

ECO HOTELS AND RESORTS LIMITED

(Formerly Known as Sharad Fibers and Yarn Processors Limited)

CIN: L55101MH1987PLC043970

Registered Office: 19, Floor-3rd, 408, Prabhadevi Industrial Estate, Veer Savarkar
Marg, Prabhadevi, Mumbai - 400 025. Ph:+91 8086021121

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NOTICE AND AGENDA

FOR

1ST EXTRA ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2023-24

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 1st First Extra Ordinary General Meeting (EGM) for the financial year 2023-24 of the Members of **ECO HOTELS AND RESORTS LIMITED (Formerly known as Sharad Fibers & Yarn Processors Limited)** (CIN: L55101MH1987PLC043970) will be held on December 13, 2023 at 11:00 A.M. at 2201/2202, La View, Jacob Circle, Mahalaxmi, Mumbai – 400 011 to transact, with or without modification(s) the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. JAYA KRISHNAN (DIN: 02611576) AS A 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 Mr. Jaya Krishnan (DIN: 02611576), who was appointed as an Additional Director who holds office upto the date of this Extraordinary General Meeting in terms of Section of the Company and on 161(1) of the Companies Act, 2013 (the “Act”) read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force), and in terms of the Articles of Association of the Company by the Board of Directors with effect from November 6, 2023, and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded to appoint Mr. Jaya Krishnan as the Strategic Advisor of the Company w.e.f. November 6, 2023.

RESOLVED FURTHER THAT Chairman of the Company be and is hereby authorized to decide scope of work, roles and responsibilities and execute documents and to do all such acts, deeds, and matters as may be necessary in this regard.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 read with Sections 197, 198, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of compensation of an amount of Rs.48,00,000/- per annum to Mr. Jaya Krishnan (DIN: 02611576), Non-Executive Director of the Company for the period commencing from November 6, 2023 till November 05, 2024 as determined by the Board of Directors based on the recommendation of Nomination and Remuneration Committee and such compensation may exceed fifty percent of the total annual remuneration/compensation payable to all Non-Executive Directors of the Company.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents, papers and to do all such acts, deeds and matters as may be considered expedient and necessary for the aforesaid purpose.”

2. APPOINTMENT OF MR. RAJIV BASRUR (DIN: 02298606) AS AN INDEPENDENT DIRECTOR:

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

“RESOLVED THAT Mr. Rajiv Basrur (DIN: 02298606), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 18, 2023 and who holds office upto the date of the ensuing Extraordinary General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the appointment of Mr. Rajiv Basrur (DIN: 02298606),

who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of **5 (Five)** consecutive years w.e.f. November 18, 2023 to November 17, 2028, be and is hereby approved.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents, papers (including appointment letter) and to do all such acts, deeds and matters as may be considered expedient and necessary for the aforesaid purpose."

3. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA (MUMBAI) TO THE STATE OF KERALA (ERNAKULAM):

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 Section 12 and 13 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, subject to approval of the Central Government, consent of the members be and is hereby accorded for shifting of Registered Office of the Company from 19, 3rd Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi Mumbai - 400025, i.e. from "State of Maharashtra" to No.67/6446, Basin Road, Ernakulam - 682031, i.e. to "State of Kerala".

RESOLVED FURTHER THAT upon shifting of registered office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

II. The registered office of the company will be situated in the State of Kerala at Ernakulam."

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company, be

and is hereby authorize to make an application to Central Government (RD) and to make Advertisement and to send notice to Registrar of Companies and/or any other regulatory authority if any, to creditors of the Company and do such acts, deeds and matters as may be necessary to give effect to the aforesaid resolution".

4. ALTERATION OF MAIN OBJECT 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 4, 13, 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory statutory authorities, consent of the members be and is hereby accorded that the existing clauses (III)(A) 1 & 2 of the Main Object Clause of Memorandum of Association of the Company be altered by replacing the following new clauses (III) (A) 1, 2, 3, 4, 5, 6, 7 and 8;

(III) (A) 1. To purchase, take on lease, enter into joint venture, hire, erect, construct, build, alter, equip, repair and maintain, acquire, establish, manage, administer, own, and to carry on the business of running hotels, holiday resorts, adventure-tours, motels, inns, holiday homes, guest houses, restaurants, canteens, cafes, refreshment room, and lodging apartments, housekeepers, swimming pools, health clubs, dressing rooms, clubs and country clubs, laundries, tourist bungalows, health spas. To operate as dealers and manufacturers of aerated and artificial water, operate as caterers in India and abroad and to act as collaborators, technicians of any hotels in India or in any other part of the world and to act as agents of any hotel or as buying and selling agents of any hotel and to do and perform all and singular, several duties, services and offices which the agents, buying and selling agents of any hotel company usually perform and undertake under any agreement or agreements entered into for any of the purposes aforesaid.

2. To construct, develop, facilitated, operate and maintain land spaces, buildings, exterior of

apartments, walls compound, electrical installations, water sources, water supply connections pumps and motors, dish antenna, ditches, drains, drainage, lights, internal phone wirings, garden plant boxes, potted plants, parking areas, common area of all floors including payment of common water and electrical charges, security cover, maintenance and running of the lifts and generators.

3. To sell, serve, grow, manufacture or distribute all kinds of eatables fresh and canned, meat, bread, bread stuffs, dried fruits, comestibles and all types of foodstuff, health products and human consumables.

4. To manufacture, produce, develop, process (including canning, cold storage, deep freezing dehydration, baking, drying, bottling and packing) of all types of vegetables, fruits, meat, fish, pieces and condiments.

5. To carry on, or providing space to others for running, on wholesale or retail basis, the business of all kinds of confectionery, ice cream, foodstuffs, local and foreign produce of all kinds, tobacco and cigarettes, toys, soft goods, scent and perfumery goods, health related goods, fancy goods, photographic materials, fancy jewellery, stationery, newspapers, periodicals and other publications, textiles and dress materials and other articles of common use, or for use in any game playing or amusement machines or through display of goods after obtaining required approvals from the requisite authorities by facilitating shops or through automatic vending machines.

6. To carry on the business as tourist and travel agents, sub-agents and contractors and to facilitate travelling by air, road, sea or by another means of transportation to provide all types of facilities such as to arrange safaris and other adventure tours, sightseeing arrangements, enquiry bureaus, libraries, reading rooms, baggage, transport laundries, laboratories, grounds and places of amusements, recreations, sports and entertainments, theatrical and opera box office proprietors and general agents and to own or hire taxi cars, buses, coaches, air taxis and other means of transportation for running the same on hire for tourists and travellers and to promote the facilities and convenience of all kinds required in tour and travel business.

