



ECO HOTELS®

"A carbon neutral hotel"

Date: January 21, 2025

To,
Corporate Relations Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Subject: Notice of Extra Ordinary General Meeting
Security Code No. 514402

Dear Sir/Madam,

We are enclosing herewith Notice of 1st Extra Ordinary General Meeting of the **Eco Hotels and Resorts Limited (Formerly Known as Sharad Fibres and Yarn Processors Limited)** for the Financial Year 2024-2025 to be held on **Thursday, February 13, 2025 at 04:00 p.m.** IST through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting").

The instructions such as registering / updating e-mail addresses, e-voting before and during the Meeting, attending the AGM through VC/ OAVM are mentioned in the Notice attached.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,
For ECO HOTELS AND RESORTS LIMITED
(Formerly Known as Sharad Fibres and Yarn Processors Limited)

Vinod Kumar Tripathi
Executive Director
(DIN: 00798632)
Encl: as above.

ECO HOTELS AND RESORTS LIMITED

(Promoted by Eco Hotels UK PLC)

67/6446, Basin Road, Ernakulam High Court,
Ernakulam - 682031, Cochin, Kerala.

CIN: L55101KL1987PLC089987 **Land line:** +91 22 44550546

Block No. 4, 2nd Floor, Raj Mahal, VN Road
Churchgate, Mumbai - 400020

Email Id: investor.relations@ecohotels.in

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra Ordinary General Meeting (EOGM) of the Members of **ECO HOTELS AND RESORTS LIMITED** (*Formerly known as Sharad Fibers & Yarn Processors Limited*) (CIN: L55101KL1987PLC089987) will be held on **February 13, 2025 at 04.00 P.M.** (IST) through Video conferencing ('VC')/other Audio-Visual Means ('OAVM') to transact, with or without modification(s) the following business:

SPECIAL BUSINESS:

1. Appointment of Mr. Ajit Kumar Jain (DIN: 02011292) as an Independent Director of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ajit Kumar Jain (DIN: **02011292**), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-executive Director under section 161(1) of the Act, designated as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years, i.e., with effect from November 13, 2024 till November 12, 2029.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded, for continuation of office

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of directorship of Mr. Ajit Kumar Jain (DIN 02011292), who shall attain the age of 75 years during his term of office.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

2. Approval to Increase the Authorized Share Capital of the Company:

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 sub section (1) of Section 13, read with Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment thereto or re-enactment thereof), consent of the shareholders be and is hereby accorded, to increase the Authorised Share Capital of the Company from Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 6,70,00,000 (Six Crores and Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each **TO** INR 80,00,00,000/- (Rupees Eighty Crores only) divided into 7,70,00,000 (Seven Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 1,00,00,000 (One crore) Equity Shares of Rs.10/- (Rupees Ten only) each ranking pari passu with the existing shares.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

3. Approval to amend the Capital Clause of the Memorandum of Association:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder (including any statutory

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amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) consent of the shareholders of the Company be and is hereby accorded for amending Clause V i.e. the Capital Clause of the Memorandum of Association of the Company by substituting the existing Clause V with the following:

“V. The Share Capital of the company is Rs. 80,00,00,000/- (Rupees Eighty Crores only) divided into 7,70,00,000 (Seven Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

4. To approve the issue of sweat equity shares to Mr. Vinod Kumar Tripathi, Whole Time Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 54 of the Companies Act, 2013 (‘the Act’) read with Rule 8 of The Companies (Share Capital and Debentures) Rules, and in accordance with the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘the SEBI SBEB and Sweat Equity Regulations’), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘SEBI ICDR’) including any statutory modification(s) or re-enactment(s) thereto and further subject to such other approvals, permissions and sanctions as may be necessary from any other statutory authority and such conditions and modifications as may be prescribed or imposed including the compliance with respect to fulfilment of conditions mentioned in relevant regulation while granting such approvals consent of the shareholders be and is hereby accorded to issue upto 10,30,145 Equity Shares as Sweat Equity Shares of Rs. 10 /- each at a price of INR 34.50/- (Indian Rupees Thirty Four and Fifty Paise Only) per share to Mr. Vinod Kumar Tripathi (DIN: 00798632), Whole Time Director of the Company, in lieu of part Remuneration and for the value addition he continues to create in forth coming years while in employment of the Company, in such tranches as may be decided from time to time within

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the time and in such proportion as mentioned in the employment agreement approved by Nomination and Remuneration Committee and permissible under relevant regulations.

