

# 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.

Website: [www.sharadfibres.co.in](http://www.sharadfibres.co.in); Email Id: [cssharedfibres2022@gmail.com](mailto:cssharedfibres2022@gmail.com)

## ANNUAL REPORT FOR 36<sup>TH</sup> ANNUAL GENERAL MEETING.

## **BOARD OF DIRECTOR**

Mr. Vinod Kumar Tripathi	Chairman and Executive Director
Mr. Suchit Punnsone	Non Executive Director
Mr. Parag Mehta	Non Executive Independent Director
Ms. Indira Bhargava	Non Executive Independent Director

## **CHIEF FINANCIAL OFFICER**

Mr. Vikram Doshi

## **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Mr. Sameer Desai

## **REGISTERED OFFICE**

19, 3rd Floor, Prabhadevi Industrial Estate, 408,  
Veer Savarkar Marg, Prabhadevi,  
Mumbai - 400 025  
Tel: + 91 8086021121  
Website: [www.sharadfibres.co.in](http://www.sharadfibres.co.in)  
Email Id: [cssharadfibres2022@gmail.com](mailto:cssharadfibres2022@gmail.com) / [investor.relations@ecohotels.in](mailto:investor.relations@ecohotels.in)  
CIN: L55101MH1987PLC043970

## **STATUTORY AUDITORS**

M/s. J H Bhandari & Co., Chartered Accountants

## **SECRETARIAL AUDITORS**

M/s. GMJ & Associates, Company Secretaries

## **REGISTRAR & SHARE TRANSFER AGENT**

### **BIGSHARE SERVICES PRIVATE LIMITED**

(Unit: Eco Hotels and Resorts Limited)  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri (East), Mumbai - 400 059.  
Tel. No. 022 62638200/ 62638299.  
Email id - [info@bigshareonline.com](mailto:info@bigshareonline.com)

## NOTICE TO THE MEMBERS

NOTICE is hereby given that the 36<sup>th</sup> (Thirty Sixth) Annual General Meeting (AGM) of the Members of **ECO HOTELS AND RESORTS LIMITED** (Formerly known as *Sharad Fibers & Yarn Processors Limited*) (CIN: L55101MH1987PLC043970) will be held on September 28, 2023 at 03:00 p.m. at 2201/2202, La View, Jacob Circle, Mahalaxmi, Mumbai - 400 011 to transact, with or without modification(s) the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, including the audited Balance Sheet as at March 31, 2023, the Statement of Profit and Loss & Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Suchit Punnose (DIN: 02184524), who retires from office by rotation, and being eligible offers himself for reappointment.

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Suchit Punnose (DIN: 02184524), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint Statutory Auditors, M/s. Girish Sethia, Chartered Accountants in place of M/s. J.H. Bhandari & Co., Chartered Accountants, who retire at the ensuing Annual General Meeting and to fix their remuneration:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Girish Sethia, Chartered Accountants (ICAI Registration No.: 044607), be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. J.H. Bhandari & Co., Chartered Accountants to hold office for a term of two consecutive years from the conclusion of 36<sup>th</sup> Annual General Meeting till the conclusion of 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2025, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

### SPECIAL BUSINESS:

**4. TO APPROVE THE CONTINUATION OF THE TERM OF MS. INDIRA BHARGAVA (DIN: 02368301) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY AFTER ATTAINING THE AGE OF 75 YEARS.**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and recommendation of the Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded, for continuation of office of directorship of Ms. Indira Bhargava (DIN: 02368301), who has attained the age of 75 years for her first term of office.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

#### **5. TO APPROVE RELATED PARTY TRANSACTIONS:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (“Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the 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 subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table(s) forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding that such transactions may exceed one thousand crores or 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm’s length basis, within the aggregate limits and during the financial years as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

#### **6. INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

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

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

“**RESOLVED THAT** pursuant to the provisions of sub section (1) of Section 13, read with Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment thereto or re-enactment thereof), consent of the members be and is hereby accorded, to increase the Authorised Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 2,70,00,000 (Two Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each **TO** Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 6,70,00,000 (Six Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the existing shares.

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

## 7. APPROVAL TO AMEND THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder(including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) consent of the shareholders of the Company be and is hereby accorded for amending Clause V i.e. the Capital Clause of the Memorandum of Association of the Company by substituting the existing Clause V with the following:

“V. The Share Capital of the company is Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 6,70,00,000 (Six Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each.”

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

## 8. TO APPROVE ECO HOTELS AND RESORTS - EMPLOYEE STOCK OPTION PLAN 2023.

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 62 (1) (b) of the Companies Act, 2013 (**“the Act”**) and the Companies (Share Capital and Debentures) Rules, 2014 (the **“Companies SCD Rules”**) and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (**“the SEBI SBEB and Sweat Equity Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the SEBI LODR Regulations”**) and circulars / notifications / guidance / frequently asked questions, if any issued thereunder, as amended from time to time (collectively, the **“SBEB Regulations”**), and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s)/consent(s)/permission(s)/sanction (s), as may be required, from the appropriate regulatory authorities, and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be approved and accepted by the Board of Directors (hereinafter referred to as **“the Board”** which term shall be deemed to include the Compensation/Nomination and Remuneration Committee) consent of the Members of the Company be and is hereby accorded to the Board, to introduce and implement **‘Eco Hotels and Resorts - Employee Stock Option Plan 2023’** (**“ECO ESOP 2023”**) (subject to necessary changes required to ensure compliance under Companies Act, SEBI Regulations, Tax laws, accounting standards and other applicable laws), the salient features of which are furnished in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of eligible Employees and Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as **“Employee(s)”**) selected on the basis of criteria decided by Board under the ECO ESOP 2023, such number of stock options convertible into Equity Shares of the Company (**“Options”**), in one or more tranches, of face value of Rs. 10/- each (Rupees Ten), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the provision of the ECO ESOP 2023 and all provisions of applicable laws.

**RESOLVED FURTHER THAT** the ECO ESOP 2023 may also envisage provisions for providing financial assistance to the eligible Employees to enable them to acquire, purchase or subscribe to the said securities of the Company in accordance with the provisions of the Act/ SEBI (SBEB and Sweat Equity) Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the ECO ESOP 2023 and such equity shares shall rank *pari-passu* in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, buy-back, scheme of arrangement and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ECO ESOP 2023 and the exercise price of Options granted under the ECO ESOP 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten) per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees who have been granted Options under the ECO ESOP 2023.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and Sweat Equity) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board, which includes the Compensation/ Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the ECO ESOP 2023, determine the detailed terms and conditions of the aforementioned ECO ESOP 2023 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the ECO ESOP 2023 and as the Board or the Compensation/ Nomination and Remuneration Committee may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI (SBEB and Sweat Equity) Regulations as and when applicable to the Company for the purposes of administration of ECO ESOP 2023.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to alter the exercise price of the options which are not exercised as it deems fit, if the exercise price of the options is rendered unattractive due to fall in the market price of the share of Company and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP Plan 2023.

**RESOLVED FURTHER THAT** the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ECO ESOP 2023 as it may deem fit, from time to time or to suspend, withdraw or revive the ECO ESOP 2023 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the Equity Shares allotted under the ECO ESOP 2023 on the Stock Exchanges, in accordance with the provisions of the SEBI (SBEB and

Sweat Equity) Regulations, the SEBI LODR Regulations and other applicable laws and regulations and the amendments thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ECO ESOP 2023 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to Compensation/ Nomination and Remuneration Committee or such other Committees as constituted from time to time, with power to sub-delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

#### **9. TO AMEND MAXIMUM LIMIT UNDER EMPLOYEE BENEFIT TRUST.**

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

**"RESOLVED THAT** in accordance with Employee Benefit Trust Scheme approved by the Board of Directors of the Company and pursuant to applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India ('SEBI') (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 ('SBEB & SE Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with circulars/ guidelines issued by SEBI, the Articles of Association of the Company, the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, and other applicable regulations, rules and circulars / guidelines consent of the shareholders of the Company be and is hereby accorded for amending

1. EBT for 5% of current and future paid up capital and

- a) Corpus by reducing from 10% of Current and future paid up capital of the Company to 5% of the Current and future paid up share capital of the Company.
- b) This scheme may be extended to the employees of its subsidiary companies if approved by Shareholders and within the ambit of prevailing laws.

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

#### **10. TO CONSIDER AND APPROVE ISSUE OF 1,24,88,106 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:**

**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 Sections 23, 42, 62, and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, including Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (the "Act"), the Memorandum and Articles of Association of the Company, and any other rules, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, and other applicable provisions of the rules, regulations and guidelines issued by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), stock exchanges and /or any other

competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) **from time to time, and subject to such conditions** and modifications as may be prescribed or imposed by any of them, while granting such approvals, consents, permissions or sanctions, and agreed by the Board of Directors of the Company, the consent of the Members of the Company is accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board, under this resolution), to create offer, issue and allot 1,24,88,106 (One Crore Twenty Four Lacs Eighty Eight Thousand One Hundred Six) fully paid-up equity shares having nominal value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 10/- (Rupees Ten Only), being the price determined in accordance with the provisions of SEBI ICDR Regulations, for consideration other than cash on a preferential basis, to the following persons (hereinafter referred as “Proposed Allottees”) (under Promoters and Non-Promoter Category”), towards discharge of total purchase consideration of Rs. 12,48,81,060 (Rupees Twelve Crores Forty Eight Lacs Eighty One Thousand Sixty Only) payable to Proposed Allottees, being the promoters and shareholders, holding 48.11% of the fully paid up equity shares (47.76% of total Equity shares) of Eco Hotels India Private Limited (“EHIPL”), a private limited Company, incorporated under the Indian Companies Act, 1956, having CIN U55101KL2008PTC022097, with its registered office at N0.67/6446, Basin Road, Ernakulam, Kerala - 682 031, for the acquisition of 1,24,88,106 Equity Shares being the 48.11% shares of EHIPL, from the Proposed Allottees, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 1,24,88,106 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis (in proportion to the shareholding held by them in EHIPL).

#### Details of the Proposed Allottees:

Sr. No.	Name of the Proposed Allottee	No. of Equity Shares to be exchange in EHIPL	No. of Equity Shares to Issue and Allot of Eco Hotels and Resorts Limited	Current Status/ Category	Proposed Status/ Category
1.	Easy Trip Planners Limited	4000000	4000000	Non-Promoter	Non-Promoter
2.	Eco Hotels UK Plc	4415000	4415000	Promoter	Promoter
3.	Triveni Management Consultancy Services Limited	1671059	1671059	Non-Promoter	Non-Promoter
4.	Aditya Anil Gaggar	250000	250000	Non-Promoter	Non-Promoter
5.	Aniruddh Anil Gaggar	250000	250000	Non-Promoter	Non-Promoter
6.	Reetika Sawhney	100000	100000	Non-Promoter	Non-Promoter
7.	Smita Mookherjee	100000	100000	Non-Promoter	Non-Promoter
8.	Sanchita Ralhan	100000	100000	Non-Promoter	Non-Promoter
9.	Vishal Gupta	100000	100000	Non-Promoter	Non-Promoter
10.	L. Ratna Kumar HUF	97950	97950	Non-Promoter	Non-Promoter
11.	Anjana Rao & Premsinh Rao	60000	60000	Non-Promoter	Non-Promoter
12.	Lingam Ratna Kumar	50000	50000	Non-Promoter	Non-Promoter
13.	Sunitha Sriram	50000	50000	Non-Promoter	Non-Promoter
14.	Himanshu Kumar Choudhary / Pranat Bharti	50000	50000	Non-Promoter	Non-Promoter



	/ Vinat Bharati				
15.	Prabhakar Jayaraman	50000	50000	Non-Promoter	Non-Promoter
16.	Surinderpal Singh Ratra	50000	50000	Non-Promoter	Non-Promoter
17.	Thiagarajan Vijayaragavan	50000	50000	Non-Promoter	Non-Promoter
18.	V Vasantha	50000	50000	Non-Promoter	Non-Promoter
19.	Karthikeyan Palanikumar	50000	50000	Non-Promoter	Non-Promoter
20.	Anupam Gupta and Priyadarshini Gupta	50000	50000	Non-Promoter	Non-Promoter
21.	Bharani Jayaraman	50000	50000	Non-Promoter	Non-Promoter
22.	S Anuradha	50000	50000	Non-Promoter	Non-Promoter
23.	Sushma Jalan / Awadhesh KR Jalan	50000	50000	Non-Promoter	Non-Promoter
24.	Ravi Shekhar	50000	50000	Non-Promoter	Non-Promoter
25.	D. Vathsala/ D.S.L Prasad	50000	50000	Non-Promoter	Non-Promoter
26.	Li Yuke Fong	50000	50000	Non-Promoter	Non-Promoter
27.	Mahajan Shashank Ravindra	50000	50000	Non-Promoter	Non-Promoter
28.	Andrea Palkhivala	50000	50000	Non-Promoter	Non-Promoter
29.	Sandhya Sawarkar	50000	50000	Non-Promoter	Non-Promoter
30.	Andrea Olive Nerella	50000	50000	Non-Promoter	Non-Promoter
31.	Tapan Kumar Chatterjee	50000	50000	Non-Promoter	Non-Promoter
32.	Shakuntala Devi & Bhagwan Prasad Khandelwal	50000	50000	Non-Promoter	Non-Promoter
33.	Radhakrishna Prasad Popuru	50000	50000	Non-Promoter	Non-Promoter
34.	Rajeswaramma Yadagiri	50000	50000	Non-Promoter	Non-Promoter
35.	Chaitry Shailesh Desai	50000	50000	Non-Promoter	Non-Promoter
36.	S Ranga Prasad	40000	40000	Non-Promoter	Non-Promoter
37.	D. Vathsala & DSL Prasad	30000	30000	Non-Promoter	Non-Promoter
38.	Soumya Ramalingam	25000	25000	Non-Promoter	Non-Promoter
39.	S. Lalitha	25000	25000	Non-Promoter	Non-Promoter
40.	Minaxi Zaveri	12500	12500	Non-Promoter	Non-Promoter
41.	L. Ratna Kumar	7397	7397	Non-Promoter	Non-Promoter
42.	Sudha Suresh	4200	4200	Non-Promoter	Non-Promoter
	<b>Total</b>	<b>1,24,88,106</b>	<b>1,24,88,106</b>		

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects (including with respect to dividend and voting powers), from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR is August 29, 2023, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of equity shares to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

(i) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

(ii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from “Applicable Regulatory Authorities”. The equity shares shall be allotted in dematerialized form within the time period prescribed under SEBI ICDR Regulations i.e. within a period of 15 days from the date of passing of the special resolution by the members of the Company being, provided that where the allotment of said equity shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.

(iii) Allotment shall only be made in dematerialized form

**RESOLVED FURTHER THAT** the Board is authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI (LODR) Regulations, 2015 and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from BSE Limited within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board is authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters, share certificates and such other documents, offer letter(s), and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the equity shares, as stated above, to the proposed allottees and listing thereof with BSE Limited.

**RESOLVED FURTHER THAT** the Board is authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/Company Secretary/ any officer(s) of the Company, to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above, and all incidental and ancillary things done are hereby specifically approved and ratified.”