7. To carry on the business of event management and to develop, promote, to market, to organize and manage artists and celebrities, and to promote, produce, organize and manage international and local music concerts, and cultural events, to provide complete technical and infrastructure support,

including staging, lighting and sound for concerts, venue, on stage & back stage management, to do creative integration of sponsor banding & innovative sponsor entitlements of events, to cover live music events, television specials & music videos, to do merchandising and taking government permissions & licenses for events, travel management, freight logistics & hospitality, product brands, corporate and business themes, ideas, managing public relations, media, press & publicity, evenings, launches, concept designing and management for promotion of products, building of brands through promotions and events for corporate, other business and professional entities, institutions, other groups, individuals of its own or in joint venture/ partnership with other agencies, service providers, both domestic and overseas which are engage in dealing with similar activities.

8. To carry out project management activities as service contractors, architects and engineers in the industries, builders and contractors of every type and description and to own, control, manage or to erect, construct, maintain, alter, repair, pull down and restore either alone or jointly or in collaboration with any other or others, works of all descriptions in particular civil constructions, mechanical, plumbing, carpentry, electrical, electronic, painting, improvement, refurbishments, drainage and sewerage works and buildings of every description within and outside the union of India.

"FURTHER RESOLVED THAT, any one Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, matter, deeds and things necessary or desirable in connection with or incidental to giving effects to the aforementioned resolution, including but not limited to the filling of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard."

5. AMENDMENT TO THE INCIDENTAL OR ANCILLARY OBJECTS 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 4, 13, 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and

subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory, statutory authorities, consent of the and members of the Company be and is hereby accorded that the following new clauses be altered / inserted to existing clauses of incidental or ancillary clause of Memorandum of Association of the Company.

(III) (B) 1. To enter into Memorandum of Understanding, arrangements, agreements, contracts with Indian or foreign individuals, companies, organizations and other legal juridical persons for technical, financial or any other assistance for carrying out all or any of the objects of the Company enumerated above.

2. To establish and maintain offices and establishments in India or any part of the world to carry out and conduct the business of the Company and to take necessary legal steps for smooth conduct of these establishments.

3. To buy, sell, obtain on lease or otherwise acquire, contract, Grant, Barter, or otherwise lands, buildings, machine, farms, water rights and other works, privileges, rights, and hereditaments factories for the business of the company and other immovable properties, to erect holdings, name boards, or any other super structure necessary for carrying on the main objects and to undertake the lease, mortgage, or hypothecate or otherwise dispose of all or any of the properties, land and assets of the Company any rights or privileges which the company may think necessary or convenient with reference to any of the object of the company or obtain assignment of, or otherwise acquire or take under license or concession, improve, manage, develop, sell, mortgage, hypothecate, pledge, exchange or dispose of turn to account or otherwise deal with all or any lands of any description and tenure, building, works, plantation, forests, easements, and my other property. rights or privileges or interest therein which the Company may think necessary or convenient and to explore work, exercise, develop and turn to account the same on such terms and conditions as the Company may think fit to carry on objects of the company.

4. To purchase, generate, build and use carbon credits, renewable energy and other infrastructure like solar panels, tree plantation etc. to offset the carbon dioxide emitted in the process of running and operations of the hotels or carrying out any other object of the Company.

5. Based upon the objects of the Company, to start hotel operations business outside India and to carry

on all activities, formalities, legal procedures, entering into contracts and agreements as may be necessary for such operations.

6. To open, incorporate, acquire and manage a Company carrying out the objects mentioned above, which is domiciled or recognized in any country other than India and manage them in every respect so long as in consonance with the objects of the Company.

7. To undertake any advisory, operating, managerial, consultancy of similar work for the industries which are in the business similar of the Company.

8. To set up university and training center to train and build human resource required for various activities involved in the operations of the Hotels as well as the objects of the Company which includes research and development and inspection, quality control, proto-type development, tool room, and other specialised services required by the hotel industry.

9. To apply for tender, purchase or otherwise acquire any contracts, license, concessions for or in relation to the objects or business here in mentioned or any of them and to undertake, execute, carry out dispose of or otherwise turn to account the same.

10. To accept stock or shares or debentures, mortgage debentures or such other securities of other such company in payment for any services rendered or for any safe made to or debt owing from any such company.

11. To provide for the welfare of directors or employees or ex-employees of the company and the wives and families or the dependents or connections of such person by grants of moneys, pensions, gratuities, allowances, bonuses, profit sharing bonuses, or benefits or any other payments by creating and form time to time subscribing or contributing to provident, and other schemes, or to undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise by providing or subscribing or contributing towards places of instruction and recreation hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.

12. To remunerate or make donations (by cash or other assets or by the allotment of fully or partly paid shares or by call on shares, debenture stock or securities of this or any other company or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or

company for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stocks or other securities of the Company or for any other reason which the Company may think proper.

13. To carry out the activities in relation to corporate social responsibility in accordance with the various Acts and regulations framed by the India and other countries where activities of the Company are carried out.

14. To make, draw, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities subject to the Banking Regulation Act 1949 and to open bank accounts, current or overdraft and operate on the same.

15. Subject to the provision of the Companies Act, 2013, to invest, apply for and acquire or otherwise employs money belonging to, entrusted to, or at the disposal of the Company upon securities and shares or without security upon such terms as may be thought proper and from time to time vary such transactions in such a manner as the company may think fit.

16. To borrow or raise money to receive money on deposit at interest or otherwise in manner as the Company may think fit and in particular by the issue of the debenture at stock perpetual or otherwise including debenture or debenture-stock, convertible into shares of this company or perpetual annuities, and in security of any such money to borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the company will not carry on any business which will fall within the purview of the Banking Regulation Act, 1949 subject to provision of Section 73 of the Companies Act, 2013 and directives of Reserve Bank of India.

17. To enter into arrangements with the Government of India or of any of the State of India or with any foreign Government where Company carries out its activities or of the United Kingdom or with any other Government or State or any local or State government or with any authorities, municipal local or otherwise or with any person that may seem

conducive to the Company's objects or any of them seem and to apply for and obtain to purchase or otherwise acquire from any such Government, State or authority or persons any right, power, privileges, licenses, decree, sanctions, grants, and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.