RESOLVED FURTHER THAT the Valuation Report dated 29th November, 2024 has been taken from M/s Galactico Corporate Services Limited (SEBI Category I Merchant Banking Registration Number -INM000012519) for the purpose of valuing the “Value Additions” done by Mr. Vinod Tripathi, Whole-time Director of the Company.

RESOLVED FURTHER THAT this resolution shall have overriding effect on earlier resolution passed for issuance of sweat shares to Mr. Vinod Tripathi.

RESOLVED FURTHER THAT the Equity Shares to be issued shall rank pari-passu with the existing Equity Shares of the Company and shall be subject to lock in for a period of 6 months as prescribed under relevant Regulations of SEBI (Share Based Employee Benefits and Sweat Equity) Regulation read with SEBI (Issue of Capital and Debenture) Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company in this regard.”

5. To Approve Increase in Remuneration of Mr. Vinod Kumar Tripathi, Whole Time Director of the Company.

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

“**RESOLVED THAT** in partial modification of the Special Resolution passed by the Shareholders of the Company at the Extraordinary General Meeting held on February 20, 2023, pursuant to the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or reenactment thereof for the time being in force), subject to the Articles of Association of the Company, the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by Securities Exchange Board of India, on the recommendation of the

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Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary and subject to the Nomination and Remuneration Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the revised remuneration term and revised remuneration of Mr. Vinod Kumar Tripathi (DIN: 00798632), Whole Time Director of the Company, on the following terms and conditions:-

1. Salary:

- NRC and Board approved an increase in salary by 10% from August 1, 2023 to July 31, 2024 and again an increase of 10% of such increased salary as on August 1, 2024 till March 31, 2025.
- As per clause number 5.4.1 of the Employment Service Agreement executed with him and approval of NRC and Board obtain to pay bonus of INR 30,00,000 (INR Thirty Lakhs) from August 1, 2023 to July 31, 2024 period.

2. Perquisites:

1. Provision of a car with driver for use on Companies business and telephones at residence.
2. Other Perquisites and Allowance as sanctioned by the Board of Directors and as approved by the Nomination and Remuneration Committee and documented in the Employment Service Agreement.
3. Re-imburement of expenses incurred on behalf of the Company.
4. Sweat issuance upto INR 5,50,00,000/- (Indian Rupees Five Crores Fifty Lakhs Only) as per relevant regulations – as per clause number 5.2 read with clause number 5.1.2 and Schedule II of the Employment Service Agreement, NRC and Board approved sweat equity and price is fixed as per the SEBI Regulations.

3. Others:

- a. The terms and conditions of appointment of Whole Time Director may be altered or varied from time to time by the Board as may consider and deemed fit so as not to exceed the limits specified in Schedule V or the Companies Act 2013 or the statutory modification or re-enactments thereof.
- b. Notwithstanding, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no Profits or if the profits are inadequate, it may continue to pay him remuneration as approved in part I and II mentioned above

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subject to fulfillment of other conditions mentioned Schedule V of the Companies Act 2013.

- c. The Whole Time Director shall be entitled to leave as per the Policy of the Company. Leave accumulated and not availed at the time of leaving the services of the Company shall be allowed to be encashed. This will not be considered as a perquisite.
- d. The Whole Time Director shall be liable to retire by rotation.
- e. Disputes between the Company and the Whole Time Director or their legal heirs or with the legal representatives may be settled by Arbitration under the Indian Arbitration Act 1940.
- f. The Whole Time Director shall not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof
- g. The Whole Time Director shall not become interested or otherwise concerned directly or in any selling agency of the Company except with the consent of the Company and in accordance with the provisions of the applicable laws in force.
- h. Remuneration period: From January 01, 2025 till November 09, 2027.

RESOLVED FURTHER THAT the above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to Mr. Vinod Kumar Tripathi, Whole Time Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Vinod Kumar Tripathi (DIN: 00798632) will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company in this regard.”

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Registered Office:

67/6446, Basin Road, Ernakulam High Court,
Ernakulam, Cochin,
Kerala - 682031

Date: January 14, 2025.