**11. APPROVAL FOR AVAILING LOAN(S) CONVERTIBLE INTO EQUITY SHARES:**

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

“**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board in respect of the financial assistance, including unsecured loans, Intercorporate Deposits to be availed from Financial Institutions/Banks/any Bodies Corporate/Directors (hereinafter collectively referred to as the “Lenders”) from time to time aggregating to a sum not exceeding Rs. 70,00,00,000/- (Rupees Seventy Crore Only) (“Facilities”), such that in the event of request by the Company for restructuring the facilities under the lending arrangements as may be executed between the Lenders and the Company or upon exercise of an option provided/agreed under the lending arrangements, Lenders, may be able to convert the outstanding facilities or part thereof, into equity shares in the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined at the time of such conversion.

**RESOLVED FURTHER THAT** either on the acceptance of the option provided by the Company to the Lenders to convert Facilities into equity shares of the Company or on receipt of notice from the Lenders exercising the option of conversion of Facilities into equity shares in terms of the lending arrangements, for the conversion of Facilities (or part thereof), the Board be and is hereby authorised to do all such acts, deeds and things as the Board may think necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

**RESOLVED FURTHER THAT** the equity shares to be allotted and issued to such Lenders, either pursuant to the request forwarded by the Company for conversion of the existing Facilities (either in full or in part) or upon the right of conversion exercised by the Lenders, shall rank pari passu in all respects with the then existing equity shares in the Company and be listed on the stock exchange(s) where the existing shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, execute all such documents, instruments and writings and give such directions as may be deemed necessary or expedient, to give effect to this resolution.”

**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: 29<sup>th</sup> August, 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 AGM 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 AGM 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 AGM.

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, bank 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](http://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](mailto: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, vide SEBI's Circular No SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023 and MCA, vide General Circular No. 10/2022 dated December 28, 2022, has provided similar relaxations to companies from dispatching physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) to the shareholders, for the Annual General Meetings (AGMs) conducted till September 30, 2023. Since copies of Annual Report will not be dispatched to the shareholders holding Physical shares and will not be distributed at 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 AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM 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 Annual Report, Notices, Circulars, etc. from the Company electronically.

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

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 (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

(ii) The Board of Directors of the Company has appointed 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, September 21, 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. September 21, 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. September 21, 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](http://www.sharadfibres.co.in)) and on the website of CDSL [www.evotingindia.com](http://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., September 28, 2023.

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

(a) The voting period begins on Monday, September 25, 2023 Start Time: 9:00 a.m. (IST) and ends on Wednesday, September 27, 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. September 21, 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 <a href="https://web.cdslindia.com/myeasi/">https://web.cdslindia.com/myeasi/</a> home/login or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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</p>

	<p>the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a>.</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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</p> <p>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders Holding securities in demat mode with NSDL</p>	<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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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"> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

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](http://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](mailto: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](mailto: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](mailto: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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

### **ITEM NO 3.**

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

The Members of the Company at the 31<sup>st</sup> Annual General Meeting (AGM) held on June 26, 2018 approved the appointment of M/s. J.H. Bhandari & Co., Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. Accordingly, M/s. J.H. Bhandari & Co., will complete their present term on conclusion of the ensuing AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors based on the recommendation of the Audit Committee proposes the appointment of M/s. Girish Sethia, Chartered Accountants, (ICAI Registration No.: 044607), as the Statutory Auditors of the Company. Appointment of M/s. Girish Sethia, as the Statutory Auditors will be for a period of two years commencing from the conclusion of this 36<sup>th</sup> AGM till the conclusion of the 38<sup>th</sup> AGM at such remuneration plus reimbursement of out-of-pocket expenses, if any. There is no material change in the remuneration payable to M/s. Girish Sethia.

M/s. Girish Sethia have confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board recommends the Ordinary Resolution at Item No. 3 of this Notice for the approval of the members.

None of the Directors, Key Managerial Personnel and other relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

### **ITEM NO 4.**

Ms. Indira Bhargava (DIN: 02368301) was appointed by the Board in their meeting dated November 09, 2022 for a term of Five (5) years and members of the Company at the Extra Ordinary General Meeting held on February 20, 2023, approved the appointment as an Independent Woman Director of the Company. Ms. Indira Bhargava has attained the age of 75 years prior to her appointment.

Since the Regulation 17(1A) of the Listing Regulations have become applicable to the Company, the Board on the basis of the performance evaluation report and as per the recommendation of the Nomination and Remuneration Committee proposes the special resolution for approval of the members for the continuation of directorship of Mrs. Indira Bhargava for the existing tenure.

Ms. Indira Bhargava was the third woman to be a Central Board of Direct Taxes Chairperson. Before assuming the post of CBDT Chairperson, Ms. Bhargava was member (investigation) in the Board. Prior to that, she was also the Chief Income Tax Commissioner in the Mumbai circle. Ms. Bhargava belonged to Indian Revenue Services, 1970 batch. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Indira Bhargava as Independent Director of the Company.

The Board recommends a special resolution as set out at Item No. 4 of the Notice for the approval of members.

Except for Ms. Indira Bhargava none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the accompanying Notice of the AGM.

### **ITEM NO 5.**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said

section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 29<sup>th</sup> May 2023 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company / Subsidiary Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company / Subsidiary Company with the following related parties in the ordinary course of business and at arms' length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with related parties are as under:

Sr No.	Particulars	Details of proposed Related Party Transaction
1	Name of Related Party	Eco Hotels India Private Limited (EHIPL)
2	Nature of Relationship	Subsidiary Company
3	Nature and material terms of contract / arrangement / transaction	Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services
4	Whether in Ordinary Course of Business	Yes
5	Whether at Arm's Length basis	Yes
6	Value of Approval being sought	30 Crores (Rupees Thirty Crores only)
7	The percentage of the listed entity's annual consolidated turnover for the FY'23, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis. shall be additionally provided);	N.A.
8	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
A	details of the source of funds in connection with the proposed transaction	N.A.
B	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	N.A.
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	

#### **Justification for why the proposed transaction is in the interest of the listed entity**

Most transactions like Hotel deals, lease deed, rentals, remuneration, interest & loans, operations, professional charges, rentals, reimbursement of expenses are common for the Holding & subsidiary Company are of repetitive in nature and at arm's length.

In case of hotel taken on lease and/ or EBOT basis, Eco Hotels India Private Limited will carry out refurbishment expenses or project consultancy as the case may be whereas operation of the hotel will be handled by Eco Hotels and Resorts Limited. Thereby, EHRL will become an OpCO whereas EHIPL will be a PropCo. EHRL will be operated on asset light model.

EHRL will be an OpCo and will be an asset light model. Broad division of work of these two companies are as follows:

- a) EHIPL will source hotel deals for both EBOT and Leased Hotels
- b) Enter into an agreement with owners/ investors
- c) Project management/ architecture drawings to make the hotels fit for operations
- d) Enter into an agreement with EHIPL for operations of the hotels defining the terms and conditions. Thus EHIPL will be a PropCo and EHRL will be a OpCo. These roles are not water tight the Board may take a decision making changes in the roles of the two companies.
- e) It will be ensured the financial of these two companies will be Arm's length

In return, Eco Hotels and Resorts Limited will pay fixed fees (lease rentals) or project management fees to EHIPL to recover its cost towards refurbishment of hotels and employee and set up cost with margin.

The proposed contracts/arrangements/transactions relate to sale/ purchase of goods/services or any other transaction(s), which shall be governed by the Companies Act 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be reviewed by the Audit Committee within the overall limits approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the Item no. 5 of the notice for your approval as an ordinary resolution. None of the Related Parties shall vote in the resolution.

Except Mr. Suchit Punnose and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

#### **ITEM NO. 6 & 7:**

The present Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 2,70,00,000 (Two Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each. The Company proposes to increase the Authorised Share Capital to Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 6,70,00,000 (Six Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each, by creation of additional 4,00,00,000 (Four Crores) Equity Shares of Rs.10/- each ranking pari passu with the existing shares. Consequential changes would also be required to be made in Clause V of the Memorandum of Association of the Company by replacing it with the new Clause V.

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

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

<b>Clause</b>	<b>Alteration</b>	<b>Explanation/Reason</b>
Capital Clause	"V. The share capital of the company is Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 6,70,00,000 (Six Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each.	Pursuant to increase in the Authorised Share Capital of the company and in order to align the capital clause as per the Table A of the Schedule I of the Companies Act, 2013. The additional rights as mentioned in the earlier clause are already covered in the Articles of Association of 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 and also on the meeting day.

The aforesaid proposals are subject to approval of the members. The Board of Directors recommend the passing of the proposed resolutions stated in Item No. 6 as an Ordinary Resolution and Item No. 7 as a Special Resolution.

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

#### **ITEM NO. 8:**

Stock Options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Options also provide a company with an opportunity to optimize its personnel costs. This also provides an opportunity to the employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the company. Your Company believes in rewarding its Employees including Employees of Holding Company, its Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present and future] for their continuous hard work, dedication, and support, which has led and will lead the Company on the growth path.

Pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with rules made thereunder, further shares shall be offered to employees under a scheme of employees' stock option, subject to special resolution passed by Company and subject to such conditions as may be prescribed. Further, as per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, no scheme shall be offered to employees of a company unless the shareholders of the company approve it by passing a special resolution in the general meeting. The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at its meeting held on August 29, 2023, subject to approval of the shareholders of the Company, approved introduction and implementation of "Eco Hotels and Resorts - Employee Stock Option Plan 2023". The salient features and other details of the Plan are given as under:

- a) the quantum of options, shares, or benefits as the case may be, per employee and in aggregate under a scheme;
- b) the kind of benefits to be granted under this scheme;
- c) the conditions under which options, shares or other benefits as the case may be, may vest in employees and may lapse in case of termination of employment for misconduct;
- d) The schedule for Vesting of the Options granted to Employees;
- e) The price at which the Options are to be granted from time to time (which will be the Exercise Price for the options at a future date);
- f) the exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same within the exercise period;
- g) the specified time period within which the employee shall exercise the vested options or in the event of termination or resignation;
- h) the right of an employee to exercise all the options, as the case may be, vested in him at one time or at various points of time within the exercise period;
- i) the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, the following shall, inter alia, be taken into consideration by the Board/ committee:
  - i. the number and price of options shall be adjusted in a manner such that total value to the employee of the options remains the same after the corporate action;
  - ii. the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options;
- j) the grant, vesting and exercise of shares, options or in case of employees who are on long leave;
- k) eligibility to avail benefits under this scheme in case of employees who are on long leave;
- l) the procedure for funding the exercise of options;

- m) the procedure for buy-back of specified securities issued under relevant regulations, if to be undertaken at any time by the company, and the applicable terms and conditions, including:
- i. permissible sources of financing for buy-back;
  - ii. any minimum financial thresholds to be maintained by the company as per its last financial statements; and
  - iii. limits upon quantum of specified securities that the company may buy-back in financial year.

For the purpose of this Clause, specified securities mean as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

n) Amend any terms and conditions of any Options granted under the Scheme to the extent it is not inconsistent with the terms of the Scheme and not prejudicial to the interest of the Option Grantee.

o) frame suitable policies and procedures to ensure that there is no violation of securities laws including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended from time to time, by the trust, the company and its employees, as may be applicable

p) Approve forms, writings and/or agreements for use in pursuance of the ECO ESOP 2023.

q) Any other related or incidental matters.

Major details of the ECO ESOP 2023 are as given below: -

- **Brief Description of the ECO ESOP 2023 scheme is given as under:**

In order to attract good manpower the management and Board has decided to introduce ESOP scheme for current as well as future employees. In January 20, 2023 Board meeting Employee Benefit Scheme was approved and which was later on approved by shareholders in the EOGM dated 20<sup>th</sup> February 2023. However, Board at the request and consultation of management has changed the limit for EBT from 10% of paid-up equity capital to 5% of paid equity capital and 5% is allocated for ESOP scheme.

The Company is introducing this ESOP plan so that 5% of paid-up equity capital can be given to KMPs and Employees other than CEO and Executive Chairman. The following are salient features of the same:

- **The total number of options to be granted**

The total number of Options that may, in the aggregate, be issued would be such number of Options which shall entitle the Option holders to acquire in one or more tranches as approved by the relevant authority on a periodic basis (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisations of the capital structure of the Company as may be applicable from time to time).

In case of any corporate action(s) such as rights issues, bonus issues, buy-back, scheme of arrangement, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling shares shall be deemed to be increased to the extent of such additional equity shares issued.

An Employee may surrender his/her vested /unvested options at any time during / post his employment with the company. Any employee willing to surrender his/her Options shall communicate the same to the Board of Directors or Committee of the Company in writing.

Vested Options lapsed due to non-exercise, surrender and/or unvested Options that gets cancelled due to resignation or any other separation conditions of Option grantees, surrendered or otherwise, would be available for being re-granted at a future date. The Board/ Committee is authorized to re-grant such lapsed / cancelled / surrendered options as per the provisions of ECO ESOP 2023.

- **Identification of classes of employees entitled to participate and be beneficiaries in the ECO ESOP 2023.**

Following class/ classes of employees are entitled to participate in ECO ESOP 2023: -

- i. an employee as designated by the company, who is exclusively working in India or outside India; or
- ii. a director of the company, whether a whole-time director or not, including a non-executive

director who is not a promoter or member of the promoter group, but excluding an independent director; or

- iii. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include –
- a) an employee who is a promoter or a person belonging to the promoter group; or
  - b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

The class of Employees eligible for participating in the ECO ESOP 2023 shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the Employee, role assigned to the Employee and such other parameters as may be decided by the Board of Directors/Compensation/ Nomination and Remuneration Committee of the Company in its sole discretion from time to time.

The Options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

- **Requirements of vesting and period of vesting**

The Board/ NRC, however, in its sole and absolute discretion can determine the Vesting criteria which includes time-based criteria and/or performance-based conditions having regard to the expertise, achievement or expected achievement of key performance indicators by the prospective Option Holder, terms of employment of the prospective Option Holder amongst any other factors that it deems fit. Such Vesting criteria shall be communicated to the Option Holder under the Letter of Grant.

Provided that, the maximum Vesting Period shall not exceed more than 2 (two) year from the Grant Date.

It is hereby clarified that the Vesting Period will be determined by the Board/ NRC and may vary from employee to employee as may be prescribed under the Applicable Law.

- **Maximum period within which the options shall be vested**

The maximum vesting period may extend up to 2 years from the date of respective grant of Options, unless otherwise decided by the Board/ Compensation/ Nomination and Remuneration Committee.

The Board of Directors/ Compensation/ NR Committee, shall have, subject to the applicable law (and subject to a minimum vesting period of 1 year) the right, to vest all or part of the Unvested Options in an accelerated manner from out of the options granted and outstanding to the employees.

- **Exercise price or pricing formula**

Exercise Price means the price, if any, payable by an employee for exercising the option granted to such an employee in pursuance of ECO ESOP 2023.

The Exercise Price shall be as may be decided by the Board/ Committee as is allowed under the Companies Act/ SEBI (SBEB and Sweat Equity) Regulations which in any case will not be lower than the face value of the equity shares of the Company on the date of such grant. Further the Exercise Price can be different for different set of Employees for Options granted on same/ different dates. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company in order to comply with the applicable laws.

No amount shall be payable by the Option Grantee at the time of grant. In case any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

- **Exercise period and process of exercise**

Exercise period as provided in the Letter of Grant or such other period as may be intimated by the Board or NRC, from time to time, within which the Eligible Employee may elect to Exercise the Vested Options



The vested Options shall be exercisable by the Employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Board of Directors/ Compensation / Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period. The Options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Board of Directors/Committee may decide.