18. To distribute any of the property of the Company among the members in specie or kind subject to the provisions of the Companies Act 2013 in the event of winding up.

RESOLVED FURTHER THAT the incidental or ancillary clause of Memorandum of Association of the Company be altered by completely deleting the existing clauses (III) (B) 6, (III) (B) 10 to 25, (III) (B) 28 to 40, (III) (B) 55 to 57, (III) (B) 61 to 62, (III) (B) 65 to 68, (III) (B) 70 to 71, (III) (B) 74-79;

RESOLVED FURTHER THAT alteration/insertion/ deletion in Clause III(B) leads to change in the numbering of Clause III (B) of the Memorandum of Association accordingly.

RESOLVED FURTHER THAT, any one Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, matter, deeds and things necessary or desirable in connection with or incidental to giving effects to the aforementioned resolution, including but not limited to the filling of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard."

6. TO AMEND THE ARTICLES OF ASSOCIATION 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 5, 14, 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory, statutory authorities, consent of the members be and is hereby accorded to alter/ insert the following articles to the

existing articles of Articles of Association of the Company.

1. Article 2:

"Company" means Eco Hotels and Resorts Limited

"Depository" shall mean a Depository as defined in Section 2 of the Depositories Act, 1996 or any statutory modification or re-enactment thereof, for the time being in force.

2. Article 17: Terms of issue of Convertible debentures

Nothing in this clause shall apply to increase of the subscribed capital of the Company caused by the exercise of an option attached to debentures issued on loans raised by the Company to convert such debentures on loans into shares of the Company or to subscribe for shares in the Company provided that the terms of issue of such debentures or terms of such loans including a term providing for such option and such term either has been approved by a special resolution passed by the Company in general meeting before the issue of debentures or the raising of the loans and also either has been approved by the Central Government before the issue of the debentures on the raising of the loans or is in conformity with the rules, if any made by that Government in this behalf.

3. Article 58: Nomination of Shares and Transfer thereof

(i) Every Holder of Securities of the Company may, at any time nominate, in the prescribed manner under Section 72 of the Companies Act 2013 and Rules made thereunder, a person to whom his shares, in or Debentures of the Company shall vest in the event of his death.

(ii) Where the Securities of the Company are held by more than one person, jointly, the joint holders may together nominate, in the prescribed manner under Section 72 of the Companies Act 2013 and Rules made thereunder, a person to whom all the rights in the Shares or Debentures of the Company shall vest in the event of death of all joint holders.

(iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the prescribed manner under Section 72 of the Companies Act 2013 and Rules made thereunder, purports to confer on any person the right to vest the securities of the Company, the nominees shall, on the death of the holder of

Securities of the Company or, as the case may be, on the death of the joint holders, became entitled to all the rights in the Securities of the Company or, as the case may be, all the joint holders, in relation to such Securities, to the exclusion of all other persons, unless the nomination is varied, or cancelled in the prescribed manner under the Act.

(iv) Where the nominee is a minor, it shall be lawful for the holder of the securities, making the nomination to appoint, in the prescribed manner under Section 72 of the Companies Act 2013 and Rules made thereunder, any person to become entitled to securities of the Company, in the event of his death, during the minority.

(v) The legal representative of a deceased member shall be entitled to be recognized by the Company as having title to the shares of the deceased member on production of probate or letters of administration or a succession certificate from a competent court of law, provided that the Directors may dispense with the production of such probate letters of administration or succession certificates on the legal representative furnishing such indemnity as the Directors may require.

(vi) No fee shall be charged for transmission of shares, or for registration of any power of Attorney, Probate, Letters of Administration or other similar documents. No fee shall also be charged for registration of transfers or for issue of new certificates in replacement of those which are old, decrepit, worn out or where the pages on the reverse for recording transfers have been fully utilised.

4. The existing heading below Article 147 be substituted with the new heading: "**Executive Chairman, Managing Director, Chief Executive Officer, Manager, Company Secretary, Whole Time Director, Chief Financial Officer**"

5. Article 150: Managing Director:

(iii) The appointment of the Managing Director on Board will not be liable to retire by rotation. However, provision of retire by rotation as a director will be applicable as per this Article of Association.

6. Article 151:

(i) Subject to the provisions of the Act, the Directors may from time to time appoint one of their body to be the Chairman of the Company, in accordance with the provisions of the Act and the Rules. Such Chairman may be an Executive or a Non-Executive Chairman subject to the approval of Board and if required approval of shareholders.

(ii) A Chairman so appointed shall exercise the powers and authorities conferred upon him by an agreement entered into between him and the Company and/or by a resolution of the Board and be subject to the obligations and restrictions imposed upon him thereby or by the Act.

(iii) The appointment of the Chairman on Board will not be liable to retire by rotation. However, provision of retire by rotation as a director will be applicable as per this Article of Association.

7. Article 159: Unpaid or Unclaimed Dividend

Where the Company has declared dividend but which has not been paid or claimed within Thirty (30) Days from the date of declaration the Company shall within seven (7) days from the date of expiry of the said period of 30days, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any schedule Bank.

Any money transferred to the unpaid dividend account of the Company which remains unpaid on unclaimed for Seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection fund established under section 125 of the Companies Act 2013. Any person claiming to be entitled to an amount may apply authority constituted by the Central Government for the payment of the Money claimed

No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by applicable Laws.

8. Article 163: No Interest on Dividend

A transfer of shares shall not pass the right to any dividend declared therein before the registration of the transfer.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for alteration of Article of Association by completely deleting the existing article 11(ii) and article 26.

RESOLVED FURTHER THAT alteration/insertion/deletion in the existing articles leads to change in the numbering of the Articles of Association accordingly.

RESOLVED FURTHER THAT, any one Director or Company Secretary of the Company be and are hereby severally authorised to do all such acts, matter, deeds and things necessary or desirable in connection with or incidental to giving effects to the aforementioned resolution, including but not limited

to the filling of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard."

7. TO APPROVE THE ISSUE OF SWEAT EQUITY SHARES TO MR. VINOD KUMAR TRIPATHI, EXECUTIVE DIRECTOR AND CHAIRMAN 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 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 13,15,393 Equity Shares as Sweat Equity Shares of Rs. 10 /- each (Current VWAP 38.59/- 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 on the basis of the valuation report dated 29th August, 2023 received from Mr. Subodh Kumar, IBBI Registered Valuer (Registration No.: IBBI/RV/05/2019/11705).