By Order of the Board,

FOR ECO HOTELS AND RESORTS LTD.

(Formerly known as Sharad Fibres & Yarn Processors Ltd)

Sd/-

NIDHI BALDWA

COMPANY SECRETARY & COMPLIANCE OFFICER

Notes:

1. In compliance with the Circular No. 09/2023 dated 25th September, 2023 read with Circular Nos. 10/2022 dated 28th December, 2022, 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021 and all other relevant Circulars ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October, 2023 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI") and relevant provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Extra Ordinary Annual General Meeting ("EGM") will be held without the physical presence of Shareholders at a common venue. The SEBI Circulars and MCA Circulars are collectively referred to as the "said Circulars".
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking Re-appointment at this EGM are also annexed.
3. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the EGM are furnished below Explanatory Statement. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.

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4. The Company is not required to close Register of Members and Share Transfer Books for the purpose of EGM.
5. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. Up to 1000 members will be able to join on a First Come First Serve basis to the e- EGM.
7. The attendance of the Members (members' logins) attending the e-EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
9. SEBI vide Circular dated November 3, 2021 and March 16, 2023 has mandated the listed companies to have PAN, KYC, band details and Nomination of all shareholders holding shares in physical form. In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.ehrlindia.in In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

10. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
11. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the

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dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

12. Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, subdivision/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.
13. The Company's shares are listed on BSE Limited, Mumbai.
14. The statutory registers including the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members in electronic mode. Members who wish to inspect the documents are requested to write to the company by sending e-mail at cssharedfibres2022@gmail.com.
15. (a) Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/s. BIGSHARE SERVICES PVT LTD

[Unit: Eco Hotels and Resorts Limited]

(Formerly Known as Sharad Fibres & Yarn Processors Limited)

Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre,

Mahakali Caves Road, Andheri (East),

Mumbai – 400 093, Maharashtra

Tel: 022 - 62638299 / 62638200

Email: info@bigshareonline.com

- (b) Member holding shares in physical form can also update/register their email address, number and bank details directly at <https://www.bigshareonline.com/InvestorRegistration.aspx>.

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16. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
17. In compliance with the MCA and SEBI Circulars to conduct their Extra Ordinary General Meeting on February 13, 2025 through video conferencing (VC) or other Audio Visual Means (OAVMs), the Extra Ordinary General Meeting of the Company shall be conducted through Video Conferencing (VC) or other Audio Visual Means (OAVMs) to be referred to as “e-EGM”.
18. In the e-EGM:
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-EGM through VC and participate thereat and cast their votes through e-voting.
19. The Company has appointed **M/s. Bigshare Services Private Limited** to provide Video Conferencing facility for the e-EGM.
20. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.
21. In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, Companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in Promoting “Green Initiative” by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save natural resources.
22. (1) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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(a) For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: Member can also update/ register their email id directly at <https://bigshareonline.com/InvestorRegistration.aspx>

(b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

(2) Voting through electronic means:

(i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an

electronic voting system from a place other than venue of the EGM (“remote evoting”) will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

(ii) The Board of Directors of the Company has appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

(iii) The Company has engaged the services of Bigshare Services Private Limited as the Agency to provide e-voting facility.

(iv) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, February 6, 2025.

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VN Road Churchgate, Mumbai – 400020

CIN: L55101KL1987PLC089987

Land line: +91 22 44550546

Email Id:

investor.relations@ecohotels.in

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(v) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. February 06, 2025 only shall be entitled to avail the facility of e-voting / remote evoting.

(vi) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. February 6, 2025 may obtain the User ID and password from BIG SHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agents of the Company).

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

- i. The voting period begins on February 10, 2025 from 9:00 a.m. and ends on February 12, 2025 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 February 6, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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 shareholder's/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

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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.

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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <ul style="list-style-type: none">▪ 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. For joining the meeting click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option, Select event for which you are desire to attend the EGM under the dropdown option, click on the option VOTE NOW on right hand side top corner, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK"

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	<p>option.</p> <ol style="list-style-type: none">2) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration3) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.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.jsp3) 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

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	NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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 022-23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

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2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

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Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’

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- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

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Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the EGM through VC/OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting click on the option **VOTE NOW** on right hand side top corner.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

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- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 1:

Mr. Ajit Kumar Jain was appointed as an Additional Director of the Company in Independent capacity w.e.f. November 13, 2024. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company under Section 149 and Regulation 16(1)(b) of the Listing Regulations, for one term of Five Years commencing from November 13, 2024.