- **Appraisal Process for determining the eligibility of Employees to the ECO ESOP 2023**

The appraisal process for determining the eligibility of the Employee(s) will be specified by the Board of Directors/Compensation / Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Board of Director/ Compensation/ Nomination and Remuneration Committee.

- **Maximum number of Options to be offered and issued per Employee and in the aggregate ECO ESOP 2023**

The number of Options that may be granted to any identified Employee(s) of the Company or of its Holding, or its Subsidiary Company or, Associate Company or Group Company (in any one year and in aggregate under ECO ESOP 2023 shall not be exceeding 1% of the Issued Capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options, if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

- **Maximum quantum of benefits to be provided per Employee under the ECO ESOP 2023**

The maximum quantum of benefits shall refer to the maximum number of Options that may be granted to each per employee, per grant and in aggregate.

No benefit other than grant of Options under ECO ESOP 2023, and any consequential grant of equity shares of the Company is contemplated under the ECO ESOP 2023. Therefore, the maximum quantum of benefits under ECO ESOP 2023 is the difference between the market value of the equity shares of the Company, and the exercise price of the Options, as on the date of exercise.

- **Whether ECO ESOP 2023 is to be implemented and administered directly by the Company or through a trust**

The ECO ESOP 2023 will be implemented directly by the Company under the guidance of the Board of Directors/ its Compensation / Nomination and Remuneration Committee.

- **Whether ECO ESOP 2023 involves new issue of shares by the Company or secondary acquisition by the trust**

The ECO ESOP 2023 will involve only new issue of shares by the Company.

- **The amount of loan to be provided for implementation of the ECO ESOP 2023 by the Company to the trust, its tenure, utilization, repayment terms, etc.**

Not Applicable

- **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ECO ESOP 2023**

Not Applicable

- **Disclosure and accounting policies**

The Company shall conform to the accounting policies specified in Regulation 15 of the SEBI (SBEB and Sweat Equity) Regulations.

Further, the Company shall disclose details of grant, vest, exercise and lapse of the employee stock Options in the Directors' Report or in an annexure thereof as prescribed under the Companies Act, 2013 read with rules made thereunder and SEBI (SBEB and Sweat Equity) Regulations, or any other applicable laws as may be applicable from time to time. Furthermore, the Company shall follow the laws/regulations applicable to accounting and disclosure related to employee stock Options, including the Companies Act, 2013 (as amended from time to time) but not limited to SEBI (SBEB and Sweat Equity) Regulations (including disclosure as specified under regulation 15) as and when such Regulations become applicable to the Company, section 133 of the Companies Act, 2013 as well as the Guidance Notes on accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the regulatory authorities from time to time, including the disclosure requirements prescribed therein , as and when applicable to the Company.

- **Method of valuation of Options**

The Company will follow IFRS/ IND AS/ any other requirements for accounting of the stock Options as are applicable to the Company for the same.

Since the Company opts for expensing of share based employee benefits using the fair value method, the following statement will not be applicable viz.

In case the Company opts for expensing of share based employee benefits using the intrinsic value intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

- **Lock-in period, if any:**

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise.

However, the Board or Committee as may be authorised by the Board may, in some cases, provide for lock-in of Shares issued upon exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading, as and when these regulations applicable to the Company.

- **Terms & conditions for buyback, if any, of specified securities covered under the SEBI (SBEB and Sweat Equity) Regulations.**

The procedure for buy-back of specified securities issued under SEBI SBEB and Sweat Equity Regulations, if to be undertaken at any time by the company and the applicable terms and conditions, including:

- i. permissible sources of financing for buy-back;
- ii. any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- iii. limits upon quantum of specified securities that the company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

- **Other terms**

The Board or Compensation/ Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the ECO ESOP 2023 in accordance with the Companies Act, 2013, as amended read with rules made thereunder, any regulations and guidelines as prescribed by the SEBI or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration

is detrimental to the interest of the Option grantees.

The Board of Directors or Compensation/ Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ECO ESOP 2023, subject to compliance with the applicable laws and regulations.

The shares may be allotted directly to the Option grantees in accordance with the ECO ESOP 2023 and such ECO ESOP 2023 may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

Consent of the members is sought pursuant to the provisions of section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, as amended and as per the requirement of regulation 61 of the SEBI (SBE and Sweat Equity) Regulations.

#### **ITEM NO. 9.**

The Employee Benefit Trust (EBT) scheme is developed to provide financial benefits and assistance to our employees. The trust is also being created in order to help employees who have suffered from unexpected illness or injury, as well as those who have suffered from the death of a loved one.

The trust could also provide support for members of the community who are in need due to circumstances beyond their control. The EBT also intends to support charitable causes in the community by donating money from its annual fundraising events.

For this Board of Directors has approved Employee Benefit Scheme on 20th January, 2023 which was later on approved by shareholders in the EOGM dated 20th February 2023.

However, Board at the request of NRC committee have suggested to amend the scheme at their Meeting held on 29th May 2023, and for recommending to the shareholders for their approval in upcoming AGM of the Company.

It is proposed by management that instead of having single policy/ scheme of EBT, the Company should have two schemes/ policies

1. EBT for 5% of current and future paid up capital and
2. ESOP for 5% of current and future paid up capital.
  - c) Corpus by reducing from 10% of Current and future paid up capital of the Company to 5% of the Current and future paid up share capital of the Company.
  - d) This scheme may be extended to the employees of its subsidiary companies if approved by Shareholders and within the ambit of prevailing laws.

The above clause for the "Corpus" and Employees of the "Subsidiary Company" has been suggested by Nomination & Remuneration committee to act as a retention tool as well as to align the efforts of such talent professionals towards long term value creation in the organization by the employees in our Company and our Subsidiary Company and to give them opportunity to participate and gain from the Company's performance and to attract new talent as well.

Further in this direction, an EBT scheme has been re-drafted, the draft EBT Scheme has been approved by the Board on 29th May 2023 for recommending to the shareholders for their approval in upcoming AGM of the Company.

The Present Clause for Corpus and Amended clause has been mentioned below for Members approval.

Present/ Current Clause : Corpus

The company plans to grant the trust shares equivalent to 10% of the current and future paid up equity share capital of the company. For the sake of transparency, the Company will top the shares awarded to the trust in proportion to any future dilution events.

Suggested/ Amended Clause: Corpus

The company plans to grant the trust shares equivalent to 5.00% of the current and future paid up equity share capital of the company. For the sake of transparency, the Company will top the shares

awarded to the trust in proportion to any future dilution events.

Your Directors recommend the Resolutions set out in Item No. 9 of the Notice for adoption by the Shareholders as special resolution.

**ITEM NO. 10: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:**

The members are hereby informed that in line with the strategy to diversify, grow and gain market share, the Board of Directors of the Company have approved the acquisition of entire 48.11% of the fully paid up equity shares of the Eco Hotels India Private Limited ("EHIPL") which is represented by 1,24,88,106 equity shares of face value Rs. 10/- each ('Sale Shares') in Eco Hotels India Private Limited ("EHIPL"), a private limited Company, incorporated under The Companies Act, 2013, with its registered office at N0.67/6446, Basin Road, Ernakulam, Kerala - 682 031, from its existing promoters and shareholders for a consideration amounting to Rs. 12,48,81,060 (Rupees Twelve Crores Forty Eight Lacs Eighty One Thousand Sixty Only), being the acquisition price, and it is proposed to discharge the entire acquisition price by way of consideration other than cash by issuance of 1,24,88,106 (One Crore Twenty Four Lacs Eighty Eight Thousand One Hundred Six) Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company at a price of Rs. 10/- (Rupees Ten Only) per share, which is not less than the price determined in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the "Floor Price") to Proposed Allottees, being the promoters and shareholders, holding 48.11% of the fully paid up Equity Shares of Eco Hotels India Private Limited ("EHIPL"). The issue and allotment of equity shares to the promoters and shareholders of EHIPL requires approval of members of the company by way of special resolution and shall be subject to the receipt of necessary approvals from Stock Exchange, Depositories etc. Consequent to the discharge of the purchase consideration by issue of shares of the Company, and upon transfer of equity shares of EHIPL by the Proposed Allottees to the Company, EHIPL will become a subsidiary of the Company.

Consequent to the proposed issue and allotment of equity shares to the proposed allottees, there would be no change in the management or control, of the Company.

**Information required in respect of the proposed issue of equity shares, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.**

**1. Purpose(s) and Object(s) of the Issue and particulars of the offer**

The purpose and object of the proposed issue and allotment of 1,24,88,106 (One Crore Twenty Four Lacs Eighty Eight Thousand One Hundred Six) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company at a price of Rs. 10/- (Rupees Ten only) per share, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, for consideration other than cash to the promoters and shareholders of Eco Hotels India Private Limited ("EHIPL"), a private limited Company, incorporated under the Companies Act, 2013, having CIN U55101KL2008PTC022097, with its registered office at N0.67/6446, Basin Road, Ernakulam, Kerala - 682 031, on preferential basis, to discharge the total purchase consideration payable for the acquisition of entire equity stake in EHIPL.

**2. Kind of Securities: Equity Shares**

**3. Maximum number of specified securities to be issued, and the price at which security is being offered**

It is proposed to issue and allot in aggregate up to 1,24,88,106 (One Crore Twenty Four Lacs Eighty Eight Thousand One Hundred Six) fully paid-up equity shares of the Company having face value Rs. 10/- (Rupees Ten only) each of the Company at an issue price of Rs. 10/- (Rupees Ten only) per share to discharge the payment of total purchase consideration for acquisition of entire 48.11% stake in EHIPL from its existing promoters and shareholders.

The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**4. Date of passing Board Resolution: August 29, 2023**

**5. Amount which the Company intends to raise by way of such issue of securities**

**Not applicable.** The purpose of the present issue is to discharge the payment of total purchase consideration Rs. 12,48,81,060/- for acquisition of entire 48.11% stake in EHIPL, from its existing promoters and shareholders.

**6. Intention of the Promoters / Promoter Group / Directors or Key Managerial Personnel of the Company to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects**

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue except Eco Hotels UK.

**7. Justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation**

Since the Company is a listed entity, price is decided in accordance with the provisions of SEBI ICDR Regulations. The issue price of Rs. 10/- per equity share the price which is not less than the price has been determined in accordance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations.

In terms of Regulation 166A and Regulation 165 of the SEBI ICDR Regulations, the Company has also obtained a valuation report from an independent registered valuer namely Mr. Subodh Kumar IBBI Registration No. IBBI/RV/05/2019/11705 to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential issue. The valuation report shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon and shall also be available on website of the Company. The link of such report is [www.sharadfibres.co.in](http://www.sharadfibres.co.in)

**8. Pricing of Preferential Issue**

The Equity Shares of the Company are listed at the BSE Limited. There is infrequent trading of Shares of the Company on BSE Limited. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018 the issue of Equity Shares may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such company.

In terms of Regulation 166A and Regulation 165 of the SEBI ICDR Regulations, the Company has also obtained a valuation report from an independent registered valuer namely Mr. Subodh Kumar IBBI Registration No. IBBI/RV/05/2019/11705 to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential issue. The valuation report shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon and shall also be available on website of the Company. The link of such report is [www.sharadfibres.co.in](http://www.sharadfibres.co.in)

**9. Method of determination of price as per the Articles of Association of the Company** - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

Accordingly, each Equity Share of the face value of Rs. 10/- is issued at a price of Rs. 10/- Per share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

**10. Relevant Date with reference to which the price has been arrived at**

The Relevant Date in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is fixed as August 29, 2023 i.e., 30 days prior to the AGM date September 28, 2023.

**11. The names and Identity of proposed allottees**, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control, the

percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Name of proposed allottee	Identity of the Natural person who is the ultimate Beneficial owner	Relation, if any, with the promoters or person in control of the Company	Pre-issue Shareholding		Post-issue Shareholding	
			Pre issue Ownership holding	% of total Capital	Post issue Ownership holding	% of total Capital
Eco Hotels UK plc	Suchit Punnose	Promoter	11590089	64.98	16005089	52.78
L. Ratna Kumar HUF	L. Ratna Kumar (Karta)	N.A.	0	0.00	97950	0.32
Triveni Management Consultancy Services Limited	1. Mr. Narayan B. Shetty 2. Mrs. Manorama N Shetty 3. Ms. Roshini N Shetty 4. Ms. Pooja N Shetty 5. Mr. Jagdish Shetty 6. Mr. N Suryanarayana 7. Mr. Jitesh Shetty	N.A.	0	0.00	1671059	5.51
Easy Trip Planners Limited	Not applicable as it is listed on BSE and NSE	N.A.	0	0.00	4000000	13.19

### 13. Shareholding Pattern before and after the issue

Sr. No.	Category	Pre-issue		Post Issue	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	Promoters and Promoter Group Holding				

1	Individuals/Hindu undivided Family	1308219	7.33	1308219	4.31
	Bodies Corporate	0	0.00	0	0.00
	<b>Sub Total (A) (1)</b>	<b>1308219</b>	<b>7.33</b>	<b>1308219</b>	<b>4.31</b>
2	Foreign Promoters/ Promoter Group				
	Individuals / HUF	0	0.00	0	0.00
	Bodies Corporate	11590089	64.98	16005089	52.78
	<b>Sub Total (A) (2)</b>	<b>11590089</b>	<b>64.98</b>	<b>16005089</b>	<b>52.78</b>
	<b>Sub Total (A)</b>	<b>12898308</b>	<b>72.31</b>	<b>17313308</b>	<b>57.09</b>
<b>B 1</b>	<b>Institutions (Domestic)</b>				
	Mutual Funds	1500	0.01	1500	0.00
	<b>Sub Total B1</b>	<b>1500</b>	<b>0.01</b>	<b>1500</b>	<b>0.00</b>
<b>B 2</b>	<b>Institutions (Foreign)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>B 3</b>	<b>Central Government/ State Government(s)/ President of India</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>B 4</b>	<b>Non-Institutions</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1123900	6.30	1123900	3.71
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	3313600	18.58	11288756	37.23
	<b>Non Resident Indians (NRIs)</b>	<b>372500</b>	<b>2.09</b>	<b>372500</b>	<b>1.23</b>
	<b>Bodies Corporate</b>	<b>37400</b>	<b>0.21</b>	<b>37400</b>	<b>0.12</b>
	Any Other (specify)	89300	0.50	187250	0.62
	Clearing Members	3200	0.02	3200	0.01
	HUF	86100	0.48	184050	0.61
	<b>Sub Total B4</b>	<b>4936700</b>	<b>27.68</b>	<b>13009806</b>	<b>42.90</b>
	<b>B=(B1+B2+B3+B4)</b>	<b>4938200</b>	<b>27.69</b>	<b>13011306</b>	<b>42.91</b>
	<b>Total (A+B)</b>	<b>17836508</b>	<b>100.00</b>	<b>30324614</b>	<b>100.00</b>

#### 15. Proposed time frame within which the issue or allotment shall be completed

Pursuant to the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company shall complete the allotment of equity shares of the Company to the promoters and shareholders of Eco Hotels India Private Limited ("EHIPL") on or before the expiry of 15 days (fifteen days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

#### 16. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment

There shall be no change in the management or control over the Company, pursuant to the above-mentioned preferential allotment.

#### 17. Material Terms of raising of such securities

The equity shares are being issued on a preferential basis for a consideration other than cash at an issue

price of Rs. 10/- (Rupees Ten Only) per share, being the price which not less than the floor price determined in accordance with Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the proposed allottees as point 23, towards payment of total consideration payable by the Company for the acquisition of the entire paid-up share capital of Eco Hotels India Private Limited ("EHIPL") consisting of 1,24,88,106 (One Crore Twenty Four Lacs Eighty Eight Thousand One Hundred Six) equity shares of Rs. 10/- (Rupees Ten only) each.

