**, to the Managing Director of the Company or in his absence, to such Director/KMP of the Company, duly authorised in the regard. The results of Postal Ballot shall be declared forthwith on or before **Tuesday, March 31, 2026**, by the Managing Director of the Company or in his absence, by such Director/KMP of the Company, duly authorised in this regard and the results declared will be displayed, along with the Scrutinizer’s Report at the Registered Office of the Company, and will also be uploaded on the website of the Company (www.thebyke.com) and will also be simultaneously forwarded to the Stock Exchanges BSE Limited @ www.bseindia.com , National Stock Exchange Of India Ltd. @ www.nseindia.com , Metropolitan Stock Exchange www.msei.in and on the website of CDSL @ www.cdslindia.com. The resolution as mentioned in this Notice, if passed with requisite majority, shall be deemed to have been passed on **Saturday, March 28, 2026**, being the last date specified for remote e-Voting.



The Byke Hospitality Limited

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SPECIAL BUSINESS

To re-appoint Ms. Madhuri Rajendrakumar Dhanak (DIN: 09065395) as an Independent Director of the Company for second tenure of five consecutive year.

To consider and, if thought fit, to pass, the following resolution as a Special resolution:

“**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Schedule IV thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force, and the Articles of Association of the Company, Ms. Madhuri Rajendrakumar Dhanak (DIN: 09065395), who was appointed as an Independent Director for a term of 5 (five) consecutive years to hold office upto February 11, 2026 and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years commencing from February 12, 2026 to February 11, 2031.

FURTHER RESOLVED THAT any of the Director or KMP of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

Place: Mumbai

Date: February 23, 2026

Registered Office:

Sunil Patodia Tower,

Plot No. 156-158, J.B. Nagar,

Officer

Andheri (East),

Mumbai – 400 099

Email Id: Investors.care@thebyke.com

By Order of the Board of Directors

sd/-

(Ritika Jaiswal)

Company Secretary & Compliance



The Byke Hospitality Limited

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NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) (the “Act”) and the rules made thereunder, setting out the material facts and the reasons for the proposed resolution is appended hereto (hereinafter referred to as “the Statement”). The Statement also contains the recommendation (along with rationale) of the Board of Directors of the Company, in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Necessary information of the Director(s) as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the ICSI is annexed to this Notice. The Statement read together with the Annexure hereto and these Notes form an integral part of this Notice.
2. In accordance with the Act, read with the rules made thereunder and General Circulars, issued by the Ministry of Corporate Affairs (the “MCA”), No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021, No. 20/2021, No. 3/2022, No. 11/2022, No. 09/2023, No. 09/2024 and No. 03/2025 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively (hereinafter, collectively referred as the “MCA Circulars”), this Postal Ballot Notice is being sent electronically to those members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 20, 2026, as received from the Depositories i.e. Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”) and who already have their email addresses registered with the Company / its Registrar and Share Transfer Agent (M/s. MUFG Intime India Private Limited,) (the “RTA”) / Depositories. The physical copy of the Notice, postal ballot forms and postage pre-paid envelope will not be sent to the Members for this Postal Ballot in accordance with the MCA Circulars.
3. A copy of this Postal Ballot will also be available website of the Company (www.thebyke.com), and on e-voting website of CDSL (www.cdslindia.com) and shall also be forwarded to the stock exchanges i.e BSE Limited at (www.bseindia.com) , National Stock Exchange Of India Ltd. at (www.nseindia.com) and Metropolitan Stock Exchange at (www.msei.in).



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4. In compliance with Sections 108 and 110 and other applicable provisions, if any, of the Act read together with the rules made thereunder, the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the remote e-Voting service facility arranged by Central Depository Services (India) Limited (“CDSL”). The instructions for e-Voting are provided as part of this Postal Ballot Notice. **The communication of the assent or dissent of the Members would take place through remote e-Voting only.**
5. The Members of the Company whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 20, 2026, as received from the Depositories i.e. NSDL & CDSL (including those Members who may not have received this Postal Ballot Notice due to nonregistration of the email addresses with the Company / the RTA / the Depositories), shall only be entitled to vote in relation to the resolution specified in this Postal Ballot Notice. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, February 20, 2026 (“cut-off date”). A person who is in receipt of this Notice but was not a member on the cut-off date should treat this Notice for information purpose only.
6. The remote e-Voting period commences from on **Friday, February 27, 2026 (9:00 A.M. IST)** and will end on **Saturday, March 28, 2026 (5:00 P.M. IST)**. E-Voting shall be disabled by NSDL at 5:00 P.M. IST on **Saturday, March 28, 2026** and shall not be allowed beyond the said date and time.
7. **MEMBERS CANNOT EXERCISE VOTES BY PROXY ON THE POSTAL BALLOT**
8. The Scrutinizer’s decision on the validity of remote e-Voting will be final.
9. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository



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Participant(s) and in respect of shares held in physical form by submitting duly filled-up and signed Form ISR-1 to the Company's RTA, M/s. MUFG Intime India Private.

