



ECOHOTELS
A CARBON NEUTRAL HOTEL BRAND

Date: September 05, 2025

To,
The Manager,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai- 400001
Scrip Code: 514402

Dear Sir / Madam,

Sub: Notice of 38th Annual General Meeting

Please see enclosed the notice convening the 38th Annual General Meeting of the Company for the financial year ended March 31, 2025.

We request you to take the above on record.

Thanking you,

Yours sincerely,

For Eco Hotels and Resorts Limited

VINOD
KUMAR
TRIPATHI

Digitally signed
by VINOD
KUMAR TRIPATHI
Date: 2025.09.05
17:38:48 +05'30'

Vinod Kumar Tripathi

Executive Chairman

DIN: 00798632

ECO HOTELS AND RESORTS LIMITED

(Promoted by Eco Hotels UK PLC)

Registered Office:

67/6446, Basin Road, Cochin, Ernakulam High Court,

Ernakulam, Kerala, India - 682031

CIN: L55101KL1987PLC089987

Land line: +91 22 44550546

Corporate Office:

Block no 4, 2nd floor, Raj Mahal, VN Road,

Churchgate, Mumbai – 400020

Email Id: investor.relations@ecohotels.in

Brands: THE ECO GRAND™, ECO HOTELS™, THE ECO™, THE ECO SATVA™, ECOXPRESS™, ECOXPRESS SATVA™, ECOVALUE™

Notice

NOTICE is hereby given that the Thirty Eighth (38th) Annual General Meeting (AGM) of the Members of **ECO HOTELS AND RESORTS LIMITED** will be held on Monday, September 29, 2025 at 11:00 am IST through Video Conferencing/ Other Audio Visual Means, to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors ("the Board") and the Auditors thereon; and
2. To appoint a director in place of Mr. Vinod Kumar Tripathi (DIN: 00798632), who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vinod Kumar Tripathi (DIN: 00798632), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation."

3. To approve the Appointment of Statutory Auditor:

To consider and if thought fit, approve the appointment of Secretarial Auditor of the Company, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s Girish L. Sethia, Chartered Accountants (Membership No. 044607), be and are hereby appointed as the Statutory Auditors of the Company for a second term of 2 (two) years i.e. from the conclusion of this Annual General Meeting till the conclusion of Fortieth Annual General Meeting of the Company to be held in 2027, at such remuneration as may be approved by the Audit Committee/Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/alter/modify/amend the terms and conditions and/or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment"

SPECIAL BUSINESS:

4. To approve the related party transaction:

To consider and if thought fit, approve the material related party transactions with Eco Hotels India Private Limited, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into/continue to enter Material related party transaction(s)/contract(s)/ arrangement(s)/agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Eco Hotels India Private Limited, a related party of the Company and subsidiary under Regulation 2(1)(zb) of the SEBI Listing Regulations, for each of the financial years (FY) on such terms and conditions as may be agreed between the Company and Eco Hotels India Private Limited, subject to a maximum of INR 30 crore (Indian Rupees Thirty crore only) through transaction(s)/ contract(s)/arrangement(s)/agreement(s), as mentioned in the explanatory statement subject to such transaction(s)/contract(s)/arrangement(s)/ agreement (s), being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/ transactions and settle all questions, difficulties or doubts that may arise in this regard."

5. To approve the appointment of the Secretarial Auditor:

To consider and if thought fit, approve the appointment of Secretarial Auditor of the Company, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the shareholders be and is hereby accorded for appointment of M/s. Kamal Lahoty & Co., Company Secretaries, (CP: 11152 & Peer Review No. 4497/2023) as the Secretarial Auditors of the Company for the term of two years to hold office from April 01, 2025 till March 31, 2027 (i.e. FY26 till FY27), to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the annual remuneration plus applicable taxes and out-of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and

do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

6. Rescinding of resolution passed at the Extra Ordinary General Meeting for increase in the authorized share capital as a special resolution:

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

"RESOLVED THAT subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and such other acts, laws, rules, regulations and guidelines including the Secretarial Standard (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government under Section 118 (10) of the Companies Act, 2013 applicable from time to time and subject to the approval of the requisite regulatory authorities, approval of the Members of the Company be and is hereby accorded for "rescinding" of the resolution passed under ITEM NO 02 at the Extra Ordinary General Meeting held on February 13, 2025 w.r.t Increase In the Authorized Share Capital of the Company.

RESOLVED FURTHER THAT the Board of the Directors/ Chief Financial Officer/Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, to give effect to this Resolution."