**18. Valuation for consideration other than Cash**

It is proposed that the entire purchase consideration for the acquisition shall be discharged by issuing the equity shares of the Company to the promoters and shareholders of Eco Hotels India Private Limited ("EHIPL") on a proportionate basis [in proportion to the shares of Eco Hotels India Private Limited ("EHIPL")].

The valuation of the Sale Shares of Eco Hotels India Private Limited ("EHIPL") has been arrived at based on valuation report issued by, Mr. Subodh Kumar, independent registered Valuer with IBBI Registration No. IBBI/RV/05/2019/11705 ('RV' or 'Independent Valuer') and same has been updated on the Website of the Company and Website link is [www.sharadfibres.co.in](http://www.sharadfibres.co.in).

**19. The justification for the proposed allotment to be made for consideration other than cash, together with the valuation report of the registered valuer.**

As per recommendation and approval of the Board of Directors, the Company proposes to issue 1,24,88,106 fully paid-up Equity Shares of Company, for consideration other than cash to discharge the total purchase consideration payable for acquisition of the 48.11% stake in EHIPL from the Proposed Allottees, as approved by Board of Directors, by issue of shares of the Company. The valuation of the same is based on the valuation report issued by Mr. Subodh Kumar, an independent registered valuer, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations and approval of the purchase consideration by the Board of Directors.

**20. Lock-in period**

The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and shall be locked in for such further period(s), and on such other terms as mutually agreed between the parties as per the transaction documents.

**21. Listing of the proposed shares**

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company in all respects, including dividend.

**22. Certificate of Practicing Company Secretary:**

The certificate from, GMJ & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [www.sharadfibres.co.in](http://www.sharadfibres.co.in).

**23. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.



Sr. No.	Name	Current & Proposed Status/ Category	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
			No of share	%		No of share	% of total Capital
1.	Easy Trip Planners Limited	Non-Promoter	0	0	4000000	4000000	13.19
2.	Eco Hotels UK Plc	Promoter	11590089	64.98	4415000	16005089	52.78
3.	Triveni management Consultancy Service Limited	Non-Promoter	0	0	1671059	1671059	5.51
4.	Aditya Anil Gaggar	Non-Promoter	0	0	250000	250000	0.82
5.	Aniruddh Anil Gaggar	Non-Promoter	0	0	250000	250000	0.82
6.	Reetika Sawhney	Non-Promoter	0	0	100000	100000	0.33
7.	Smita Mookherjee	Non-Promoter	0	0	100000	100000	0.33
8.	Sanchita Ralhan	Non-Promoter	0	0	100000	100000	0.33
9.	Vishal Gupta	Non-Promoter	0	0	100000	100000	0.33
10.	L. Ratna Kumar HUF	Non-Promoter	0	0	97950	97950	0.32
11.	Anjana Rao & Premsinh Rao	Non-Promoter	0	0	60000	60000	0.20
12.	Lingam Ratna Kumar	Non-Promoter	0	0	50000	50000	0.16
13.	Sunitha Sriram	Non-Promoter	0	0	50000	50000	0.16
14.	Himanshu Kumar Choudhary / Pranat Bharti / Vinat Bharati	Non-Promoter	0	0	50000	50000	0.16
15.	Prabhakar Jayaraman	Non-Promoter	0	0	50000	50000	0.16
16.	Surinderpal Singh Ratra	Non-Promoter	0	0	50000	50000	0.16
17.	Thiagarajan Vijayaragavan	Non-Promoter	0	0	50000	50000	0.16
18.	V Vasantha	Non-Promoter	0	0	50000	50000	0.16

19.	Karthikeyan Palanikumar	Non-Promoter	0	0	50000	50000	0.16
20.	Anupam Gupta and Priyadarshini Gupta	Non-Promoter	0	0	50000	50000	0.16
21.	Bharani Jayaraman	Non-Promoter	0	0	50000	50000	0.16
22.	S Anuradha	Non-Promoter	0	0	50000	50000	0.16
23.	Sushma Jalan / Awadhesh KR Jalan	Non-Promoter	0	0	50000	50000	0.16
24.	Ravi Shekhar	Non-Promoter	0	0	50000	50000	0.16
25.	D. Vathsala/ D.S.L Prasad	Non-Promoter	0	0	50000	50000	0.16
26.	Li Yuke Fong	Non-Promoter	0	0	50000	50000	0.16
27.	Mahajan Shashank Ravindra	Non-Promoter	0	0	50000	50000	0.16
28.	Andrea Palkhivala	Non-Promoter	0	0	50000	50000	0.16
29.	Sandhya Sawarkar	Non-Promoter	0	0	50000	50000	0.16
30.	Andrea Olive Nerella	Non-Promoter	0	0	50000	50000	0.16
31.	Tapan Kumar Chatterjee	Non-Promoter	0	0	50000	50000	0.16
32.	Shakuntala Devi & Bhagwan Prasad Khandelwal	Non-Promoter	0	0	50000	50000	0.16
33.	Radhakrishna Prasad Popuru	Non-Promoter	0	0	50000	50000	0.16
34.	Rajeswaramma Yadagiri	Non-Promoter	0	0	50000	50000	0.16
35.	Chaitry Shailesh Desai	Non-Promoter	0	0	40000	40000	0.13
36.	S Ranga Prasad	Non-Promoter	0	0	30000	30000	0.10
37.	D. Vathsala & DSL Prasad	Non-Promoter	0	0	25000	25000	0.08
38.	Soumya Ramalingam	Non-Promoter	0	0	25000	25000	0.08
39.	S.Lalitha	Non-Promoter	0	0	50000	50000	0.16
40.	Minaxi Zaveri	Non-Promoter	0	0	12500	12500	0.04
41.	L. Ratna Kumar	Non-Promoter	0	0	7397	7397	0.02
42.	Sudha Suresh	Non-Promoter	0	0	4200	4200	0.01
<b>Total</b>			<b>11590089</b>	<b>64.98</b>	<b>12488106</b>	<b>24078195</b>	<b>79.40</b>

## 24. Other Disclosures/ Undertakings

- a) The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations are not applicable.
- b) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.
- c) The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- f) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date. Proposed allottees do not hold any equity share in the Company.
- h) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- i) Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- j) There are no outstanding dues to Securities Exchanges Board of India, the stock exchange or the depositories.
- k) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations
- m) The Company has obtained Permanent Account Numbers of the proposed allottees;
- n) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- o) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

If the Company was required to re-compute the price then it would have undertaken such re-computation, and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the equity shares proposed to be issued under this resolution would have been continued to be locked-in till the time such amount would have been paid by the proposed allottees.

The approval of the shareholders by way of a special resolution is required for the proposed issue and allotment

of equity shares to the promoters and shareholders of Eco Hotels India Private Limited on a preferential basis, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board of Directors recommend passing of **Special Resolution** as set out in **Item No. 10** of the accompanying notice relating to the issue and allotment of equity shares on a preferential basis.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

#### **ITEM NO. 11**

To meet funding requirements towards proposed operational expenditures of the Company and for general corporate purposes, the Company is proposing to avail financial assistance upto Rs. 70,00,00,000 /-(Rupees Seventy Crores only) by way of Rupee Term Loans, Unsecured loans, Corporate Loans etc. ("Facilities"), from time to time from various Lenders i.e. Bank(s) / Financial Institution(s)/ any Bodies Corporate/Directors. The Company is in initial discussions with the Lenders for availing the Facilities upon such terms and conditions stipulated by them and approved by the Board and specifically set out under the lending arrangement to be executed by and between the Company and the Lenders.

As per the terms mentioned in the lending arrangements, the said facilities may be converted into Equity Shares of the Company upon happening of any of the following events:

- (a) Request forwarded by the Company requesting the Lenders to convert their existing loan into the Equity Shares in the Company; or
- (b) Upon exercise of an option to convert whole or part of the outstanding Facilities into fully paid up Equity Shares of the Company.

The Equity Shares to be allotted upon conversion of the Loan shall be done at a price to be determined at the time of such conversion.

In terms of the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013, an increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the loan raised by the Company to convert such loans into shares in the company, can only be done, if the terms of issue of loan containing an option to convert such loans into shares in the company, have been approved before the raising of loan by a special resolution passed by the Company in general meeting. Accordingly, approval of the members of the Company is being sought under Section 62(3) of the Companies Act, 2013 to authorise the Lenders to convert their outstanding Facilities into equity shares in the Company.

The Board of Directors recommend passing of Special Resolution as set out in Item No. 11 of the accompanying notice relating to approval for availing loan(s) convertible into equity shares.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

**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: 29<sup>th</sup> August, 2023.

## DIRECTORS' REPORT

To,  
The Shareholders,

Your Directors have great pleasure in presenting the **Thirty Sixth (36<sup>th</sup>)** Annual Report, together with the Audited Financial Statements of the Company for the financial year ended March 31, 2023.

### **CORPORATE RESTRUCTURING:**

#### A. Change in Promoter and appointment of new Board

Eco Hotels UK Plc has come out with an open offer during FY 2022-23 in which many shareholders including erstwhile promoter shareholders have sold their shares to Eco Hotels UK Plc. Pursuant to closure of open offer Eco Hotels UK Plc holds 66.43%.

Pursuant to change in promoter, new Board was constituted in the month of November 2022 where highly qualified and professional were onboard in our board.

#### B. Acquisition of target company in Hospitality Sector through share swap

The Company has planned to acquire an existing company named Eco Hotels India Private Limited. This company has been into the hotel industry for more than 10 years. In order to acquire Eco Hotels India Private Limited, scheme of allotment of shares on preferential basis (share swap basis) was prepared.

Board has approved proposed scheme of preferential allotment of shares (share swap) on 20<sup>th</sup> January 2023 wherein on the basis of valuation by an approved registered valuer, shares of Eco Hotels and Resorts Limited was agreed to be allotted to the shareholders of Eco Hotels India Private Limited in ratio of 1:1 which means one share in Eco Hotels India Private Limited has got one share in Eco Hotels and Resorts Limited. Out of total outstanding fully paid shares amounted to INR 15,26,26,080, 45 shareholders holding fully paid shares amounted to INR 13,47,01,080 were opted for share swaps and accordingly the proposed scheme was approved by Shareholders in the Extra Ordinary General Meeting held on 20<sup>th</sup> February, 2023 and accepted the consents received from these 45 shareholders.

Required approvals from BSE were obtained and accordingly 1,34,70,108 shares of Eco Hotels and Resorts Limited were allotted to 45 shareholders. Eco Hotels India Private Limited has transferred shares from those shareholders to Eco Hotels and Resorts Limited on 22<sup>nd</sup> April 2023. Therefore, Eco Hotels India Private Limited became a subsidiary company of Eco Hotels and Resorts Limited w.e.f. 22<sup>nd</sup> April 2023.

#### C. Change in main object and change in name of the company to reflect current operations

Main object of the Company was changed to services and business related to Hotel Industry and accordingly Memorandum of Association was amended by obtaining shareholder's approval in the EGM dated 20<sup>th</sup> February 2023. Simultaneously new name of the Company was proposed and approved by Board and also by members from Sharad Fibres & Yarn Processors Limited to "**Eco Hotels and Resorts Limited**".

After completion of all the corporate restructuring, now the company is poised towards writing an upward journey and to establish itself as a leading brand in the Hotel industry with its following ethos:

- World's first net zero brand
- Economical and Ecological
- Vegetarian and Vegan
- 3 P's – People, Planet and Profit

### **FINANCIAL HIGHLIGHTS:**

The audited financial statements of the Company as on March 31, 2023 are prepared in accordance with the relevant applicable IND AS and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and provisions of the Companies Act, 2013 ("Act"). Key financial highlights are given below:

(Amount in Rs. )

Particulars	As on March 31, 2023	As on March 31, 2022
Revenue from Operations	-	16,58,680
Other Income	77,758	3,07,578
<b>Total Revenue</b>	<b>77,758</b>	<b>19,66,258</b>
Total Expenses	1,87,69,301	59,68,443
<b>Profit / (Loss) before tax</b>	<b>(1,86,91,544)</b>	<b>(40,02,185)</b>
Tax Expense:		
Current tax expense for current Year	-	-
Deferred tax	-	-
Tax expense for Earlier Years		(1,72,311)
<b>Profit / (Loss) after tax</b>	<b>(1,86,91,544)</b>	<b>(41,74,496)</b>
<b>Earning per Equity Share</b>		
Basic	<b>-4.28</b>	<b>-0.96</b>
Diluted	<b>-4.28</b>	<b>-0.96</b>

#### OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

Your Company earned a Total Income of Rs. 77,758/- as compared to Rs. 19,66,258/- in the previous Year. The total expenditure incurred during the Year under review was Rs. 1,87,69,301/- as compared to Rs. 59,68,440/- in the previous Year. The **Net Loss** for the year is Rs. **1,86,91,544** /- as against the Profit earned of Rs. **(41,74,496)**/- in the previous Year.

#### DIVIDEND:

During the year under review, the Board does not propose any dividend for the year ended March 31, 2023.

#### TRANSFER TO RESERVES:

During the financial year, the Board does not propose to transfer any amount to general reserves.

#### SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES:

As on March 31, 2023, the Company does not have any subsidiaries, joint ventures & associate companies.

#### CAPITAL STRUCTURE OF THE COMPANY:

##### ➤ Authorized Share Capital:

The Authorized Share Capital of the Company as on March 31, 2023 was Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into divided into 2,70,00,000 (Two Crores Seventy Lakhs) Equity Shares of Rs. 10/- each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- each .

On account of preferential allotment of shares and other corporate action, the Authorized Share Capital of the Company as on March 31, 2023 is increased to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 2,70,00,000 (Two Crores Seventy Lakh) Equity Shares of Rs. 10/- each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- each.

### ➤ Issued, Subscribed & Paid-up share Capital:

During February 2023 and March 2023, preferential allotment of shares (under share swap basis) were allotted however, forms could not be filed on ROC portal due to in-operability of the portal. Considering these pending form filing the Paid Up Equity Share Capital of the Company as on March 31, 2023 stands at Rs. 17,83,65,080/- (Rupees Seventy Crores Eighty Three Lakhs Sixty Five Thousand and Eighty) divided into 1,78,36,508 (One Crores Seventy Eight Lakhs Thirty Six Thousand Five Hundred and Eight) Equity Shares having face value of Rs. 10/- each fully paid up.

During the financial year, Company has allotted 1,34,70,108 Equity Shares pursuant to share swap schemes to the Shareholders of Eco Hotels India Private Limited on March 18, 2023.

The Company in its Extra Ordinary General Meeting held on February 20, 2023 has approved the issue of sweat equity shares to Mr. Vinod Tripathi, Chairman and Executive Director of the Company, Mr. Abhijeet Umathe, Executive Director and CEO of the Company and Mr. Vikram Doshi, CFO of the Company. These sweat equity shares are not yet allotted.

During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options.

### BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

#### i) COMPOSITION:

The Board of Directors consists of Five (5) Directors comprising of Two (2) Executive Director, One (1) Non-Executive and Two (2) Independent Directors as on March 31, 2023. The composition of the Board is in conformity with the Companies Act, 2013 and Listing Regulations enjoining specified combination of Executive and Non-Executive Directors.