10. Resolution passed by the Members through postal ballot shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-Voting process. Members seeking to inspect such documents can send an email to investors.care@thebyke.Com/ cs@thebyke.Com.
12. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
13. General information and instructions relating to e-Voting are as under:

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

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
 - Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**
- (i) The voting period begins on **Friday, February 27, 2026 at 9:00 AM (IST)** and ends on **Saturday, March 28, 2026 at 5:00 PM (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, February 20, 2026** 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System My easi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in

	<p>progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-

	<p>Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

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

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

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are



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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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant “The Byke Hospitality Limited” on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors.care@thebyke.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.



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2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Explanatory Statement

[Pursuant to Section 102(2) of the Companies Act, 2013]

Item No. 1

Ms. Madhuri Rajendrakumar Dhanak (DIN: 09065395) was appointed as a Non-Executive Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board with effect from 12 February 2021 to hold office up to February 11th, 2026. She is due for retirement from her first term as an independent director. The Nomination and Remuneration Committee (NRC) after taking into account the performance evaluation during the first term of 5 (five) years and considering his knowledge, acumen, expertise, experience, and substantial contributions and time commitment, has recommended to the Board her reappointment for a second term of 5 (five) years.

The NRC and the Board are of the view that she possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint her as an Independent director.

Based on the recommendation of the NRC, the Board recommended the reappointment of the independent director, not liable to retire by rotation, for a second term of 5 (five) years effective February 12th, 2026 to February 11th, 2031 (both days inclusive) of Ms. Madhuri Rajendrakumar Dhanak (DIN: 09065395).

As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each.

The independent director fulfils the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the reappointment of the independent director for the office of independent director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures/declarations from the independent director, including

(1) Consent in writing to act as a director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules.



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(i) Intimation in Form DIR-8 in terms of the Appointment Rules I to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and

(iii) A declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board and based on its evaluation, the independent director fulfils the conditions specified in the Act, and Rules made thereunder, and LODR Regulations for her reappointment as an independent director of the Company, and she is Independent of the management of the Company.

The Board considers that the continued association of the independent director would be of immense benefit to the Company and it is desirable to continue to avail her services as an independent director. The resolution seeks the approval of members for the reappointment of the independent director of the Company for a second term of 5 (five) years effective February 12th, 2026 to February 11th, 2031 (both days inclusive) of Ms. Madhuri Rajendrakumar Dhanak (DIN: 09065395), pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

No director, KMP or their relatives, except the concerned independent director to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the special resolution as set out in this notice for the approval of members.

As per the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Director(s) is given below:

Name, DIN & Category	Ms. Madhuri Rajendrakumar Dhanak (DIN: 09065395) Non-Executive Independent Director
Date of Birth & Age	04/02/1988 & 38 years
Date of first appointment in board	February 12, 2021
Qualification	Chartered Accountant & Company Secretary
Terms and Conditions of appointment or re- appointment	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).
Last Drawn Remuneration	Remuneration paid by way of fee and/ or reimbursement of expenses, if any, for attending meeting of the Board or Committees thereof
No. of Board Meeting attended during the year	4 Board Meeting were held till the date of this Notice and he had attended all the meetings.
Profile / Background Details, Recognition or awards	She is a highly qualified Chartered Accountant and Company Secretary with a robust professional background. She is an active member of the Western India Regional Council (WIRC) of the Institute of Chartered Accountants of India (ICAI). She has demonstrated her expertise in various roles, including serving as an Internal Auditor, head of Tax Department in various listed entities. Her commitment to community service is reflected in her past involvement with the

	Lions Club. She is also founder of Mahavir Nagar CPE Study Circle of ICAI and peer reviewer.
Nature of expertise in specific functional areas	Strategic Planning, Finance and Legal And General Management.
Relationship with other Directors, Manager and other KMP of the Company	She is not related to any of the Directors or Key Managerial Personnel of the Company
Membership/Chairmanship of Committees of the Board of the Company	Member of: Audit Committee Stakeholder Relationship Committee Chairman of: None
Directorship in Unlisted Companies (excluding foreign companies)	None
Directorship in other Listed Companies (excluding foreign companies)	None
Membership / Chairmanship of Committees of other Boards	None
Listed Companies from which the appointee Director has resigned in past 3 (three) years	None
No. of shares held in the Company	None, including as a beneficial owner.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in the statement annexed to the Notice



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Notes:

1. The above information is as on the date of this Notice.
2. Ms. Madhuri Rajendrakumar Dhanak is not disqualified under the Companies Act, 2013 (as amended) or disqualified and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India, any court or any other competent Statutory Authority, to be re-appointed as a Director in any Company.

Place: Mumbai

Date: February 23, 2026

Registered Office:

Sunil Patodia Tower,

Plot No. 156-158, J.B. Nagar,

Officer

Andheri (East),

Mumbai – 400 099

Email Id: Investors.care@thebyke.com

By Order of the Board of Directors

sd/-

(Ritika Jaiswal)

Company Secretary & Compliance