For and on behalf of the Board

Place: Ernakulam
Date: August 26, 2025
CIN: L55101KL1987PLC089987

Sd/-
Nidhi Baldwa
Company Secretary & Compliance Officer
Membership No. A60962

Notes

1. 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 AGM are also annexed.
2. 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 AGM are furnished below Explanatory Statement. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
3. The Company is not required to close Register of Members and Share Transfer Books for the purpose of AGM.
4. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. Up to 1000 members will be able to join on a First Come First Serve basis to the e-AGM.
6. The attendance of the Members (members' logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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.
8. 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 updating 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.
9. 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.
10. 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 dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
11. 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, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.
12. The Company's shares are listed on BSE Limited, Mumbai.
13. 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 cssharadfibres2022@gmail.com
14. (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]

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>.
15. 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.
16. In compliance with the MCA and SEBI Circulars to conduct their Annual General Meetings on or before September 30, 2025 through video conferencing (VC) or other Audio Visual Means (OAVMs), the 38th Annual General Meeting of the Company shall be conducted through Video Conferencing (VC) to be referred to as "e-AGM".
17. In the e-AGM:
- (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-AGM through VC and participate thereat and cast their votes through e-voting.
18. The Company has appointed M/s. Bigshare Services Private limited to provide Video Conferencing facility for the e-AGM.
19. 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.
20. 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.
21. 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.
- (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://www.bigshareonline.com/InvestorRegistration.aspx>
- (b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
22. 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 Annual General Meeting (AGM) 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 AGM ("remote e-voting") 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 Ms. Sonia Chettiar, Partner of 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, September 22, 2025.
- (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. September 22, 2025 only shall be entitled to avail the facility of e-voting/remote e-voting.
- (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. September 22, 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 September 26, 2025 09.00 A.M. and ends on September 28, 2025 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 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 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.
- 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	<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 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. 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 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) 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.

Type of shareholders	Login Method
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.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-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.

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 www.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).

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: www.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 www.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?’**
- 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.

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 www.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 AGM/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 AGM through VC/OAVM at www.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 AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **“VC/OAVM”** link placed beside of **“VIDEO CONFERENCE LINK”** option.

- Members attending the AGM/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 AGM/EGM are as under:

- The Members can join the AGM/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 AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/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 AGM/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 AGM/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 www.ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at 1800 22 54 22.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

ITEM NO 3.

The Board of Directors of the Company (the Board), at its meeting held on August 26, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s. Girish Sethia, Chartered Accountants (Membership No. 044607), as Statutory Auditors of the Company. The proposed appointment is for a term of 2 (two) consecutive years from the conclusion of 38th AGM till the conclusion of the 40th AGM on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. Girish Sethia and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Girish Sethia, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

Statement containing additional disclosure as required under Regulation 36(5) of Listing Regulations

Proposed fees payable to the statutory auditor	The Board of Directors has approved a remuneration of ₹3,50,000/- (Rupees Three Lakhs Fifty Thousand only) for conducting the statutory audit for the financial year 2025-2026. This amount is exclusive of applicable taxes and reimbursement of out-of-pocket expenses, which shall be paid on actuals and as approved by the Board from time to time.
Term of appointment	2(Years)
Material changes in the fee payable to new Statutory auditor	No major material change in the fee payable to the auditor
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed	The Audit Committee considered various parameters like experience of the Auditors, more specifically in the Company's operating segment, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Girish L Sethia, Chartered Accountants to be best suited to handle the scale and complexity associated with the audit of the financial statements of the Company. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder
Brief Profile of Statutory Auditor	He is a highly specialized Chartered Accountant with over 35 years of experience in delivering comprehensive audit, tax compliance, and advisory services. His extensive expertise spans across diverse industries, allowing him to provide strategic financial solutions tailored to the unique requirements of each client. CA Girish Shethia's commitment to excellence and his deep understanding of regulatory frameworks make him a trusted advisor for businesses aiming for growth and compliance

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

ITEM NO 4.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended states that all Material Related Party Transaction with an aggregate value exceeding ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an Ordinary Resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 20, 2025 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company to enter into the following Related Party

Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company with the following related party in the ordinary course of business and at arms' length basis.

Details of the existing as well as new material related party transactions with Eco Hotels India Private Limited including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sr. No.	Description	Particulars of proposed Related Party Transaction
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Eco Hotels India Private Limited (Subsidiary Company)
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Vinod Kumar Tripathi, Mr. Suchit Punnose, Mr. Parag Mehta, Mrs. Indira Bhargava, and (Common Directors) in Holding and subsidiary Company)
3.	Type, tenure, material terms and of contract / arrangement / transaction.	<p>Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any Services including loans Long Term Contract with recurring transactions for financial year 2025-26 to financial year 2029-2030 with respect to the Sale, Purchase or supply of services including loans etc.</p> <p>The transactions are in the ordinary course of business and on arm's length basis with terms and conditions that are generally prevalent in the industry segments that the Company operates in.</p>
4.	Value of Transaction	₹ 30 Crores (Rupees Thirty Crores only)
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	NA
6.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i. details of the source of funds in connection with the proposed transaction	N.A.
	ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	N.A.
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	N.A.
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	In case of hotel taken on lease and/ or EBOT basis, Eco Hotels India Private Limited will carry out refurbishment expenses or project consultancy as the case may be whereas operation of the hotel will be handled by Eco Hotels and Resorts Limited.

Details of the existing as well as new material related party transactions with Eco Hotels India Private Limited including the information required in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows: (Contd.)