Mr. Ajit Kumar Jain shall attain the age of 75 years during his term and pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the shareholders by way of special resolution is also being sought.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Regulation 16(1)(b) of the SEBI Regulations, Mr. Ajit Kumar Jain, being eligible for appointment as Independent Director offers himself for appointment, is proposed to be appointed as Independent Director for one term of 5 (Five) consecutive years w.e.f. November 13, 2024.

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, Mr. Ajit Kumar Jain has registered with the Independent Directors Databank.

In the opinion of the Board, Mr. Ajit Kumar Jain fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as Independent Director of the Company and is independent of the management.

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The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ajit Kumar Jain as Independent Director of the Company.

Accordingly, the Board recommends the passing of Resolution as set out in the Item No. 1 of the Notice with respect to eligibility and appointment of Mr. Ajit Kumar Jain as Independent Director of the Company for one term of 5 (Five) consecutive years w.e.f November 13, 2024 for approval of the members.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the EGM till the conclusion of the EGM. The profile and specific areas of expertise of Mr. Ajit Kumar Jain are provided in the annexure to this Notice.

Except Mr. Ajit Kumar Jain and his relatives, none of the Directors or Key Managerial personnel of the Company and their relatives, are in anyway concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 2 & 3:

The present Authorised Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 6,70,00,000 (Six Crores and Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each. The Company proposes to increase the Authorised Share Capital to Rs. 80,00,00,000/- (Rupees Eighty Crores only) divided into 7,70,00,000 (Seven Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 1,00,00,000 (One crore) Equity Shares of Rs.10/- (Rupees Ten only) each ranking pari passu with the existing shares. Consequential changes would also be required to be made in Clause V of the Memorandum of Association of the Company by replacing it with the new Clause V.

In terms of the applicable provisions of the Companies Act, 2013, the **INCREASE** in the Authorized Share Capital and amendments to the Memorandum of Association requires approval of the Members of the Company.

Accordingly, the Board of Directors has proposed for approval of the members of the Company, the amendment in the Capital clause of the Memorandum of Association with respect to the following:

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The draft of the amended Memorandum of Association proposed for approval, is available for inspection by the shareholders of the Company during normal business hours at the registered office of the Company and also on the meeting day.

The aforesaid proposals are subject to approval of the members. The Board of Directors recommend the passing of the proposed resolutions stated in Item No. 2 as an Ordinary Resolution and Item No. 3 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

Item No. 4:

The members of the Company are hereby informed that in lieu of Part Remuneration and Value addition, the Board and Nomination & Remuneration Committee in their Meeting held on December 4, 2024 have decided to issue Sweat Equity Shares to Employees in the manner as mentioned below:

Sr No	Name	Designation	No of Equity Shares of Rs. 10/- each
1	Vinod Kumar Tripathi	Whole Time Director and Executive Chairman	10,30,145
Total			10,30,145

Valuation Report issued by Galactico Corporate Services Limited, Merchant Banker will be available for inspection by members during 1.00 P.M. to 4.00 P.M. at the registered office of the Company on all working days i.e. on all days except on public holidays and on Saturdays and Sundays.

The directors recommend the resolution for Members approval by Special Resolution

The Directors and their relatives are interested in the resolution to the extent of their shareholding.

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The directors hereby affirm and confirm that the Company shall adhere to the accounting policies as specified by the Securities and Exchange Board of India, from time to time, in respect of the treatment and disclosure of this proposed Sweat Equity issue.