In the opinion of the Board, both the Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity for the purpose of Rule 8(5)(iii)(a) of the Companies (Accounts) Rules, 2014.

#### ii) APPOINTMENTS

(a) The Board at its meeting held on November 09, 2022, based on the recommendation of Nomination and Remuneration Committee approved the Appointment of Mr. Vinod Kumar Tripathi (DIN: 00798632) as Executive Director and Chairman of the Company, for a period of 5 (Five) Years w.e.f. November 10, 2022 which was approved by shareholders in the EGM dated February 20, 2023.

(b) The Board at its meeting held on November 09, 2022, based on the recommendation of Nomination and Remuneration Committee approved the Appointment of Mr. Abhijeet Umathe (DIN: 07752416) as an Executive Director and CEO of the Company, for a period of 5 (Five) Years w.e.f. November 10, 2022 which was approved by shareholders in the EGM dated February 20, 2023.

(c) The Board at its meeting held on November 09, 2022, based on the recommendation of Nomination and Remuneration Committee approved the Appointment of Mr. Suchit Punnose (Din: 02184524) as an Additional Non-Executive Director of the Company, which was approved by shareholders in the EGM held on February 20, 2023.

(d) The Board at its meeting held on November 09, 2022, based on the recommendation of Nomination and Remuneration Committee approved the Appointment of Mr. Parag Mehta (DIN: 00714674) as an Independent Director of the Company, for a period of 5 (Five) Years w.e.f. November 10, 2022 to November 09, 2027, which was approved by shareholders in the EGM held on February 20, 2023.

(e) The Board at its meeting held on November 09, 2022, based on the recommendation of Nomination and Remuneration Committee approved the Appointment of Mrs. Indira Bhargava (DIN: 02368301) as an Independent Woman Director of the Company, for a period of 5 (Five) Years w.e.f. November 10, 2022 to November 09, 2027, which was approved by shareholders in the EGM held on February 20, 2023.

(f) The Board at its meeting held on December 23, 2022, based on the recommendation of Nomination and Remuneration Committee approved the Appointment of Mr. Bharat Bhushan Mithal (DIN: 01451033) as an Independent Director of the Company, for a period of 5 (Five) Years w.e.f. December 23, 2022 to December 22, 2027, subject to shareholder's approval. Further, he has resigned from the company w.e.f. January 12, 2023 due to conflict of interest.

**iii) RESIGNATIONS**

1. Ms. Jyoti Nankani (DIN: 07145004) Chairman and Managing Director of the Company has been resigned from the Company w.e.f. 10<sup>th</sup> November 2022.
2. Mr. Unni Krishnan Nair (DIN: 01159376) has resigned from the post of Independent Director of the Company w.e.f. 23<sup>rd</sup> December 2022.
3. Mr. Surendra Bahadur Singh (DIN:06521001) has resigned from the post of Independent Director of the Company w.e.f. 10<sup>th</sup> November 2022
4. Mr. Bharat Bhushan Mithal (DIN: 01451033) has resigned from the post of Independent Director of the Company w.e.f. 12<sup>th</sup> January 2023.
5. After the financial year, Mr. Abhijeet Umathe has resigned from the post of Director and CEO w.e.f. May 14, 2023.

**KEY MANAGERIAL PERSONNEL:**

The following persons were the Key Managerial Personnel of the Company in accordance with the provisions of Section 2(51) read with Section 203 of the Act:

Sr. No.	Name of the person	Designation
1.	Mr. Vinod Kumar Tripathi	Chairman and Wholetime Director
2.	Mr. Abhijeet Umathe*	Chief Executive Officer
3.	Mr. Vikram Doshi	Chief Financial Officer
4.	Ms. Namita Rathore**	Company Secretary & Compliance Officer (upto 30.05.2023)
5.	Mr. Sameer Desai***	Company Secretary & Compliance Officer (w.e.f. 01.06.2023)

\* Mr. Abhijeet Umathe resigned from KMP and Board on 14<sup>th</sup> May 2023.

\*\* Ms. Namita Rathore resigned from CS & CO post w.e.f. 30<sup>th</sup> May 2023

\*\*\* Mr. Sameer Desai was appointed as CS & CO w.e.f. 1<sup>st</sup> June, 2023.

**DECLARATION BY INDEPENDENT DIRECTORS:**

All the Independent Directors of the Company have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of The SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"). In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

All Independent Directors have affirmed compliance to the code of conduct for independent directors as prescribed in Schedule IV to the Companies Act, 2013.

**MEETINGS OF THE BOARD OF DIRECTORS:**

The Board of Directors of your Company met 9 (Nine) times during the Year on April 22, 2022, August 12, 2022, August 30, 2022, November 09, 2022, November 18, 2022, December 01, 2022, December 23, 2022, January 20, 2023 and February 20, 2023 and the gap between two meetings was in compliance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

The necessary quorum was present for all the meetings.



The Attendance of the Directors of the Company at the Board meetings is as under:

Name of the Director	Category	No. of Meetings Entitled to Attend	No. of Meetings attended	Attendance at the AGM held on September 30, 2022
Ms. Jyoti Nankani (DIN: 07145004)	Chairperson and Managing Director (Cessation w.e.f. 10/11/2022)	4	4	Yes
Mr. Unni Krishnan Nair (DIN: 00798632)	Independent Director (Cessation w.e.f. 23/12/2022)	6	4	Yes
Mr. Surendra Bahadur Singh (DIN: 06521001)	Independent Director (Cessation w.e.f. 10/11/2022)	4	4	Yes
Mr. Vinod Kumar Tripathi (DIN: 00798632)	Chairman and Executive Director (Appointment w.e.f. 10/11/2022)	5	5	N.A.
Mr. Suchit Punnose (DIN: 02184524)	Non-Executive Director (Appointment w.e.f. 10/11/2022)	5	4	N.A.
Mr. Abhijeet Umathe (DIN: 07752416)	Executive Director and CEO (Appointment w.e.f. 10/11/2022)	5	5	N.A.
Ms. Indira Bhargava (DIN: 02368301)	Independent Director (Appointment w.e.f. 10/11/2022)	5	5	N.A.
Mr. Parag V. Mehta (DIN: 00714674)	Independent Director (Appointment w.e.f. 10/11/2022)	5	4	N.A.
Mr. Bharat B. Mithal (DIN: 01451033)	Independent Director (Appointment w.e.f. 23/12/2022)	1	1	N.A.

#### COMMITTEES OF THE BOARD:

The Board has following Committees:

1. Audit Committee;
2. Nomination & Remuneration Committee;
3. Stakeholders Relationship Committee;

The Composition of various committees and compliances, as per the applicable provisions of the Companies Act, 2013 and the Rules thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as follows:

#### ➤ AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in accordance with the section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulations. and comprises of three qualified members (i.e., 2 Non-Executive Independent Directors and 1 Non-Executive Director).

All the members have financial and accounting knowledge.

The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

The Committee met Four (5) times during the year on April 22, 2022, August 12, 2022, November 09, 2022, November 18, 2022 and February 20, 2023 and the gap between two meetings was in compliance with the Companies Act, 2013 and SEBI Listing Regulations. .

The necessary quorum was present for all the meetings.

The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name of the Director	Category	No. of Meetings Entitled to Attend	No. of Meetings attended
Ms. Jyoti Nankani (DIN: 07145004)	Member - Managing Director Cessation w.e.f. 10/11/2022.	3	3
Mr. Unni Krishnan Nair (DIN: 01159376)	Chairperson - Independent Director Cessation w.e.f. 23/12/2022.	3	3
Mr. Surendra Bahadur Singh (DIN: 06521001)	Member - Independent Director Cessation w.e.f. 10/11/2022.	3	3
Ms. Indira Bhargava (DIN: 02368301)	Chairperson - Independent Director (Appointment w.e.f. 10/11/2022)	2	2
Mr. Parag Vinod Mehta (DIN: 00714674)	Member - Independent Director (Appointment w.e.f. 10/11/2022)	2	1
Mr. Suchit Punnose (DIN: 02184524)	Member - Non-Executive Director (Appointment w.e.f. 10/11/2022)	2	2

➤ **NOMINATION AND REMUNERATION COMMITTEE:**

Name of the Members	Category	No. of Meetings Entitled to Attend	No. of Meetings Attended
Mr. Unnikrishnan Nair (DIN: 01159376)	Chairperson Independent Director Cessation w.e.f. 10/11/2022.	2	2
Mr. Surendra Bahadur Singh (DIN: 06521001)	Independent Director Cessation w.e.f. 10/11/2022.	2	2
Ms. Jyoti Nankani (DIN: 07145004)	Managing Director Cessation w.e.f. 10/11/2022.	2	2
Ms. Indira Bhargava (DIN: 02368301)	Member - Independent Director Appointment w.e.f. 10/11/2022)	3	3
Mr. Parag Vinod Mehta (DIN: 00714674)	Chairperson - Independent Director Appointment w.e.f. 10/11/2022)	3	2

Mr. Suchit Punnose (DIN: 02184524)	Member - Non-Executive Director Appointment w.e.f. 10/11/2022)	<b>3</b>	<b>2</b>	The Nomination
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and Remuneration Committee of the Company is constituted in accordance Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations. The Committee comprises Three (3) qualified members (i.e., Two (2) Independent Directors and One (1) Non-Executive Director)

The role of the committee has been defined as per section 178(3) of the Companies Act, 2013 and SEBI Listing Regulations.

The Committee met Five (5) times during the year on August 30, 2022, November 09, 2022, November 18, 2022, December 23, 2022 and January 20, 2023. The necessary quorum was present at the meeting.

The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

➤ **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of the Company is constituted in accordance with Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

The role and functions of the Stakeholders Relationship Committee are the effective redressal of grievances of shareholders, debenture holders and other security holders including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends. The Committee overviews the steps to be taken for further value addition in the quality of service to the investors.

The Company has designated the e-mail ID: [investor.relations@ecohotels.in](mailto:investor.relations@ecohotels.in) exclusively for the purpose of registering complaint by investors electronically. This e-mail ID is displayed on the Company's website i.e. [www.sharadfibres.co.in](http://www.sharadfibres.co.in)

The following table shows the nature of complaints received from the shareholders during the years 2022-2023.

	<b>Nature of Complaints</b>	<b>Received</b>	<b>Pending</b>	<b>Disposed</b>
1	Non receipt of Annual Report	-	-	-
2	Non-Receipt of Share Certificates after transfer	-	-	-
3	Non-Receipt of Demat Rejected S/C's	-	-	-
4	Others	01	0	01
	<b>Total</b>	<b>01</b>	<b>0</b>	<b>01</b>

There were no complaints pending as on March 31, 2023.

The Committee met One (1) time during the year on November 18, 2022. The necessary quorum was present at the meeting.

The composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below

Name of the Members	Category	Stakeholder Relationship Committee Meetings Dates (2022-2023)	No. of Meetings entitled to Attend	No. of Meetings Attended
		November 18, 2022		
Mr. Parag Mehta	Chairperson Independent Director	Yes	1	0
Ms. Indira Bhargava	Independent Director - Member	Yes	1	1
Mr. Vinod Kumar Tripathi	Executive Director - Member	Yes	1	1

➤ **INDEPENDENT DIRECTORS MEETING:**

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall hold at least one meeting in a year without the presence of Non-Independent Directors and members of the management. All the independent Directors shall strive to be present at such meeting.

The independent Directors in their meeting shall, inter alia-

- (a) review the performance of non-independent Directors and the Board of Directors as a whole;
- (b) review the performance of the chairperson of the listed entity, taking into account the views of executive Directors and non-executive Directors;
- (c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Independent Directors met 1 (one) time during the year on March 30, 2023 and the meeting was attended by both the Independent Directors.

None of the Non-Executive Independent Directors hold Equity Shares of the Company in their own name.

**PERFORMANCE EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of evaluation criteria suggested by the Nomination and Remuneration Committee and the SEBI Listing Regulations. Accordingly, the Board has carried out an evaluation of its performance after taking into consideration various performance related aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance. The performance evaluation of the Board as a whole, Chairperson and Non-Independent Directors was also carried out by the Independent Directors in their meeting held on March 30, 2023.

Similarly, the performance of various committees, individual Independent and Non-Independent Directors was evaluated by the entire Board of Directors (excluding the Director being evaluated) on various parameters like engagement, analysis, decision making, communication and interest of stakeholders.

The Board of Directors expressed its satisfaction with the performance of the Board, its committees and individual Directors.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

During the year under review, the Company has not given any loans, or made investments or provided guarantees or securities, hence the provisions of Section 186 of the Companies Act, 2013 were not attracted during the financial year.

**ANNUAL RETURN:**

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the company has placed a copy of the Annual Return as at March 31, 2023 on its website at [www.sharadfibres.co.in](http://www.sharadfibres.co.in).

**DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 of the Act, with respect to Directors responsibility statement it is hereby confirmed that:

- i. that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for that period;
- iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors had prepared the annual accounts on a going concern basis;
- v. the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**PUBLIC DEPOSITS:**

Your Company has not accepted any deposits from the public within the meaning the meaning of Chapter V of the Act and as such, no amount of principal or interest was outstanding as on the balance sheet date.

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The provisions of Section 135 of the Companies Act, 2013 read with the Rules made thereunder, in respect of Corporate Social Responsibility were not applicable to your Company for the Financial Year 2022-2023.

**RELATED PARTY TRANSACTIONS:**

Your Company has formulated a policy on related party transactions. This policy deals with the review and approval of related party transactions. The Board of Directors of the Company has approved the criteria for making the omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions.

Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. All related party transactions are placed before the Audit Committee for review and approval.

During the year under review, your Company has not entered into material related party transactions i.e. transactions exceeding ten percent of the annual turnover as per the last audited financial statements. Particulars of contracts of arrangements with Related Parties referred to in Sub-Section (1) of Section 188 read with Rule 8(2) of the (Companies Accounts) Rules, 2014 read with Section 134(3)(h) are not applicable to the Company, therefore Form AOC - 2 is not applicable to the Company.

## **AUDITORS:**

### **➤ STATUTORY AUDITOR**

M/s. J.H. Bhandari & Co., Chartered Accountants, Mumbai (Firm Registration No. 138960W) were appointed as the Statutory Auditors of the Company at the 31<sup>st</sup> Annual General Meeting (AGM) held in 2018 until the conclusion of the 36<sup>th</sup> Annual General Meeting (AGM) to be held in 2023. Accordingly M/s. J.H. Bhandari & Co., will be completing their term of five (5) years at the conclusion of the forthcoming Annual General Meeting.

The Report given by M/s. J.H. Bhandari & Co., Chartered Accountants, on the financial statements of the Company for the financial year 2022-2023 is a part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

The company is proposing to appoint M/s. Girish Sethia (ICAI Registration No. 044607), Chartered Accountants, as Statutory Auditors for a period of five (2) years commencing from the conclusion of the 36<sup>th</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting.

M/s. Girish Sethia, have consented to the said appointment, and confirmed that their appointment, if made, would be within the limits mentioned under Section 141(3)(g) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

The Audit Committee and the Board of Directors recommend the appointment of M/s. Girish Sethia, Chartered Accountants as Statutory Auditors of the company from the conclusion of the 36<sup>th</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting.

### **➤ INTERNAL AUDITOR**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board on recommendation of the Audit Committee has appointed Ms. Jyoti Panjwani , as the internal auditor of the Company for the Financial Year 2023-2024.