RESOLVED FURTHER THAT the Valuation Report dated 2nd November 2023 has been taken from M/s. Swaraj Shares and Securities Private Limited (SEBI Category I Merchant Banking registration Number : INM000012980) for the purpose of valuing the "Value Additions" done by

Mr. Vinod Kumar Tripathi, Chairman and Executive 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.”

8. APPROVAL FOR REMUNERATION PAYABLE TO MR. VINOD KUMAR TRIPATHI, EXECUTIVE DIRECTOR AND CHAIRMAN:

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 196, 197, 198 and 203 read with Schedule V of the Companies Act 2013 and resolution passed on 20th February 2023, in accordance with the Articles of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the approval of members of the Company be and is hereby accorded for payment of remuneration to Mr. Vinod Kumar Tripathi (DIN: 00798632) Executive Director and Chairman of the Company for value addition by issuing 13,15,393 Equity Shares as Sweat Equity.

RESOLVED FURTHER THAT the quantum of remuneration as approved by shareholders in Extra Ordinary General Meeting held on 20th February 2023, stands increased by INR 1,31,53,930 in terms of Section 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits,

calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Vinod Kumar Tripathi (DIN: 00798632) shall continue to remain in full force and effect.

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.”

9. APPROVAL FOR ISSUE OF SWEAT EQUITY OF SHARES TO MR. VIKRAM DOSHI, CHIEF FINANCIAL OFFICER (CFO) 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 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 1,52,646 Equity Shares as Sweat Equity Shares of Rs. 10 /- each (Current VWAP 38.59/- per share) to Mr. Vikram Doshi (PAN: AMXPD0858J), Chief Financial Officer 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 on the basis of the valuation report dated 29th August, 2023 received from Mr. Subodh Kumar, IBBI Registered Valuer (Registration No.: IBBI/RV/05/2019/11705).

RESOLVED FURTHER THAT the Valuation Report dated 2nd November 2023 has been taken from M/s. Swaraj Shares and Securities Private Limited (SEBI Category I Merchant Banking registration Number : INM000012980) for the purpose of valuing the “Value Additions” done by Mr. Vikram Doshi, Chief Financial Officer of the Company.

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

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.”

**By order of the Board,
ECO HOTELS AND RESORTS LIMITED
(Formerly known as Sharad Fibers & Yarn
Processors Limited**

**Sd/-
SAMEER DESAI
Company Secretary & Compliance Officer**

**Registered Office:
By Order of the Board,
19, 3rd Floor,
Prabhadevi Industrial Estate,
408, Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025**

Date: November 18, 2023.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing a proxy should however be deposited at the registered office of the company duly completed not less than forty-eight hours before the commencement of the meeting.

Pursuant to the provision of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

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) and (5) 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 appointment at this EGM are also annexed.

3. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 24. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

6. 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.

7. The Company is not required to close Register of Members and Share Transfer Books for the purpose of EGM.

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.

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.sharadfibres.co.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.

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.

11. The Company's shares are listed on BSE Limited, Mumbai.

12. 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

13. (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 Fibers & 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>.

14. 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.

15. Members / Proxies / authorized representatives should bring their copy of this Notice along with duly filled Attendance Slip enclosed herewith to attend the Meeting.

16. Members/ Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.

17. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.

18. The facility for voting through ballot papers will also be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot process. The Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again.

19. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.

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. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including, 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://bigshareonline.com/InvestorRegistration.aspx>

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

23. The route map of the venue of the Extra Ordinary General Meeting is appended to this Notice.

24. 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 (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 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 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 members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.

(v) 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, November 17, 2023.

(vi) 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. December 06, 2023 only shall be entitled to avail the facility of e-voting / remote e-voting.

(vii) 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. December 06, 2023 may obtain the User ID and password from BIG SHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agents of the Company).

(viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The result of the voting will be announced within 2 working days of the conclusion of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.sharadfibres.co.in) and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchange.

(ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., December 13, 2023.

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

(a) The voting period begins on Sunday, December 10, 2023 Start Time: 9:00 a.m. (IST) and ends on Tuesday, December 12, 2023 End Time: 5:00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. December 06, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(c) 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.

(d) 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.

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

Pursuant to abovesaid 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 are https://web.cdslindia.com/myeasi/ home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi /Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKIN TIME, so that the user can visit the e-Voting sevice providers' website directly.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-</p>

	Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders Holding securities in demat mode with NSDL	<p>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.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/Id easDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 shareolders Login Method 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</p>

	<p>redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
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.

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

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

e) Login method for remote e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

7) After entering these details appropriately, click on “SUBMIT” tab.

8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10. Click on the EVSN for the relevant **<Eco Hotels and Resorts Limited>** on which you choose to vote.

11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17. Facility for Non - Individual Shareholders and Custodians -Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cssharadfibres2022@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is

mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

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. 1.

Mr. Jaya Krishnan (DIN: 02611576) was appointed as an Additional Non-Executive Director of the Company on November 6, 2023 by the Board of Directors under Section 161 of the Companies Act, 2013 and as per Articles of Association of the Company. In accordance with Section 161 (1) of the Companies Act, 2013, Your Board proposes to regularize his appointment as a Non-Executive Director of the Company. Mr. Jaya Krishnan is eligible for appointment as a Director. A notice under Section 161 (1) of the Act has been received from a Member signifying his intention to propose Mr. Jaya Krishnan as a Director. The Brief profile of Mr. Jaya Krishnan is as follows.

Mr. Jaya Krishnan has 25 years of experience as an international executive within the hospitality sector and latterly as an entrepreneur with multi-sector experience. He has worked with startup entrepreneurs in executing growth strategies. Mr. Jaya has worked extensively on building teams for clients and his own enterprises and has also been consulting and executing projects related to product design, business process analysis, tech stack development and change management. Mr. Jaya brings a fine balance of entrepreneurial passion as well as the discipline and diligence of an experienced senior corporate management executive.

Mr. Jaya Krishnan is also a Director in ECO Hotels UK PLC and he has been instrumental in developing the two brands namely THE ECO and ECO INN and he is working upon few more brands being developed by Eco Hotels UK PLC. He has also conceptualized a hotel operating system, sale and marketing strategy framed by Eco Hotels UK PLC, etc. Eco Hotels wants to adopt the system and brands developed by Eco Hotels UK PLC. Therefore it is proposed to assign Mr. Jaya Krishnan additional responsibility of strategic advisor who will help EHRL -

- i. In certification/Identification of Hotels for the Company which meet the criteria designed and setup by Eco Hotels UK PLC.
- ii. In advising and setting up Hotel operating systems, sales and marketing system, ERP etc as designed and formulated by Eco Hotels UK PLC.