Sr. No.	Description	Particulars of proposed Related Party Transaction
7.	Justification as to why the RPT is in the interest of the listed entity	Most transactions like Hotel deals, lease deed, rentals, remuneration, interest & loans, operations, professional charges, rentals, reimbursement of expenses are common for the Holding & subsidiary Company are of repetitive in nature and at arm's length.
8	Any valuation or other external party report relied upon by the listed entity in relation to the transactions.	NA
9	Any other information that may be relevant.	The proposed contracts / arrangements / transactions relate to sale / purchase of goods/services or any other transaction(s), which shall be governed by the Companies Act 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be reviewed by the Audit Committee within the overall limits approved by the members The Board of Directors or Audit Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the Item no. 4 of the notice for your approval as an ordinary resolution. None of the Related Parties shall vote in the resolution.

Except Mr. Suchit Punnose, Mr. Vinod Kumar Tripathi, Mrs. Indira Bhargava, Mr. Parag Mehta, and KMP's of the Company or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 5

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed Company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Kamal Lahoty & Co., Company Secretaries, as the Secretarial Auditors of the Company for a period of two years, commencing from April 01, 2025 till March 31, 2027 (i.e. FY25 till FY27). The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending M/s. Kamal Lahoty & Co. for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, and its technical expertise. M/s. Kamal Lahoty & Co., was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

M/s. Kamal Lahoty & Co., is a peer reviewed and registered with the Institute of Company Secretaries of India, New Delhi. Mr. Kamal Lahoty is the Proprietor of the firm who has expertise in corporate advisory, transactional services, and company law due diligence.

The terms and conditions of appointment of M/s. Kamal Lahoty & Co., Company Secretaries include a tenure of two years, from April 01, 2025 till March 31, 2027 (i.e. FY25 till FY27). The fixed remuneration for the Secretarial Audit for the year 2026 is set at INR 25,000/- plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by M/s. Kamal Lahoty & Co., to conduct the audit effectively.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. Kamal Lahoty & Co., and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years will be approved by the Board and/or the Audit Committee.

M/s. Kamal Lahoty & Co. has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s. Kamal Lahoty & Co. as the Secretarial Auditors of the Company

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No.5 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

ITEM NO. 6

In the Extra Ordinary General (EGM) Meeting held on February 13, 2025, approval of shareholders of the company was obtained to increase the authorized share capital of the company under ITEM NO 02 of

EGM Notice dated January 14, 2025 to ₹ 80,00,00,000/- (Rupees Eighty Crores Only) divided into 7,70,00,000 (Seven Crores Seventy Lakhs) equity shares of ₹ 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of ₹ 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company proposed to be amended.

The Board, at its meeting held on August 26, 2025 decided that, due to prevailing market conditions and financial obligations, decided to rescind the resolution passed at the Annual General Meeting. According to Secretarial Standard 2- Para 11." A Resolution passed at a Meeting shall not be rescinded otherwise than by a Resolution passed at a subsequent Meeting." Hence, as mandated by Secretarial Standards, the board proposes the above mentioned resolution set out in the notice for "Rescinding" of the resolution passed at the Extra Ordinary General Meeting in this AGM.

The decision to rescind the resolution was made after a thorough assessment of the company's strategic priorities and capital needs. In view of changing market conditions and stakeholder feedback, the originally proposed increase in authorized capital was found to exceed current requirements. Management has carefully considered all inputs and determined that a revised approach would better align with the company's growth plans.

This decision also enhances the company's flexibility to respond to future opportunities and changing market conditions. Maintaining a balanced level of authorized capital ensures that the company remains agile and well-positioned to pursue strategic initiatives as and when required.

In light of these considerations, we believe that rescinding the resolution is in the best interests of the company and its stakeholders

The Board recommends and requests the Members to consider and pass the Resolution as set out under Item No 6 of the Notice.

None of the Directors or Key Managerial Personnel and their relatives is interested in the Special Resolution as set out at Item No 6 of the Notice.

For and on behalf of the Board

Registered Office:

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

Date: August 26, 2025

Sd/-
Nidhi Baldwa
Company Secretary & Compliance Officer
Membership No. A60962

ANNEXURE "A" TO THE EXPLANATORY STATEMENT

Details of Directors seeking appointment/re-appointment at the 38th Annual General Meeting of the Company to be held on Monday, September 29, 2025 [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. Vinod Kumar Tripathi
Date of Birth	08-08-1957
Age	68
Date of Appointment	10/11/2022
Relationship with Directors and Key Managerial Personnel	No Relationship
Expertise in specific functional area*	Taxation, Finance, Administration, Textiles, Real Estate and Renewable Energy.
Qualifications	MA & IRS
Names of Listed Entities from which the Director has resigned in the past three years	No
Board Membership of other companies as on the date of Notice	1. Easy Trip Planners Ltd 2. Trips Infrastructure Private Limited 3. Eco Hotels India Private Limited
Committees Membership of other companies as on the date of Notice:	Member of Audit Committee, Nomination & Remuneration Committee and Risk Management Committee - Easy Trip Planners Ltd
Number of equity shares held in the Company as on the date of Notice.	1332393
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the Financial Year 2024-25	11 (Eleven)

*In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships in only two committees viz. Audit Committee and Stakeholders Relationship Committee are considered.