### **➤ SECRETARIAL AUDITOR**

The Secretarial Audit was carried out by M/s. GMJ & Associates, Company Secretaries for the Financial Year 2022-2023. The Report given by the Secretarial Auditors is annexed as Annexure 'B' to this Report. The report does not contain any qualification, reservation and adverse remark or declaimer.

In terms of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee recommended and the Board of Directors have appointed M/s. GMJ & Associates, Company Secretaries as the Secretarial Auditors of the Company in relation to the financial year ending March 31, 2024. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Act and rules framed there under.

### **➤ COST AUDIT AND COST RECORDS:**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rules made thereunder, Cost Audit and maintenance of Cost records and audit is not applicable to the Company for the financial year 2022-2023.

## **CODE OF CONDUCT:**

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity.

All the Board Members and Senior Management Personnel have confirmed compliance with the Code

## **PARTICULARS OF EMPLOYEES:**

The information required under Section 197 (12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including amendment thereto, is provided in the Annexure forming part of the Report. In terms of the second proviso to Section 136(1) of the Act, the Annual Report and Accounts are being sent to the shareholders excluding the aforesaid Annexure.

The said information is available for inspection by the members at the registered office of the Company during working hours on working days up to the date of the Annual General Meeting and if any member is interested in obtaining as copy thereof, such member may write to the Company Secretary and Compliance Officer at [sameer@ecohotels.in](mailto:sameer@ecohotels.in)

Further, Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 was not applicable to the Company during the Financial Year 2022-2023.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairperson of the Audit Committee & to the Chairperson of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

## **RISK MANAGEMENT:**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner; your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in the strategy, business and operational plans.

Your Company has in place a Risk Management Policy

- (a) to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
- (b) to establish a framework for the Company's risk management process and to ensure its implementation.
- (c) to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
- (d) to assure business growth with Financial stability.

There are no risks which threaten the existence of the Company.

## **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

Your Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place a Policy on prohibition, prevention and redressal of sexual harassment of women at workplace and matters connected therewith or incidental thereto covering all the aspects as contained under "The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013".

An Internal Complaint Committee has been set up to redress complaints received regarding sexual harassment. During the year under review, there were no reported instances pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year, there were no complaints received relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**DETAILS OF FRAUD REPORT BY AUDITOR:**

During the year under review, there were no frauds reported by the auditors to the audit committee or the Board under section 143(12) of the Act.

**PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is given as under:

**A. CONSERVATION OF ENERGY - NOT APPLICABLE**

(i) the steps taken or impact on conservation of energy:

(ii) the steps taken by the company for utilising alternate sources of energy; NIL

(iii) the capital investment on energy conservation equipment's; NIL

**B. TECHNOLOGY ABSORPTION - NOT APPLICABLE**

Technology absorption, adaptation and innovation: **NOT APPLICABLE**

(i) the efforts made towards technology absorption;

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

(a) the details of technology imported;

(b) the year of import;

(c) whether the technology been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

(iv) the expenditure incurred on Research and Development.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the year under review, there were no Foreign Exchange earnings / outgoings.

**ENVIRONMENT AND SAFETY:**

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources.

Our Company avoids any activities that harm the environment and looks for ways to reduce carbon effect and any negative impact on its operations may have on the ecosystem. The Company controls energy and water consumption and takes steps to reduce its carbon emissions and offset the same with various means.



**DEPOSITORY SERVICES:**

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted **ISIN INE638N01012**.

Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

**THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There are no significant/material orders passed by the Regulators or courts or Tribunals impacting the going concern status of your Company and its operations in future.

**MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

There were no material changes or commitments affecting the financial position of the company that occurred between the end of the financial year to which this financial statement relates and the date of this report.

**CORPORATE GOVERNANCE REPORT:**

The provisions of Regulation 15(2) of the SEBI Listing Regulations were not applicable to the Company during the financial year 2022-23. The Company has increased its Paid Up Equity Share Capital to Rs. 17,83,65,080/- w.e.f. March 18, 2023, therefore, Regulation 15 of the SEBI Listing Regulations has become applicable to the Company. In accordance with the Regulation 15(2)(a) the Company has been granted a time of six months to ensure compliance from such date. The Voluntary Corporate Governance Report is annexed to this Report.

**BUSINESS RESPONSIBILITY REPORTING:**

The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to the Company for the financial year ending March 31, 2023.

**DECLARATION BY INDEPENDENT DIRECTORS**

The Independent directors have submitted their declaration of independence, as required under section 149(7) of the Act stating that they meet the criteria of independence as provided in section 149 (6) of the Act. The independent Directors have also confirmed compliance with the provisions of the rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of independent directors.

The Board took on record the declaration and confirmation submitted by the independent directors regarding their meeting the prescribed criteria of independence.

**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

The Management's Discussion and Analysis Report for the Year under review, as stipulated under SEBI Listing Regulations, is annexed to this report.

**LISTING:**

The Company's shares are listed on BSE Limited, Mumbai. The Company has paid Listing fees for the Financial Year 2023-2024.

**COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS:**

The Company has complied with secretarial standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

**ALTERATION IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:**

During the year, the Company in its Extra Ordinary General Meeting held on January 20, 2023 has amended the object clause, name clause, and capital clause of the Memorandum of Association and the name of the company by deleting the existing name of the Company wherever appeared and substituting it with Eco Hotels and Resorts Limited in the Articles of Association of the Company.

**THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.**

During the year under review, no such application or proceeding has been initiated or pending against the Company.

**THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

No such transaction is done by the Company during the year under review.

**ACKNOWLEDGMENT:**

Your Directors wish to convey their appreciation to the Company's shareholders, customers, suppliers, bankers and distributors for the support they have given to the Company and the confidence, which they have reposed in its management and the employees for the commitment and dedication shown by them.

For and on behalf of the Board of Directors  
**ECO HOTELS & RESORTS LIMITED**  
**(Formerly Known as SHARAD FIBERS & YARN PROCESSORS LTD**

Sd/-  
**VINOD TRIPATHI**  
DIN: [00798632]  
**CHAIRMAN & EXECUTIVE DIRECTOR**

Date: August 29 2023.

**Registered Office:**

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

# ECO HOTELS AND RESORTS LIMITED

[Formerly known as SHARAD FIBRES AND YARN PROCESSORS LIMITED]

CIN: L55101MH1987PLC043970

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

Website: [www.sharadfibres.co.in](http://www.sharadfibres.co.in); Email Id: [cssharadfibres2022@gmail.com](mailto:cssharadfibres2022@gmail.com)

## REPORT ON CORPORATE GOVERNANCE

### I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a process and structure by which the business and affairs of the company are directed and managed in order to enhance long term shareholder value through enhancing corporate performance and accountability, while taking into account the interests of other stakeholders.

To implement the Corporate Governance practice, the Company has a well-defined policy consisting of the following:

- Ensure that the Quality and frequency of Financial and Managerial Information's, which the Management shares with the Board, fully placed before the Board Members in control of the Company's affairs.
- Ensure that the Board exercises its Fiduciary responsibilities towards Shareholders and Creditors, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the decision-making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board/Committees thereof.
- Ensure that the Board, Management, Employees and all the other stakeholders are fully committed to maximizing long- term value to the shareholders and the Company.
- Ensure that the core values of the Company are protected.

We are committed to follow the prescribed corporate governance practices embodied in various legislations viz., Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), the Companies Act, 2013 (hereinafter referred to as 'the Act') and other applicable rules & regulations.

In accordance with the corporate governance provisions prescribed under the Listing Regulations, we are providing the following disclosures:

### II. BOARD OF DIRECTORS

The Board of Directors of the Company chaired by Mr. Vinod Tripathi comprises of eminent persons with high credentials of considerable professional experience and expertise in diverse fields. The Board is entrusted with the ultimate responsibility of management, general affairs, direction and performance of the Company and provide effective leadership to the management, thereby assisting them to adhere to high standards of ethics, transparency and disclosures even as they pursue high targets of business performance.

#### A. COMPOSITION OF THE BOARD

The Company's Board as on March 31, 2023 consists of five Directors, of which two are Independent Directors, one is a Non-executive Director and two Executive Directors. The composition of the Board is in compliance with the requirements of the Companies Act, 2013 (Act) and Regulation 17 of the Listing Regulations. The profile of the Directors can be accessed on the Company's website at <http://www.sharadfibres.co.in/aboutus-board-of-directors.php>

#### B. MEMBERSHIPS OF OTHER BOARDS

The details of composition of the Board, category, attendance of Directors at Board Meetings during the financial year and last Annual General Meeting, number of other Directorships and other Committee

Memberships, Name of other listed entities (whose equity or debt securities are listed) where the Directors of the Company are Director and the category of their directorship are given below:

Name of Director	Category	No. of Board Meeting attended during the year 2022-2023		Attendance at last AGM held on July 30, 2023	<sup>1</sup> No. of other Directorships of Companies Held as on March 31, 2023	<sup>2</sup> No. of Membership of Committees Held as on March 31, 2023		Name of other listed entities (whose equity or debt securities are listed) where the directors of the Company are director and the category of their Directorship	
		Held	Attended			Member	Chairman	Other Listed Entities	Category
Mr. Vinod Kumar Tripathi	Chairman and Executive Director	5	5	N. A.	5	1	-	Easy Trip Planners Limited	Non-Executive Independent Director
Mr. Abhijeet Kumar Umathe	Executive Director	5	5	N. A.	1	-	-	-	-
Mr. Suchit Punsoe	Promoter and Non-Executive Director	5	4	N. A.	9	-	1	Modulex Construction Technologies limited	Chairperson and Executive Director
Mr. Parag Mehta	Non-Executive Independent Director	5	4	N.A.	1			-	-
Ms. Indira Bhargava	Non-Executive Independent Director	5	5	N.A.	-	-	-	-	-

1. No's of other Directorships of Companies excludes foreign companies and Section 8 companies.
2. Membership/Chairmanship in only Audit Committee and Stakeholders Relationship Committee has been considered for Committee positions as per the Listing Regulations.
3. None of the Directors held directorship in more than 20 Indian companies, with not more than 10 public limited companies.
4. As mandated by Regulation 26 of Listing Regulations, none of the Directors are members of more than 10 Board level committees, nor are they Chairpersons of more than 5 committees in which they are members of such committees.

#### **C. NUMBER OF BOARD MEETINGS, ATTENDANCE OF THE DIRECTORS AT MEETINGS OF THE BOARD AND AT THE ANNUAL GENERAL MEETING**

During the financial year 2022-2023, the Board met nine (9) and the gap between two meetings was in compliance with the Companies Act, 2013 and Listing Regulations. The necessary quorum was present for all the meetings. The 35th AGM of your Company was held on September 30, 2022.

The attendance of the Directors at these Meetings was as under:

# Name of Directors	Dates of meeting								
	22.04.2022	12.08.2022	30.08.2022	09.11.2022	18.11.2022	01.12.2022	23.12.2022	20.01.2023	20.02.2023
Ms. Jyoti Nankani	Yes	Yes	Yes	Yes	NA	NA	NA	NA	NA
Mr. Surendra Singh	Yes	Yes	Yes	Yes	NA	NA	NA	NA	NA
Mr. Unnikrishnan Nair	Yes	Yes	Yes	Yes	No	No	NA	NA	NA
Mr. Vinod Kumar Tripathi	NA	NA	NA	NA	Yes	Yes	Yes	Yes	Yes
Mrs. Indira Bhargava	NA	NA	NA	NA	Yes	Yes	Yes	Yes	Yes
Mr. Abhijeet Umathe	NA	NA	NA	NA	Yes	Yes	Yes	Yes	Yes
Mr. Suchit Punnose	NA	NA	NA	NA	Yes	Yes	No	Yes	Yes
Mr. Parag Mehta	NA	NA	NA	NA	No	Yes	Yes	Yes	Yes
Mr. Bharat Bhushan Mithal	NA	NA	NA	NA	NA	NA	Yes	NA	NA

# During the financial year the following directors were appointed / resigned.

Name of Directors	Designation	Date of Appointment	Date of Resignation
Ms. Jyoti Nankani	Chairman and Managing Director	-	09.11.2022
Mr. Surendra Singh	Non-Executive Independent Director	-	09.11.2022
Mr. Unni Krishnan Nair	Non-Executive Independent Director	-	23.12.2022
Mr. Vinod Kumar Tripathi	Chairman and Executive Director	10.11.2022	-
Mr. Abhijeet Kumar Umathe	Executive Director and CEO	10.11.2022	14.05.2023
Mr. Bharat Bhushan Mithal	Non-Executive Independent Director	23.12.2022	12.01.2023
Mr. Suchit Punnose	Non-Executive Director	10.11.2022	-
Mr. Parag Mehta	Non-Executive Independent Director	10.11.2022	-
Ms. Indira Bhargava	Non-Executive Independent Director	10.11.2022	-

#### **D. RELATIONSHIPS BETWEEN DIRECTORS INTER-SE**

None of the other Directors are related to each other.

#### **E. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company has in place the familiarization program for Independent Directors appointed from time to time. The Program aims to enlighten them about, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

#### **F. BOARD PROCEDURE**

A detailed agenda, setting out the business to be transacted at the board/committee meeting(s) supported by detailed notes and executive summaries, if any, is sent to each Director well in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the Board meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda.

The Board also, inter alia, periodically reviews strategy and business plans, annual operating and capital expenditure budget(s), investment and exposure limit(s), compliance report(s) of all laws applicable to your Company, as well as steps taken by your Company to rectify instances of non-compliances, review of major legal issues, minutes of meetings of Audit Committee and other committees of the Board of Directors, approval of quarterly/half-yearly/annual results, safety and risk management, transactions pertaining to purchase/ disposal of property(ies), sale of investments, remuneration of Key Managerial Personnel, major accounting provisions and write-offs, corporate restructuring, material default in financial obligations, if any, fatal or serious accidents.

The draft minutes of the Board meetings are circulated amongst the Directors for their perusal and comments. Suggestions, if any, received from the Directors are suitably incorporated in the draft minutes, in consultation with the Chairman of the Board. Minutes are signed by the Chairman of the Board at the next meeting.

#### **G. MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors met on March 30, 2023 without the presence of the Executive and Non-Executive Directors or any other Management Personnel. The meeting was attended by all the Independent Directors.

As confirmed by the Independent Directors, they did not have any material pecuniary relationship with the Company during the financial year 2022-23. The sitting fees paid to them for attending the Board meetings and its Committee(s) during the year is not considered as material pecuniary relationship in accordance with the relevant provisions of the Act/Listing Regulations.

Confirmation of Board for the independence of Independent Directors:

In the Opinion of Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the Management.

### **III. AUDIT COMMITTEE**

#### **Composition**

The Audit Committee comprises of Ms. Indira Bhargava, Non-Executive Independent Director (Chairman of the Committee), Mr. Suchit Punnose, Non-Executive Director and Mr. Parag Mehta, Non-Executive Independent Director. All the Members of the Committee possess strong accounting and financial management knowledge.

The Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors of the Company. The Committee focuses its attention on monitoring the financial reporting system within the Company, considering Quarterly & Annual Financial Results of the Company and submitting its observations to the Board of Directors before its adoption by the Board, review of the internal audit report

& internal control system, audit methodology and process, major accounting policies and practice, compliance with accounting standards. Committee also reviews the legal compliance reporting system.

The Meetings of the Audit Committee are also attended by the Chief Financial Officer and the Statutory Auditors. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are circulated amongst the members for their approval. The minutes as approved by the members are signed by the Chairman at the next meeting of the Committee.