- iii. In helping the Company to identify the right resources and train them to meet the criteria set up by Eco Hotels UK PLC.

Mr. Jaya Krishnan will be paid a monthly compensation of Rs. 4,00,000/- subject to TDS and other applicable laws.

DISCLOSURE AS PER SCHEDULE V OF THE COMPANIES ACT 2013

General Information

1	Nature of industry	The Company is Engaged in Hotel and Hospitality Industry .
2	Date or expected date of commencement of commercial production	Not Applicable as the Company was incorporated in 1988 and is in operation since then
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the financial year 2022-2023, the Company made a turnover of INR NIL and Loss of Rs. (1,86,91,544) after tax.
5.	Foreign Investments or collaborations, if any	Eco Hotels UK PLC hold 64.98% Equity Shares in the Company and is a part of the Promoter Group.

II. Information about the appointee:

Background details	Details in Explanatory Statement
Past remuneration	Not Applicable
Recognition or awards	NIL
Job profile and his suitability	Details in Explanatory Statement
Remuneration proposed	Rs. 48,00,000/- P.A.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Jaya Krishnan is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Jaya Krishnan is not related to any of the Directors and Key Managerial Personnel of the Company.

III. Other Information:

Reasons of loss or inadequate profits	During the financial year ended March 31, 2023, the profits of the Company may not be adequate due to change in the nature of business and entry of new promoters. The remuneration payable to the Non-Executive Director would exceed the limits prescribed under Section 197/198 of the Act, hence this proposal is in accordance with the provisions of Schedule V of the Act.
Steps taken or proposed to be taken for improvement	The Company is exploring funds raising option to invest in Hotels and Hospitality

		Business and will start operations once funds are raised. Business plan is prepared and accordingly future revenue and profit will be accrued.
	Expected increase in productivity and profits in measurable terms	The Company shall be exploring various revenue options in Hotels Industry, after raising the funds.

MEMORANDUM OF INTEREST

Except Mr. Jaya Krishnan 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:

Mr. Rajiv Basrur was appointed as an Additional Director (in Independent Capacity) of the Company with effect from November 18, 2023. 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 18, 2023.

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 16(1)(b) of the Listing Regulations, Mr. Rajiv Basrur, 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 18, 2023 to November 17, 2028.

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, Rajiv Basrur has registered with the Independent Directors Databank.

In the opinion of the Board, Mr. Rajiv Basrur 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.

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

Accordingly, the Board recommends the passing of Resolution as set out in the Item No.2 of the Notice with respect to eligibility and appointment of Mr. Rajiv Basrur as Independent Director of the Company for one term of 5 (Five) consecutive years w.e.f. November 18, 2023 to November 17, 2028, 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. Rajiv Basrur are provided in the annexure to this Notice.

Except Mr. Rajiv Basrur 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.

DETAILS OF DIRECTORS SEEKING APPOINTMENT IN THE EXTRA-ORDINARY GENERAL MEETING, AS SET OUT IN ITEM NO. 1 & 2 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:

Name	Mr. Jaya Krishnan	Mr. Rajiv Basrur
Directors Identification Number (DIN)	02611576	02298606
Disclosure of relationship between directors inter-se	Not applicable	Not applicable
Names of listed entities in which the person also holds the directorship	NIL	NIL
No. of Shares held in the Company	NIL	NIL
Membership & Chairmanships of Committees of the Board*	NIL	NIL

*In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015,

ITEM NO. 3

Presently, the Company's Registered Office is located at 19, 3rd Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi Mumbai - 400025, Maharashtra. Whereas almost all the Hotel operations and management activities of the Company are being carried out from office of the subsidiary Company situated in Ernakulam, Kerala, keeping in view the administrative convenience, cost effective, growth potential and the opportunities existing, it is proposed to shift the registered office of the Company to Ernakulam in the state of Kerala.

Accordingly, your Board of Directors of the Company in their meeting held on 6th November, 2023 has approved to shift the Registered Office of the Company from the 19, 3rd Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi. Mumbai - 400025, Maharashtra to No.67/6446, Basin Road, Ernakulam - 682031, Kerala to carry on the business of the Company.

In accordance with the provisions of section 13 of the Companies Act 2013 and other applicable provisions of the Companies Act 2013 read with Rule 30 of the Companies (Incorporation) Rules 2014 , pursuant to the shifting of the Registered office from one state to another state , Clause II of the Memorandum of Association of the Company relating to the situation Clause needs to be altered, which requires the approval of members in the Extra-Ordinary General Meeting by way of Special Resolution and subject to consent of the Creditors and persons concerned with the Company and further to the confirmation of the Hon'ble Regional Director , Western Region, Mumbai and other statutory approvals. Therefore, it has become necessary to seek your consent by way of special resolution to give effect of such change.

The proposed change will in no way be detrimental to the interest of any member of public, employees or other stakeholders associated to the Company.

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.

As the Company has more than 1,000 shareholders in the Company, the Company is providing facility to the members to vote electronically at the Extraordinary General Meeting. Therefore the Board

recommends the Resolution as set out in Item No. 3 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 3 of the Notice.

ITEM No. 4 & 5

The Company was taken over during the third quarter of 2022-23 and later on the management has changed the name of the Company to Eco Hotels and Resorts Limited. During February 2023, the Company has altered the main objects of the Memorandum of Association so that the Company can carry out hospitality related business.

Majority of ancillary and incidental objects were not in sync with the Company's current and future planned operations therefore the Company has decided to adopt a complete new set of the Memorandum of Association. Under the new Memorandum of Association, the Company has ensured path for organic and in-organic growth, freedom and restriction for financial management, risk management, purchase/sale of assets, additional main objects which are required for a hospitality industry, etc.

The company wants to expand and grow in Hotel and Hospitality market therefore, change is required in the Memorandum of Association to align the future plans of the company and requirements under the Companies Act 2013.

Accordingly, the Board of Directors has proposed the resolutions at Item No.4 & 5 for approval of the members of the Company, the adoption of new set Memorandum of Association of the Company with business of the Company.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors recommend passing of resolution at Item No. 4 & 5 by way of a Special Resolution.

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.

