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CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE EXTRA- ORDINARY GENERAL MEETING OF ECO HOTELS AND RESORTS LIMITED (FORMERLY KNOWN AS SHARAD FIBERS & YARN PROCESSORS LIMITED) HELD ON THURSDAY, FEBRUARY 13, 2025 AT 04:00 PM THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM').

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 reenactment(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 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.

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(Promoted by Eco Hotels UK PLC)

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Ernakulam – 682031, Cochin, Kerala.

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

CIN: L55101KL1987PLC089987 **Land line:** +91 22 44550546 **Email Id:** investor.relations@ecohotels.in

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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.”

Registered Office:

67/6446, Basin Road, Ernakulam High Court,
Ernakulam, Cochin,
Kerela - 682031
Date: 02nd April, 2025

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

NIDHI BALDWA
COMPANY SECRETARY & COMPLIANCE OFFICER

ECO HOTELS AND RESORTS LIMITED

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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. 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:

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.

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.

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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 will be affected by issuance of such sweat equity	The Members are requested to pass resolution for increase in remuneration as per Item No. 5 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

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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 shares are to be issued	Whole Time Director, Non-Promoter
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 issuance of such sweat equity and how it is proposed to be dealt with.	The Members are requested to pass resolution for increase in remuneration as per Item No. 5 of this Notice.

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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
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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 South and Gujarat) and was President and group director at Reliance Capital Limited. He also worked as Auditor with the office of the	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 Maharashtra (> 4 years), etc. Post superannuation was associated with the Ministry of Jal Shakti, Government of India, for

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		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.	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	Listed Easy Trip Planner Limited Other - Eco Hotels India Private Limited - Abode India Lifestyle Private Limited - Energify Waste Private Limited - Trips Infrastructure Private Limited	Listed Antony Waste Handling Cell Limited Other - AG Enviro Infra Projects Private Limited - Antony Lara Enviro Solutions Private Limited - Antony Lara Renewable Energy Private Limited

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13.	Membership/ Chairmanship of Committees of other Boards	<p>Membership</p> <ul style="list-style-type: none"> - Nomination and Remuneration Committee. <p>Chairmanships</p> <ul style="list-style-type: none"> - Audit Committee. - Risk Management Committee. 	<p>Membership</p> <ul style="list-style-type: none"> - Audit Committee. - Stakeholders Relationship Committee. - Risk Management Committee. <p>Chairmanships</p> <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	- O2nergy Wellness Private Limited	- Home Management and Care Givers Sector Skill Council - ERAF Environmental Research Foundation
15.	Number of Board meetings attended during FY 2024 till date	7 (Seven) (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 Directors by Listed Companies.	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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Date: 02nd April, 2025.

By Order of the Board,

FOR ECO HOTELS AND RESORTS LTD.

(Formerly known as Sharad Fibres & Yarn Processors Ltd)

NIDHI BALDWA

COMPANY SECRETARY & COMPLIANCE OFFICER

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