Mr. Unnikrishnan Nair, Chairman of the Audit Committee was present at the 35th Annual General Meeting which was held on September 30, 2022 to address the Shareholder's queries pertaining to Annual Accounts of the Company.

#### Scope and Function

The broad terms of reference of the Audit Committee, inter alia, include:

- a) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- c) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- d) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- e) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions;
  - vii. Modified opinions in the draft audit report.
- f) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- g) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) Reviewing the adequacy of internal audit functions;
- n) Discussion with internal auditors of any significant findings and follow up there on;
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) To review the functioning of the Whistle Blower mechanism;
- s) Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- t) Such other functions as may be entrusted to it by the Board of Directors from time to time;
- u) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

- v) Management discussion and analysis of financial condition and results of operations;
- w) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management, if any;
- x) Management letters / letters of internal control weaknesses issued by the statutory auditors, if any;
- y) Internal audit reports relating to internal control weaknesses, if any;
- z) Statement of deviations, if any; in terms of Regulation 32(1) & 32(7) of the Listing Regulations.
- aa) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rupees 100 Crores or 10% of the Asset size of the subsidiary, whichever is lower including existing loans/advances/ investments existing as on the date of coming into force of this provision.

### Meetings and Attendance

During the Financial Year 2022-23, Five (5) Audit Committee Meetings were held and the gap between two meetings was in compliance with Companies Act, 2013 and Listing Regulations. The necessary quorum was present for all the meetings. The required quorum was present at all the Audit Committee meetings.

The details of attendance of the members of the Committee at the said meetings are as below:

# Name of Directors	Date of meeting				
	22.02.2022	12.08.2022	09.11.2022	18.11.2022	20.02.2023
Unnikrishnan Nair - Chairperson	Yes	Yes	Yes	No	NA
Jyoti Nankani - Member	Yes	Yes	Yes	NA	NA
Surendra Singh - Member	Yes	Yes	Yes	NA	NA
Indira Bhargava - Chairperson	NA	NA	NA	Yes	Yes
Suchit Punnose - Member	NA	NA	NA	Yes	Yes
Parag Mehta - Member	NA	NA	NA	NO	Yes

# During the financial year following directors were appointed/ resigned

Name of Directors	Designation	Date of Appointment	Date of Resignation
Ms. Jyoti Nankani	Chairman and Managing Director	-	09.11.2022
Mr. Surendra Singh	Non-Executive Independent Director	-	09.11.2022
Mr. Unni Krishnan Nair	Non-Executive Independent Director	-	23.12.2022
Mr. Suchit Punnose	Non-Executive Director	10.11.2022	-
Mr. Parag Mehta	Non-Executive Independent Director	10.11.2022	-
Ms. Indira Bhargava	Non-Executive Independent Director	10.11.2022	-

The Committee was reconstituted on November 18, 2022.

### IV. NOMINATION AND REMUNERATION COMMITTEE (NRC)

#### Composition

The Nomination and Remuneration Committee (NRC) comprises of the following Directors viz. Mr. Parag Mehta (Chairman of the Committee) Non-Executive Independent Director, Ms. Indira Bhargava, Non-Executive Independent Director and Mr. Suchit Punnose, Non-Executive Director. Majority of the



Members of the Committee are Independent Directors except Mr. Suchit Punnose, who is Non-Executive Director of the Company.

Mr. Unnikrishnan Nair, Chairman of the Nomination and Remuneration Committee was present at the 35th Annual General Meeting which was held on September 30, 2022 to address the Shareholder's queries.

As per section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. Mr. Unnikrishnan Nair, Chairman of the Committee was present at the 35th Annual General Meeting which was held on September 30, 2022 to address the Shareholder's queries pertaining to Annual Accounts of the Company.

#### Scope and Function

The broad terms of reference of the Nomination and Remuneration Committee are:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- b) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- c) Formulation of criteria for evaluation of Independent Directors and the Board;
- d) Devising a policy on the Board diversity;
- e) Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable;
- f) Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non-Executive Directors.

#### Meetings and Attendance

During the Financial Year 2022-23, Five (5) Nomination and Remuneration Committee Meetings were held. The required quorum was present at all the NRC meeting.

The details of attendance of the members of the Committee at the said meetings are as below:

# Name of Director	30.08.2022	09.11.2022	18.11.2022	23.12.2023	20.01.2023
Unnikrishnan Nair - Chairperson	Yes	Yes	No	NA	NA
Jyoti Nankani - Member	Yes	Yes	NA	NA	NA
Surendra Singh - Member	Yes	Yes	NA	NA	NA
Parag Mehta - Chairperson	NA	NA	NO	Yes	Yes
Indira Bhargava - Member	NA	NA	Yes	Yes	Yes
Suchit Punnose - Member	NA	NA	Yes	No	Yes

# During the financial year the following directors were appointed/resigned

Name of Directors	Designation	Date of Appointment	Date of Resignation
Ms. Jyoti Nankani	Chairman and Managing Director	-	09.11.2022
Mr. Surendra Singh	Non-Executive Independent Director	-	09.11.2022
Mr. Unni Krishnan Nair	Non-Executive Independent Director	-	23.12.2022
Mr. Suchit Punnose	Non-Executive Director	10.11.2022	-
Mr. Parag Mehta	Non-Executive Independent Director	10.11.2022	-
Ms. Indira Bhargava	Non-Executive Independent Director	10.11.2022	-

The Committee was reconstituted on November 18, 2022.

#### Criteria for Performance Evaluation of Independent Directors

The key criteria for performance evaluation of Independent Directors of the Company are given below:

#### Role & Accountability

- Understanding of nature and role of independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to Management for resolution of business issues.
- Active engagement with the Management and attentiveness to progress of decisions taken.
- Objectivity
- Own recommendations given professionally without tending to majority views. Leadership & Initiative
- Heading Board Sub Committees.
- Leading the functions of the Committees based on knowledge and experience.

### V. REMUNERATION OF DIRECTORS

The sitting fees paid to Non-Executive Directors for the year ended March 31, 2023 along with their respective shareholdings in your Company are as under:

(Amt in Rs.)

Name of Director	Sitting Fees paid for the Board and Committee Meetings held for the year ended March 31, 2023	No. of Equity Shares held as on March 31, 2023
Mr. Suchit Punnsae	0	11,28,219
Mr. Parag Mehta	0	0
Ms. Indira Bhargava	0	0

During the period under review, none of the directors were paid any performance linked incentive.

### VI. STAKEHOLDERS' RELATIONSHIP COMMITTEE

#### Composition

The Stakeholders' Relationship Committee comprises of Mr. Parag Mehta (Chairman of the Committee) Non-Executive Independent Director, Mrs. Indira Bhargava, Non-Executive Independent Director and Mr. Vinod Tripathi, Executive Director

Mr. Namita Rathore, Company Secretary of the Company acts as the Compliance Officer.

The following table shows the nature of complaints received from the shareholders during the year 2022-23.

Nature of complaints	Received	Pending	Disposed
Non receipt of Annual Report	0	0	0
Nonreceipt of Share Certificates after transfer	0	0	0
Non-Receipt of Demat Rejected S/C's	0	0	0
Others	1	0	1
<b>Tota</b>	<b>1</b>	<b>0</b>	<b>1</b>

There were no complaints pending as on March 31, 2023.

Mr. Unnikrishnan Nair, Chairman of the Nomination and Remuneration Committee was present at the 35th Annual General Meeting which was held on September 30, 2022 to address the Shareholder's queries.

### Scope and Function

- a) Review statutory compliances relating to all security holders;
- b) Consider and resolve the grievances of security holders of the Company, including complaints related to transfer of securities, non-receipt of annual report/ declared dividends/ notices/ balance sheet;
- c) Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund;
- d) Oversee and review all matters related to the transfer/transmission of securities of the Company;
- e) Approve issue of duplicate certificates of the Company;
- f) Review movements in shareholding and ownership structures of the Company;
- g) Ensure setting of proper controls and oversee performance of the Registrar and Share Transfer Agent;
- h) Recommend measures for overall improvement of the quality of investor services.

During the financial year 2022-23, no complaints were received from the Shareholders.

### Meetings and Attendance

During the financial year 2022-23, One (1) Stakeholders' Relationship Committee Meetings were held. The required quorum was present at all the Stakeholders' Relationship Committee meeting.

The details of attendance of the members of the Committee at the said meetings are as below:

Name of Director	18.11.2022
Unnikrishnan Nair - Chairperson	NA
Jyoti Nankani - Member	NA
Surendra Singh - Member	NA
Parag Mehta - Chairperson	No
Indira Bhargava - Member	Yes
Vinod Kumar Tripathi - Member	Yes

During the financial year the following directors were appointed/resigned.

Name of Directors	Designation	Date of Appointment	Date of Resignation
Ms. Jyoti Nankani	Chairman and Managing Director	-	09.11.2022
Mr. Surendra Singh	Non-Executive Independent Director	-	09.11.2022
Mr. Unni Krishnan Nair	Non-Executive Independent Director	-	23.12.2022
Mr. Vinod Kumar Tripathi	Chairman and Executive Director	10.11.2022	-
Mr. Parag Mehta	Non-Executive Independent Director	10.11.2022	-
Ms. Indira Bhargava	Non-Executive Independent Director	10.11.2022	-

## VI. GENERAL BODY MEETINGS

Details of General Meetings and Special Resolutions passed

Annual General Meetings ("AGM") held during the past 3 years and the Special Resolutions passed therein:

Financial Year	Date	Time	Special Resolution Passed	Venue
2019-20	December 28, 2021	03:30 p.m.	NA	Video conferencing (VC)/Other Audio Visual Means (OAVM)
2020-21	September 24, 2021	02:00 p.m.	Alteration of Articles of Association	Video conferencing (VC)/Other Audio Visual Means (OAVM)
2021-22	September 30, 2022	11:30 a.m.	NA	Registered Office Address

## VII. MEANS OF COMMUNICATION

a) The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.

b) The approved financial results are forthwith sent to the Stock Exchanges and are published in Free Press Journal (English newspaper) and Navshakti [local language (Marathi) newspaper], within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.

The Company's financial results are displayed on the Company's Website-<http://www.sharadfibres.co.in/quatarly-report.php> There were no official press releases during the year.

No presentations were made to the institutional investors or/and analysts during the Financial year 2022-23.

c) Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.

d) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchange i.e. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's Listing Centre.

e) A separate dedicated section under "Investors Relations", on the Company's website gives information on shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors / public.

f) SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.

g) The Company has designated the email id: [investor.relations@ecohotels.in](mailto:investor.relations@ecohotels.in) exclusively for investor relation, and the same is prominently displayed on the Company's website <http://www.sharadfibres.co.in/investor-grievances-officer-compliance-officer-rta.php>

## VIII. GENERAL SHAREHOLDER INFORMATIONS

a) 36th Annual General

Meeting Date: 28<sup>th</sup> September, 2023

Time: 3.00 P.m.

Venue:, The venue of the 36th AGM 2201/2202, La View, Jacob Circle, Mahalaxmi, Mumbai - 400 011.

b) Financial Year of the Company

The financial year covers the period from 1st April to 31st March.

c) Date of Book Closure

Book Closure will be from N.A. 2023 till N.A. both days inclusive.

d) Listing on Stock Exchange along with the Security Code and Payment of Listing Fee

Name of Stock Exchange and its Address	Security Code	Payment of Annual Listing Fees (2023-24)
BSE Limited Add- Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001. Tel : 9122 22721233/4 Fax: 91 22 2272 2041	514402	Paid

**e) Corporate Identification Number of the Company (CIN)**

L55101MH1987PLC043970

**f) Registered Office Address**

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

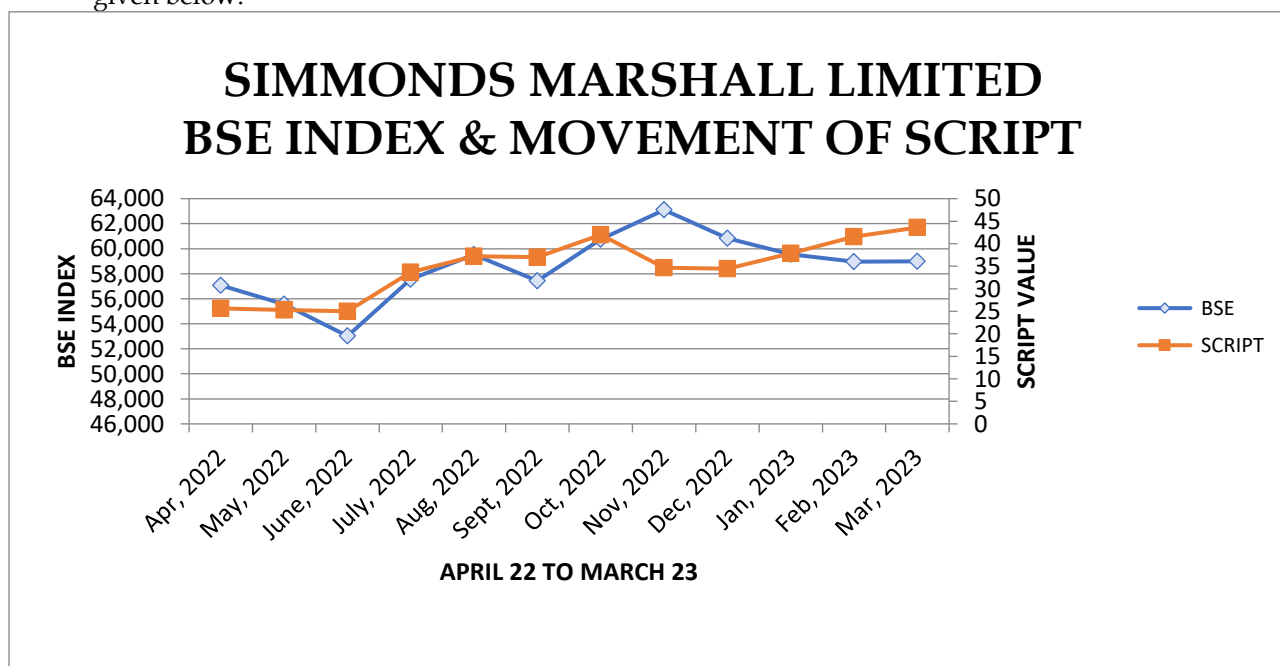
**g) Stock Price Data**

Details of monthly open, high, low and close prices and volume of equity shares of the Company traded on BSE are given below:

Month	O pen	Hi gh	Low	Close	No. of Shares Traded during the month
Apr-22	20.5	25.65	20.5	25.65	6200
May-22	25.65	25.65	25.25	25.25	400
Jun-22	<i>No transactions/trading taken place during the Month, therefore we have taken closing for the Month of May 2022.</i>				
Jul-22	26.5	33.7	26.5	33.7	13600
Aug-22	35.35	40.85	35.35	37.2	14300
Sep-22	<i>No transactions/trading taken place during the Month, therefore we have taken closing for the Month of August 2022.</i>				
Oct-22	39	45.95	39	42	2400
Nov-22	39.9	39.9	34.7	34.7	400
Dec-22	34.7	36.35	31.35	34.45	8200
Jan-23	35	37.85	34.35	37.85	18900
Feb-23	39.7	41.65	37.75	41.55	11100
Mar-23	43.62	43.62	43.6	43.6	115

**h) Stock Performance**

The performance of the equity share price of the Company in comparison with S&P BSE Sensex is given below:



**i) Registrar and Share Transfer Agent**

Bigshare Services Private Limited

S6-2, 6th floor Pinnacle Business Park, next to Ahura centre, Mahakali caves Road, Andheri (East), Mumbai - 400 093. Tel: 022-6263 8205 / 6263 8268; Email: investor@bigshareonline.com.