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. 6

Upon the change in erstwhile promoters, the new promoter have set up a new Board and management team, hence there is a need to revamp the Articles of Association especially for structure of Board, Management and their respective powers, roles, responsibilities and obligations. In view of the same the entire Articles of Association is being now reviewed and modified to align it with the latest Companies Act 2013.

The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956. Not only do several regulations in the existing AOA contain references to the specific Sections of the Companies Act, 1956, but some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletions. It is therefore considered expedient to replace the existing AOA with an entirely new set of AOA. The substitution of the existing AOA with the new AOA is proposed to align the AOA of the Company with the provisions of the Companies Act, 2013.

Accordingly, the Board of Directors propose for approval of the members the amendments to the Articles of Association in line with the new business of the Company.

Your Directors recommend passing of resolution at Item No.6 by way of a Special Resolution.

The draft of the new set of Articles of Association proposed for approval, are available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company.

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. : 7 & 9

The Board of Directors at their meeting held on 20th January 2023 have proposed to issue 7,05,393 sweat equity shares to Mr. Vinod Tripathi and 1,52,646 sweat equity shares to Mr. Vikram Doshi. The shareholders have approved the issue of sweat equity shares on 20th February 2023 and based upon para 5.2 read with Schedule 3 of the Engagement

letter Mr. Tripathi was issued 7,05,393 shares and based upon para 5.1.1 of the Engagement letter Mr. Doshi was issued 1,52,646 shares

However, due to oversight we didn't realise that the final draft of valuation report given by Systematix dated 27th January 2023 was not converted into final report. In spite of several follow up they have not given the report apparently because they forgot to mention the same in their six-monthly submission they are supposed to file before SEBI. Therefore, due to technical issue of non- receipt of final report, fresh valuation report was taken and the allotment of shares has taken again for their approvals.

However as per Schedule II of the Employment Service Agreement (ESA) entered with Mr. Vinod Kumar Tripathi, he is eligible to get 2% of paid up share capital on completion of 1st five years. He has completed one year on 31st July 2023 and eligible to get 6,10,000 equity shares as sweat equity shares.

The Board of Directors of the Company at their meeting held on 6th November 2023 has proposed to issue sweat Equity shares to Executive Director & Chairman of the Company. The Members of the Company are informed that in consideration of value addition made by Mr. Vinod Tripathi Chairman and Executive Director of the Company, the Company has decided to issue Sweat Equity shares to them, this is being done in consideration of the service rendered by him by way of value addition.

The Board of Directors therefore recommend to issue and allot Sweat Equity shares of Rs. 10/- each to Mr. Vinod Tripathi Executive Director & Chairman of the Company, for Non-cash consideration.

To consider and approve issue of Sweat Equity Shares:

The members of the Company are hereby informed that in lieu of Part Remuneration and Value addition, the Board and NRC in their Meeting held on 6th November, 2023 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	13,15,393
2	Vikram Doshi	CFO	1,52,646
Total			14,68,039

Valuation Report issued by Swaraj Shares and Securities Private 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.

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	Relevant Disclosure for Mr. Vikram Doshi
a.	Total no. of shares to be issued as sweat equity	13,15,393 Equity Shares	1,52,646 Equity Shares
b.	The current market price of the shares of the company	Volume Weighted Average Market Price: [31.05] Last closing Price: [30.49]	
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. 1,31,53,930/- The Value has been arrived at on the basis of Valuation Report issued by Swaraj Shares and Securities Private Limited], Merchant Banker	INR. 15,26,460/- The Value has been arrived at on the basis of Valuation Report issued by Swaraj Shares and Securities Private Limited], Merchant Banker
d.	The names of the employees or directors or promoters to	Mr. Vinod Kumar Tripathi, is Whole Time	Mr. Vikram Doshi is Chief Financial

	whom the sweat equity shares shall be issued and their relationship with the company	Director of the Company. He is associated with the company since 10 th November, 2022.	Officer of the Company, He is associated with the Company since 1 st January, 2023
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. 10/- per share	
g.	Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity	The members have approved Remuneration to be paid by issuance of Sweat Equity shares in their Meeting held on 20 th February, 2023	
h.	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. (Based on the Financial Statement of 31st March, 2023)	-0.968/-	

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	6 th November 2023

	equity shares was approved	
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	14,68,039 Shares to be issued in the manner as mentioned above'
e.	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.
f.	the time period of association of such person with the company	Mr. Vinod Kumar Tripathi, is Whole Time Director and Executive Chairman of the Company. He is associated with the company since 1st August 2023 and appointed as Director from 10 th November,

		2022 Mr. Vikram Doshi is Chief Financial Officer of the Company, He is associated with the Company since 1 st January, 2023
g.	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 Whole Time Director of the Company. Mr. Vikram Doshi is Chief Financial Officer of the Company.
h.	the price at which the sweat equity shares are proposed to be issued	Rs. 10/-
i.	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 and thus without any cash consideration
j.	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 have approved Remuneration to be paid by issuance of Sweat Equity shares in their Meeting held on 20th February, 2023
k.	Diluted Earning Per Share pursuant to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of 31st March, 2023)	INR -0.968/-

Disclosures in accordance with Secretarial Standard 2:

Particulars	Mr. Vinod Kumar Tripathi	Mr. Vikram Doshi
Age	Around 66 Years	Around 37 Years
Qualification	M.A. and IRS	CA & CS
Experience	45 Years	15 Years
Terms & Conditions of appointment	Whole Time Director	CFO
Remuneration last drawn	Rs. 1,96,48,696 P.A.	Rs. 55,32,759 P.A.
Remuneration sought to be paid	(62,00,000 + 1,31,53,930) Rs. 1,93,53,930/-	(37,00,000 + 15,26,460) Rs. 52,26,460/-
Date of first appointment on the Board	10/11/2022	01/01/2023
Shareholding in the Company	Nil	Nil
Relationship with other director/manager/KMP of the Company	NA	NA
No. of meetings of the Board attended during the year	04	04
Name of the Companies he holds Directorship	1) O2nergy Wellness Private Limited 2) Eco Hotels India Private Limited 3) Eco Hotels And Resorts Limited 4) Abode India Lifestyle Private Limited 5) Energify Waste Private Limited 6) Easy Trip Planners	Nil

	Limited 7) Hemkunt Buildtech Private Limited. 8) Trips Infrastructure Private Limited	
Name of the Companies in which he is a Member of the Committee of the Board	1. Easy Trip Planners Ltd	Not applicable

ITEM NO 8.