Disclosures in accordance with Regulation 32 of SEBI (Share Based Employee Benefits And Sweat Equity) Regulations 2021:

Sr. No	Particulars	Relevant Disclosure for Mr. Vinod Kumar Tripathi
a.	Total no. of shares to be issued as sweat equity	10,30,145 Equity Shares
b.	The current market price of the shares of the company	The price as on 13 th January, 2024 is INR 26.39/- per share
c.	The value of the intellectual property rights or technical know-how or other value addition to be received from the employee or director along with the valuation report / basis of valuation.	INR. 3,55,40,002.50/- (Indian Rupees Three Crore Fifty-Five Lakhs and Two and Fifty Paise Only. The Value has been arrived at on the basis of Valuation Report issued by Galactico Corporate Services Limited, Merchant Banker.
d.	The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the company	Mr. Vinod Kumar Tripathi is Whole Time Director and Chairman of the Company. He is associated with company since 1 st August 2022
e.	The consideration to be paid for the sweat equity	No consideration is to be paid in cash, shares are being issued to in lieu of Part Remuneration and Value addition
f.	The price at which the sweat equity shares shall be issued	Rs. 34.50/- per share
g.	Ceiling on managerial remuneration, if any, which	The Members are requested to pass resolution for increase in remuneration as per Item No. 5

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CIN: L55101KL1987PLC089987

Land line: +91 22 44550546

Email Id:

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	will be affected by issuance of such sweat equity	of this Notice.
h.	A statement to the effect that the company shall conform to the accounting policies as specified by the Board.	It is confirmed that the company shall conform to the accounting policies as specified by the Board
i.	Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with International Accounting Standards / standards specified by the Institute of Chartered Accountants of India.	Diluted EPS would be around INR 0.24/- per share

Particulars in respect in terms of Rule 8(2) of Companies (Share Capital and Debenture) Rules, 2014:

Sr. No.	Particulars	Relevant Disclosure
a.	the date of the Board meeting at which the proposal for issue of sweat equity shares was approved	4 th December 2024
b.	the reasons or justification for the issue	Shares are being issued to in lieu of Part Remuneration and Value addition
c.	The class of shares under which sweat equity shares are intended to be issued	Equity
d.	The total number of shares to be issued as sweat equity	10,30,145 Shares to be issued in the manner as mentioned above'
e.	The class or classes of directors or employees to whom such equity	Whole Time Director, Non-Promoter

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	shares are to be issued	
f.	The principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation	<ol style="list-style-type: none">1. The Sweat Equity Shares issued will be treated as a part of managerial remuneration for the purpose of applicable provisions of the Companies Act, 2013.2. The Sweat Equity Shares shall be Lock-in for a period of 6 months from the date of trading approval.3. Valuation as per Merchant Banker's Report.4. Equity Shares to be issued shall rank pari passu with existing shares.
g.	the time period of association of such person with the company	Mr. Vinod Kumar Tripathi is Whole Time Director and Chairman of the Company. He is associated with company since 1 st August 2022
h.	the names of the directors or employees to whom the sweat equity shares will be issued and their relationship with the promoter or/and Key Managerial Personnel	Mr. Vinod Kumar Tripathi, is Executive Chairman and Whole Time Director of the Company.
i.	the price at which the sweat equity shares are proposed to be issued	Rs. 34.50/- per share
j.	the consideration including consideration other than cash, if any to be received for the sweat equity	Shares are being issued to in lieu of Part Remuneration and Value addition
k.	The ceiling on managerial remuneration, if any, be breached by	The Members are requested to pass resolution for increase in

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	issuance of such sweat equity and how it is proposed to be dealt with.	remuneration as per Item No. 5 of this Notice.
1.	Diluted Earning Per Share pursuant to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards.	Diluted EPS would be around INR 0.24/- per share

DETAILS OF DIRECTORS SEEKING APPOINTMENT IN THE EXTRA-ORDINARY GENERAL MEETING, AS SET OUT IN ITEM NO. 1 OF THIS NOTICE, IN TERMS OF REGULATIONS 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

Sr. No.	Particulars	Details	
1.	Name of Directors	Mr. Vinod Kumar Tripathi	Mr. Ajit Kumar Jain
2.	DIN	00798632	02011292
3.	Date of Birth	08/08/1957	21/02/1954
4.	Age	Around 68 years	Around 71 years
5.	Date of first appointment on the Board	10/11/2022	13/11/2024
6.	Qualifications	MA (Political Sciences)	M. Sc. (Development Administration) MA (Political Science) M. Sc. (Chemistry)
7.	Brief resume and & Nature of Expertise in specific functional areas skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mr. Vinod Tripathi holds a bachelor's degree and a master's degree in political science from the University of Allahabad. He has more than 40 years of experience in the taxation, finance, administration, textiles and wind turbine etc sectors. He previously worked as the Commissioner of Income Tax, where his last posting was at Mumbai. He was Managing Director at National Textiles Corporation (Maharashtra	Mr. Ajit Kumar Jain, is an IAS officer of 1982 batch. He has handled various high ranked post while being in the Administrative role which includes, State Excise Commissioner Maharashtra, Addl Commissioner BMC, Mumbai, Principal Secretary, Water Supply and Sanitation Department, Principal Secretary and Addl. Chief Secretary to the Chief Minister of