Mr. Vinod Kumar Tripathi was appointed as an Additional Executive Director and Chairman of the Company at the Board meeting held on November 09, 2022 to oversee the affairs of the Company.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

The terms of his appointment including remuneration, commission, perquisites etc. as have been approved by Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Extra-Ordinary General Meeting.

The details of remuneration payable to Vinod Kumar Tripathi is as under:

General Information

1.	Nature of industry	The Company is Engaged in Hotel Industry .
2.	Date or expected date of commencement of commercial production	At present there is no operation in the Company. The new management intends to make the Company operational and has made an offer to acquire the entire shareholding of Eco Hotels India Pvt Ltd by issuing an equal number of shares in Eco Hotels and Resorts Limited through a preferential

		allotment. A majority of the shareholders have agreed to the proposal and the transaction has been approved in principle by the Bombay Stock Exchange and will be effective once all approvals are received. Post this transaction Eco Hotels India Pvt Ltd will in effect become our subsidiary.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	Particulars	For F.Y. 31st March 2023	For F.Y. 31st March 2022
		Total Revenue	77,758	19,66,258
		Less: Total Expenditure	1,87,69,301	59,68,443
		Profit before Tax	(1,86,91,544)	(40,02,185)
		Less: Tax expenses for earlier year	-	(1,72,311)
		Profit/(loss) After Tax	(1,86,91,544)	(41,74,496)
5.	Foreign Investments or collaborations, if any	Eco Hotels UK PLC hold 64.98% Equity Shares in the Company and is part of Promoter Group.		

II. Information about the appointee: Not Applicable - Disclosing only additional payment in form of sweat equity

1.	Background details	<ul style="list-style-type: none"> • He has more than 40 years of experience in taxation, finance, administration, textiles and wind turbine etc. • He previously worked as the Commissioner of Income Tax, where his last posting was in Mumbai. • He was Managing Director at National Textiles Corporation (Maharashtra South and Gujarat) and was President and group director at Reliance Capital Limited for 14 years. He also worked as Auditor with the office of the Comptroller and Auditor General of India.
2.	Past remuneration	<p>Salary Current Organisation as on 31.03.2023 Rs. 62,00,000 P.A.</p> <p>Salary Previous Organisation Rs. 1,96,48, 696</p>
3.	Recognition or awards	-

4.	Job profile and his suitability	Considering the knowledge of Mr. Vinod Kumar Tripathi on various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Vinod Kumar Tripathi should be available to the Company.
5.	Remuneration proposed	The quantum of remuneration as approved by shareholders in Extra Ordinary General Meeting held on February 20th 2023 stands increased by INR 1,31,53,930 by issuing 13,15,393 Equity Shares as Sweat Equity in terms of Section 197 and Schedule V of the Companies Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.
6.	Comparative remuneration profile with respect to industry, size of	Mr. Vinod Kumar Tripathi has vast and rich experience of handling

	the company, profile of the position and person	various areas of business and is well known in the Industry. He has begun a lot of new initiatives in the Company since he joined as Director. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Vinod Kumar Tripathi has a relationship with the Company as Executive Director and Chairman of the Company.

		Schedule V
2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce losses and the Company is exploring the Funds raising Option to invest in Hotels and Hospitality Business and to increase in Revenue.
3.	Expected increase in productivity and profits in measurable terms	The Company shall be exploring various revenue options in Hotels Industry, after raising the funds.

**By order of the Board,
ECO HOTELS AND RESORTS LIMITED
(Formerly known as Sharad Fibers & Yarn Processors Ltd)**

SD/-
SAMEER DESAI
Company Secretary & Compliance Officer

Registered Office:
19, 3rd Floor, Prabhadevi Industrial Estate
408 Veer Savarkar Marg, Prabhadevi,
Mumbai - 400 025
Date: November 18, 2023

III. Other Information:

1.	Reasons of loss or inadequate profits	During the financial year ended March 31, 2023, the profits of the Company may not be adequate due to not starting of any Operations in the Company and therefore the remuneration payable to the Chairman and Executive Director would exceed the limits prescribed. Hence this proposal under applicable provisions of
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ECO HOTELS AND RESORTS LIMITED

(Formerly Known as Sharad Fibers and Yarn Processors Limited)

CIN: L55101MH1987PLC043970

19, Floor-3rd, Prabhadevi Industrial Estate, 408 Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.

Ph- +91 8086021121

E mail: cssharadfibres2022@gmail.com Website: www.sharadfibres.co.in

1st Extra Ordinary General Meeting for the financial year 2023-24 to be held on Wednesday,
December 13, 2023 at 11:00 a.m. IST at
2201/2202, La View, Jacob Circle, Mahalaxmi, Mumbai - 400011

ATTENDANCE SLIP

DP ID*		Registered Folio No.	
Client ID*		No. of Share(s)	

Name & Address of

Shareholder:.....

.....

I/We hereby record my / our presence at the 1st Extra Ordinary General Meeting for the financial year 2023-24 at 2201/2202, La View, Jacob Circle, Mahalaxmi, Mumbai - 400011 on Wednesday, December 13, 2023 at 11:00 a.m. IST

Signature of Shareholder / Proxy

*Applicable for investors holdings shares in electronic form.

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), 2014]

CIN: L55101MH1987PLC043970

Name of the Company: ECO HOTELS AND RESORTS LIMITED (Formerly Known as Sharad Fibers and Yarn Processors Limited)

Registered Office: 19, 3rd Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025.

Name of the Member(s): _____
Registered Address: _____
_____ E-Mail Id: _____
Folio No./Client id: _____
DP ID: _____

I/We being the member(s) of _____ shares of _____ hereby appoint:

- 1) Name: _____ Email id: _____
Address: _____ or failing him
- 2) Name: _____ Email id: _____
Address: _____ or failing him
- 3) Name: _____ Email id: _____
Address: _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Extra Ordinary General Meeting for the financial year 2023-24 to be held on Wednesday, December 13, 2023 at 11:00 p.m. IST at 2201/2202, La View, Jacob Circle, Mahalaxmi, Mumbai - 400011, and at any adjournment thereof in respect of such resolution as are indicated below.

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars	For	Against
SPECIAL BUSINESS:			
1.	APPOINTMENT OF MR. JAYA KRISHNAN (DIN: 02611576) AS A DIRECTOR OF THE COMPANY		
2.	APPOINTMENT OF MR. RAJIV BASRUR (DIN: 02298606) AS AN INDEPENDENT DIRECTOR:		
3.	SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA (MUMBAI) TO THE STATE OF KERALA (ERNAKULAM):		
4.	ALTERATION OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:		
5.	AMENDMENT TO THE INCIDENTAL OR ANCILLARY OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION:		
6.	TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY		
7.	TO APPROVE THE ISSUE OF SWEAT EQUITY SHARES TO MR. VINOD KUMAR TRIPATHI, EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY:		
8.	APPROVAL FOR REMUNERATION PAYABLE TO MR. VINOD KUMAR TRIPATHI, EXECUTIVE DIRECTOR AND CHAIRMAN		
9.	APPROVAL FOR ISSUE OF SWEAT EQUITY OF SHARES TO MR. VIKRAM DOSHI, CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY:		

Signed this..... Day of2023

Signature of shareholder: _____

Signature of Proxy holder(s): _____

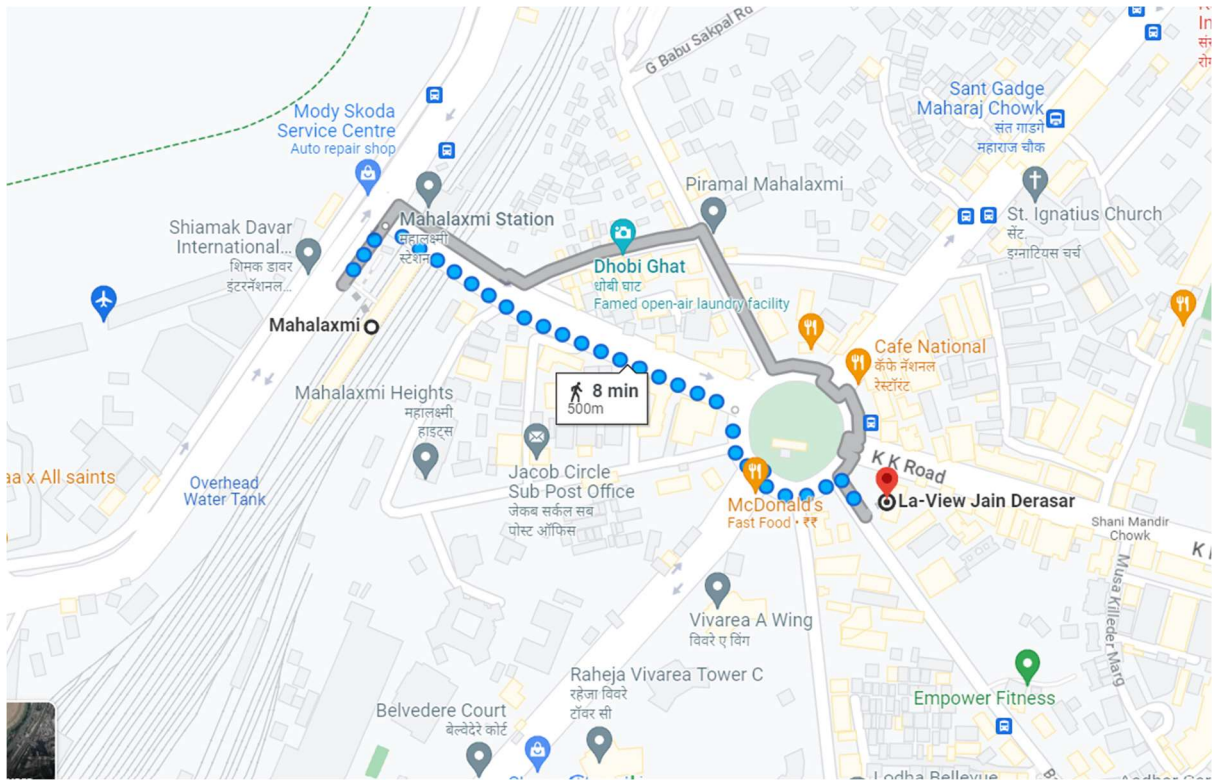
Note:

- (1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Extra Ordinary General Meeting of the Company.
- (2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the Extra Ordinary General Meeting.
- (3) ** This is only optional. Please put a 'X' in the appropriate column against a resolutions indicated in the box.
- (4) Please complete all details including details of Members(S) in above box before Submission.

Affix Revenue Stamp of Rs. 1

ROUTE MAP:

Address: 2201/2202, La View, Jacob Circle, Mahalaxmi, Mumbai – 400011.



Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Eco Hotels and Resorts Limited
(Formerly Known as Sharad Fibers and Yarn Processors Limited)
Registered Office: 19, 3rd Floor, Prabhadevi Industrial Estate, 408, Veer Savarkar
Marg, Prabhadevi, Mumbai - 400 025.
CIN: L55101MH1987PLC043970

BALLOT PAPER

(To be returned to the Scrutinizer appointed by the Company)

Sr. No	Particulars	Details
1.	Name (s) of the Member(s) (in Block letters)	
2.	Registered Address of the Members	
3.	Registered Folio No/ DP ID/ Client ID:	

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the 1st Extra Ordinary General Meeting of the Company to be held on Wednesday, December 13, 2023 at 11:00 a.m. at 2201/2202, La View, Jacob Circle, Mahalaxmi, Mumbai - 400011 in respect of the businesses as stated in the Notice dated November 18, 2023 by conveying my / our assent or dissent to said resolution (s) by placing the tick (✓) mark in the box against the respective matters.

Sr. No.	Resolutions	No. of Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	APPOINTMENT OF MR. JAYA KRISHNAN (DIN: 02611576) AS A DIRECTOR OF THE COMPANY			
2.	APPOINTMENT OF MR. RAJIV BASRUR (DIN: 02298606) AS AN INDEPENDENT DIRECTOR:			
3.	SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA (MUMBAI) TO THE STATE OF KERALA (ERNAKULAM):			
4.	ALTERATION OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:			
5.	AMENDMENT TO THE INCIDENTAL OR ANCILLARY OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION:			
6.	TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY			
7.	TO APPROVE THE ISSUE OF SWEAT EQUITY SHARES TO MR. VINOD KUMAR TRIPATHI, EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY:			

8.	APPROVAL FOR REMUNERATION PAYABLE TO MR. VINOD KUMAR TRIPATHI, EXECUTIVE DIRECTOR AND CHAIRMAN			
9.	APPROVAL FOR ISSUE OF SWEAT EQUITY OF SHARES TO MR. VIKRAM DOSHI, CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY:			

Place: Mumbai

Date:

Signature of the Member