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		South and Gujarat) and was President and group director at Reliance Capital Limited. He also worked as Auditor with the office of the Comptroller and Auditor General of India. He taught Political Science at Ewing Christian College Allahabad. He has a keen interest in sports and social activities and he is a poet too and has been awarded prestigious Sahitya Academy award, by Maharashtra Urdu Sahitya Academy, Government of Maharashtra and Urdu. His third poetry book is in the press at the moment. Academy, Government of Uttar Pradesh.	Maharashtra (> 4 years), etc. Post superannuation was associated with the Ministry of Jal Shakti, Government of India, for formulating the policy of the Jal Jeevan Mission, as the Member of National Task Force, and as Chairman of the Technical Expert Committee to frame the guidelines on the Application of the IOT to Water Monitoring and Management, etc.
8.	Terms and conditions of Appointment	As mentioned in the statement annexed to the Notice	As mentioned in the statement annexed to the Notice
9.	Details of remuneration last Drawn	INR 4,00,00,000	Not Applicable
10.	Details of remuneration sought to be paid	In addition to the above, the Company wishes to issue 10,30,145 Sweat Equity Shares at a value of INR 34.50/- per share.	He will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.
11.	Shareholding in the Company as on the date of the Notice	2.5%	Not Applicable
12.	Directorships in listed Companies and other Directorships	<u>Listed</u> Easy Trip Planner Limited <u>Other</u>	<u>Listed</u> Antony Waste Handling Cell Limited

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		<ul style="list-style-type: none"> - Eco Hotels India Private Limited - Abode India Lifestyle Private Limited - Energify Waste Private Limited - Trips Infrastructure Private Limited 	Other <ul style="list-style-type: none"> - AG Enviro Infra Projects Private Limited - Antony Lara Enviro Solutions Private Limited - Antony Lara Renewable Energy Private Limited
13.	Membership/ Chairmanship of Committees of other Boards	Membership <ul style="list-style-type: none"> - Nomination and Remuneration Committee. Chairmanships <ul style="list-style-type: none"> - Audit Committee. - Risk Management Committee. 	Membership <ul style="list-style-type: none"> - Audit Committee. - Stakeholders Relationship Committee. - Risk Management Committee. Chairmanships <ul style="list-style-type: none"> - Nomination and Remuneration Committee. - Corporate Social Responsibility Committee.
14.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	<ul style="list-style-type: none"> - O2nergy Wellness Private Limited 	<ul style="list-style-type: none"> - Home Management and Care Givers Sector Skill Council - ERAF Environmental Research Foundation
15.	Number of Board meetings attended during FY 2024 till date	<p style="text-align: center;">7 (Seven)</p> (Till December 2024 - 7 meetings held and attended)	Not Applicable
16.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company.	He is not related to any of the Directors or Key Managerial Personnel of the Company.
17.	Information as required pursuant to Exchange Circular No. LIST/COMP/14/201 8-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

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Directors by Listed Companies.		
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Item No. 5:

Mr. Vinod Kumar Tripathi is currently the Executive Director of the Company and his term of appointment as well as his remuneration term is valid till November 9, 2027. The Board of Directors of the Company at their meeting held on January 14, 2025 have approved the revised remuneration range on the recommendation of the Nomination & Remuneration Committee, subject to approval of the shareholders of the company at the Extraordinary General Meeting by way of Special Resolution. The said remuneration of Mr. Vinod Kumar Tripathi and other terms and conditions are set out in the said Resolution may be treated as a written memorandum setting out the terms of revised remuneration of Mr. Vinod Kumar Tripathi under Section 190 of the Act.

As per the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 and Regulation 17 of SEBI Regulations, the terms of remuneration of Executive Director of the Company set out in the resolution, is required to be approved by the Shareholders of the Company Extraordinary General Meeting by way of Special Resolution. It is further provided in Schedule V to the Act that the Special Resolution passed for payment of remuneration to a managerial person at the general meeting of the company, should be for a period not exceeding three years.

Accordingly, the Board recommends resolution No 5 as set forth in the Notice of Extraordinary General Meeting to be passed as Special resolution.

Mr. Vinod Kumar Tripathi (the Appointee) are interested in the resolution. None of the other Directors or KMP's of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their Shareholding in the Company.

I. General Information

- i. Nature of Industry: Hospitality Industry
- ii. Date or expected date of commencement of commercial production: The company is primarily engaged in taking existing or new hotel premises on long term lease by assuming

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all the risk and reward from the subject property and also it is engaged in managing the hotel on a contract basis wherein all risk remain with the hotel owner and Eco Hotels gets a fixed fee based remuneration or linked to revenue. The Company was incorporated in 1987 and it was taken over by existing management in the year 2022 (November 2022).

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable since the Company is already operational.

iv. Financial performance based on given indicators:

➤ The key indicators of financial performance of the Company based on the last three audited financial statements (Standalone) are set out below.

(Amount in lakhs)

Particulars	2021-22	2022-23	2023-24
Sales and Other Income	19.66	0.78	1.39
Net Profit Before Tax	-403.65	-186.92	-40.02
Net Profit After Tax	-405.52	-186.92	-41.74

v. Foreign investments or collaborations, if any: The Company does not have any foreign subsidiaries, however its promoter company is Eco Hotels UK PLC which is a UK based company.

II. Information about Mr. Vinod Tripathi

i. Background details -

Vinod Kumar Tripathi has Professional career spanning for more than 45 years carrying experience in all the field and various industries will contribute into the Company's vision of becoming the most economical and ecological hotel in India. Having served in high-level positions such as President & CEO of Reliance ADAG Group and Managing Director of National Textile Corporation, he has demonstrated expertise in business management, finance, and strategic leadership. His career trajectory includes key positions within the Indian Government as a senior Income Tax Commissioner and in leadership roles across public sector and private enterprises.

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His board experience of 18 years has seen him engage with leading bureaucrats, business owners, and policymakers, contributing to decisions that have shaped business outcomes and corporate governance. As an Independent Director for Easy Trip Planners Ltd, he has provided strategic insight into company direction and shareholder value.

ii. Past remuneration

The gross remuneration paid to Mr. Vinod Tripathi during the financial year ended March 2024 was Rs.78,66,666 (Rupees Seventy-eight lakhs sixty-six thousand six hundred and sixty-six)

iii. Job profile and his suitability

As the Whole Time Director and Executive Chairman he is key person responsible for providing vital inputs for effective functioning, diversification and general overall management of the company. Mr. Vinod Tripathi's rich experience spans across various fields and his leadership skills and expertise have helped the Company to Grow and diversify. His guidance and dedication have helped the Company to successfully venture out in new sectors.

iv. Recognition & Rewards

Nil

v. Remuneration proposed

- a. Salary – INR 1,81,50,000 per annum
- b. Bonus – INR 30,00,000
- c. Sweat Equity – Upto INR 5,00,00,000/-

vi. Comparative remuneration profile: Not Applicable.

vii. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.: Not Applicable

III. Other information:

i. Reasons of loss or inadequate profits

The Company presently has loss as it has taken over the Company in FY 2022-23 and started its 1st Hotel in November 2024. However, in considering the socio – economic contingencies

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the Company is subject to, there is utmost need to reward and retain the experienced management personnel like Mr. Vinod Tripathi; approval of members is hence sought for payment of remuneration to Mr. Vinod Tripathi in the event of inadequacy of profits in any financial year that come by.

ii. Steps taken or proposed to be taken for improvement

The company constantly endeavors for growth and is taking necessary steps to reduce the operating costs and book better profits.

iii. Expected increase in productivity and profits in measurable terms

The company expects growth and profits in near future as elaborated in the Management's letter to the shareholders and Management Discussion and Analysis Report.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their respective shareholding.

Registered Office:

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Date: January 14, 2025.

By Order of the Board,
FOR ECO HOTELS AND RESORTS LTD.
(Formerly known as Sharad Fibers & Yarn Processors Ltd)

Sd/-
NIDHI BALDWA
COMPANY SECRETARY & COMPLIANCE OFFICER

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