**j) Share Transfer System**

Transfer of shares in physical form is processed by the Company's Registrars & Share Transfer Agents (RTA) generally within fifteen days from the date of receipt, provided the documents are complete in all respects. All requests for transfer/transmission in physical form after they are processed by the RTA are submitted to the Company for the necessary approval. The Company Secretary is authorised by the Board to consider and approve the share transfer/ transmission requests received in physical form from time to time.

**k) Distribution of Shareholding as on March 31, 2023:**

Category	No. of Shares Held	% of Shareholding
Promoters	1,28,98,308	72.31
Financial/ Mutual Funds	1,500	0.01
Body Corporate	38,400	0.22
Key Managerial Person	-	-
Indian Public	48,15,100	26.99
NRI	75,000	0.42
IEPF	-	-
Any Other	8200	0.05
<b>Total</b>	<b>1,78,36,508</b>	<b>100</b>

**Distribution of Shareholding as on March 31, 2023:**

No. of Equity Shares	No. of Shareholder	No. of Shares	% of Equity Capital
1 - 500	949	384505	2.16
501 - 1000	377	290700	1.63
1001 - 2000	93	145500	0.82
2001 - 3000	26	68300	0.38
3001 - 4000	13	47495	0.27
4001 - 5000	14	66400	0.37
5001 - 10000	15	111300	0.62
10001 and above	56	16722308	93.75
<b>Total</b>	<b>1543</b>	<b>17836508</b>	<b>100.00</b>

**l) Dematerialisation of Shares and Liquidity**

The equity shares of the Company are available for trading in the dematerialized form under both the Depositories i.e., NSDL and CDSL. The International Securities Identification Number (ISIN) allotted to the Company's shares under the Depository System is INE638N01012.

No. of Shares held in dematerialized and physical mode as on March 31, 2023:

Particulars	No. of Shareholder	No. of Shares	% to total paid up capital
Held in dematerialized mode in NSDL	21	29,34,500	16.45
Held in dematerialized mode in CDSL	127	3,11,400	1.75
Held in physical mode	1395	1,45,90,608	81.80
<b>Total</b>	<b>1543</b>	<b>1,78,36,508</b>	<b>100</b>

The Company's equity shares are regularly traded on BSE.

**m) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on equity**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

**n) Commodity price risk or Foreign Exchange Risk and Hedging activities**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

**o) Plant Locations**  
NA

**p) Address for Correspondence**  
Shareholders may correspond with the Registrar and Share Transfer Agents at:  
Bigshare Services Private Limited  
S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East)  
Mumbai - 400093

For all matters relating to transfer/ dematerialization of shares and any other query relating to Equity Shares of your Company.

Your Company has also designated [investor.relations@ecohotels.in](mailto:investor.relations@ecohotels.in) as an exclusive e-mail ID for Investors for the purpose of registering complaints and the same has been displayed on the Company's website.

Security holders would have to correspond with the respective Depository Participants for Securities held in dematerialised form for transfer/transmission of Shares, change of Address, change in Bank details, etc. For all investor related matters, the Company Secretary & Compliance Officer can also be contacted at:

Eco Hotels and Resorts Ltd.  
19, Floor-3rd, 408, Prabhadevi Industrial Estate, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025

E-mail: [cssharedfibres2022@gmail.com](mailto:cssharedfibres2022@gmail.com)  
Your Company can also be visited at its website: <http://www.sharadfibres.co.in/index.php>

## IX. OTHER DISCLOSURES

**a) Policy on Materiality of and Dealing with Related Party Transactions**

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions.

Disclosure of Transactions with Related Parties:

During the year under review, your Company has not entered into Material Related Party Transactions with related parties hence provisions of Section 188 of the Companies Act, 2013 are not applicable to the Company. Further, details of related party transactions are presented in Note No. 27 to Annual Accounts in the Annual Report.

b) Penalty or Strictures:

There have been several instances of non-compliances by the Company and penalties and/or strictures have been imposed on it by Stock Exchange during the previous three financial years.

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
<b>Sharad Fibers and Yarn Processors Limited</b>	BSE	27/11/2020	Reg-34 (Clause 31 of erstwhile listing agreement)- March 2014	Rs. 14000/-	N.A.
<b>Sharad Fibers and Yarn Processors Limited</b>	BSE	27/11/2020	Reg-13(3)- Sept 2018	Rs. 3000/-	N.A.
<b>Sharad Fibers and Yarn Processors Limited</b>	BSE	27/11/2020	Reg-13(3)- March 2020	Rs. 196000/-	N.A.
<b>Sharad Fibers and Yarn Processors Limited</b>	BSE	27/11/2020	Reg-31 - March 2020	Rs. 242000/-	N.A.
<b>Sharad Fibers and Yarn Processors Limited</b>	BSE	27/11/2020	Reg-29(2) 29(3)- July 2020	Rs. 10000/-	N.A.
<b>Sharad Fibers and Yarn Processors Limited</b>	BSE	27/11/2020	Reg-13(3) - June 2020	Rs. 56000/-	N.A.
<b>Sharad Fibers and Yarn Processors Limited</b>	BSE	27/11/2020	Reg-31 - June 2020	Rs. 112000/-	N.A.
<b>Sharad Fibers and Yarn Processors Limited</b>	BSE	27/11/2020	Reg-6(1) - June 2020	Rs. 5000/-	N.A.
<b>Sharad Fibers and Yarn</b>	BSE		Reg-6(1)- Sept 2020	Rs. 92000/-	N.A.



c) Vigil Mechanism / Whistle Blower Policy

The Vigil Mechanism as envisaged in the Act and the Rules prescribed thereunder and the Listing Regulations is implemented through the Whistle Blower Policy to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee. As such the Whistleblower Policy provides for protected disclosure and protection to the Whistleblower. We confirm that no Director or employee has been denied access to the Audit Committee during the financial year 2022-23.

d) Disclosures with respect to demat suspense account / unclaimed suspense account

The Company does not have any shares in the demat suspense /unclaimed suspense account.

**Registered Office:**

19, 3rd Floor,  
Industrial Estate, *(Formerly known as Sharad Fibers & Yarn Processors Ltd)*  
408 Veer Savarkar Marg,  
Prabhadevi,  
Mumbai - 400 025  
Date: 29<sup>th</sup> August , 2023

**By order of the Board,**

**ECO HOTELS AND RESORTS LIMITED**

Prabhadevi

SD/ -

**SAMEER DESAI**

**Company Secretary & Compliance Officer**

**Form No.MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)

**To,**  
**The Members,**  
**ECO HOTELS AND RESORTS LIMITED**  
19, 3<sup>rd</sup> Floor, Prabhadevi Industrial Estate,  
408, Veer Savarkar Marg, Prabhadevi,  
Mumbai- 400 025.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Eco Hotels And Resorts Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2023** complied with the statutory provisions of the applicable Acts listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent applicable;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
  - a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period);
  - f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period);
  - g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the review period);
  - h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the review period);
- vi. We have also examined compliance with the applicable clauses of the following:
  - a) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
  - b) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further being a Company engaged in Manufacturing Industry (recycling of plastic wastes), there are no specific applicable laws to the Company, which requires approvals or compliances under any Act or Regulations.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by us the Company has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We report that the Compliance by the Company of applicable financial laws, like direct, indirect tax laws and Goods and Service Tax Act, has not been reviewed in this Audit since the same has been subject to review by statutory auditor and other designated professionals.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
3. Adequate notices are given to all Directors to schedule the Board Meetings, Board Committee Meetings, agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority of the decisions being carried through while the dissenting members views, if any, are captured and recorded as part of the minutes.

We further report that during the review period there were no specific events/actions other than those listed below having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc., referred to above.

- The Company has altered the Main Objects of its Memorandum of Association to include Hotel and Hospitality business at the Extraordinary General Meeting dated February 20, 2023.
- The Company has changed its name from Sharad Fibers and Yarn Processors Limited to "**Eco Hotels And Resorts Limited**" at the Extraordinary General Meeting dated February 20, 2023. The Registrar of Companies, Mumbai and BSE Limited have approved the change of name in their records after the end of the financial year.
- The Company has increased its Authorised Share Capital from Rs. 8,00,00,000/- to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 2,70,00,000 (Two Crores Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each at the Extraordinary General Meeting held on February 20, 2023.
- The Company has allotted 1,34,70,108 Equity Shares on preferential basis to the Shareholders of Eco Hotels India Private Limited on March 18, 2023, in accordance with the special resolution through share swap approved at the Extraordinary General Meeting held on February 20, 2023.
- The Company has purchased the Structured Digital Database software after the end of the financial year 2022-23 and thereafter the data is maintained in accordance with the Regulation 3(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

As informed, the Company has responded appropriately to notices/emails received from the statutory/regulatory authorities including by taking corrective measures wherever found necessary.

**For GMJ & ASSOCIATES**  
Company Secretaries  
ICSI Unique Code P2011MH023200

**CS MAHESH SONI**  
PARTNER  
Membership No: F3706  
Certificate of Practice No.: 2324  
UDIN:  
Peer Review Certificate No.: 647/2019

Place: Mumbai  
Date: August 29, 2023.

**Note:** This report is to be read with our letter of even date which is annexed as 'ANNEXURE' and forms an integral part of this report.

## ANNEXURE

**To,  
The Members,  
ECO HOTELS AND RESORTS LIMITED**  
19, 3<sup>rd</sup> Floor, Prabhadevi Industrial Estate,  
408, Veer Savarkar Marg, Prabhadevi,  
Mumbai- 400 025.

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For GMJ & ASSOCIATES**  
Company Secretaries  
ICSI Unique Code P2011MH023200

**CS MAHESH SONI**  
PARTNER  
Membership No: F3706  
Certificate of Practice No.: 2324

Place: Mumbai  
Date: August 29, 2023.

UDIN:  
Peer Review Certificate No.: 647/2019

## **INDEPENDENT AUDITOR'S REPORT**

**To The Members of ECO HOTELS AND RESORTS LIMITED**

**(Formally known as Sharad Fibres and Yarn Processors Limited)**

### **Report on the Audit of the Financial Statements**

#### **Opinion**

I have audited the accompanying financial statements of Eco Hotels and Resorts Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, its loss including total comprehensive loss, its cash flows and the changes in equity for the year ended as on that date.

#### **Basis for Opinion**

I have conducted the audit of the Financial Statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. My responsibility under those Standards are further described in the Auditors' Responsibility for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence obtained by me is sufficient and appropriate to provide a basis for my audit opinion on the Financial Statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements of the current period. I have determined that there are no key audit matters to communicate in my report.

#### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, but does not include the financial statements and my auditor's report thereon.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional scepticism throughout the audit. I also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial controls relevant to the audit in order to design audit

procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my audit report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. I consider quantitative materiality and qualitative factors in (i) planning the scope of my audit work and in evaluating the results of my work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on my audit I report, to the extent applicable that:

a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.

b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books;

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of



account.

d) In my opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, except Ind AS – 19 Retirement Benefits.

e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to my separate Report in “Annexure A”. My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to financial statements.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in my opinion and to the best of my information and according to the explanations given to me, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in my opinion and to the best of my information and according to the explanations given to me

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the other notes to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Other note to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate

Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, I give in “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For J H Bhandari & Co.**  
Chartered Accountants  
Firm Reg. No. 138960W

Place: **Mumbai**

Date: **29<sup>th</sup> May, 2023**

UDIN: **23158795BGTIIV9526**

**Jinal H. Bhandari**  
Proprietor  
Membership No: 158795

## **Annexure "A" to the Independent Auditor's Report**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of my report to the Members of Eco Hotels and Resorts Limited (Formally known as Sharad Fibers and Yarn Processors Limited)

### **Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

I have audited the internal financial controls with reference to financial statements of Eco Hotels and Resorts Limited ("the Company") as of March 31, 2023 in conjunction with my audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

My responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements of the Company based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, with reference to financial statements. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. My audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls with reference to financial statements.

#### **Meaning of Internal Financial Controls with reference to financial statements**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being

made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future, periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In my opinion, to the best of my information and according to the explanations given to me, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

**For J H Bhandari & Co.**  
Chartered Accountants  
Firm Reg. No. 138960W

## **Annexure B to the Independent Auditors' Report**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of my report of even date)

In terms of the information and explanations sought by me and given by the Company and the books of account and records examined by me in the normal course of audit and to the best of my knowledge and belief, I state that:

**i)** (a) (A) The Company does not have any Property, Plant and Equipment and hence reporting under clause (i)(a)(A) of paragraph 3 of the Order is not applicable.

(B) The Company does not have any intangible assets and hence reporting under clause (i)(a)(B) of paragraph 3 of the Order is not applicable.

(b) The Company does not have any Property, Plant and Equipment and hence reporting under clause (i)(b) of paragraph 3 of the Order is not applicable.

(c) The Company does not have any immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) and hence reporting under clause (i)(c) of paragraph 3 of the Order is not applicable.

(d) The Company does not have any Property, Plant and Equipment and intangible assets; hence reporting under clause (i)(d) of paragraph 3 of the Order is not applicable.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

**ii)** (a) The Company does not have any inventory and hence reporting clause ii (a) of paragraph 3 of the Order is not applicable.

(b) According to the information and explanations given to me, the company has not been sanctioned any working capital limit from banks or financial institutions on the basis of security of current assets at any point of time during the year hence reporting under clause (ii)(b) of paragraph 3 of the Order is not applicable.

**iii)** The Company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties during the year, and hence clause (iii)(a) to (iii)(f) of paragraph 3 of the Order is not applicable.

**iv)** The Company has not granted any loans, made investments, provided guarantees or securities and clause (iv) of paragraph 3 of the Order is not applicable.

**v)** The Company has not accepted any deposit or amount which is deemed to be deposit.

Hence, reporting under clause (v) of paragraph 3 of the Order is not applicable.

**vi)** The maintenance of cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company is not applicable to the Company. Thus, reporting under clause (vi) of paragraph 3 of the order of is not applicable to the Company.

**vii) In respect of statutory dues:**

(a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of tax deducted at source dues.

There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2023, for a period of more than six months from the date they became payable.

(b) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on March 31, 2023.

**(viii)** There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

**(ix)** (a) In my opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year; hence reporting under clause (ix)(c) of paragraph 3 of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long term purposes by the Company.

(e) The company does not hold any investment in any subsidiary, associates, or joint venture during the year ended March 31, 2023. Hence clause (ix)(e) of paragraph 3 of the Order is not applicable.

(f) The company does not hold any investment in any subsidiary, associates or joint venture during the year ended March 31, 2023. Hence clause (ix)(f) of paragraph 3 of the Order is not

applicable.

**(x)** (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.

(b) During the year, the Company has done preferential allotment of shares to the shareholders of Eco Hotels India Private Limited. However, transfer of shares was not completed as at the year end and hence reporting under clause (x)(b) of paragraph 3 the Order is not applicable.

**(ix)** (a) To the best of my knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of my knowledge, no report under subsection (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

**(xii)** The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable.

**(xiii)** In my opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc as required by the applicable accounting standards.

**(xiv)** (a) Based on information and explanations provided to me and my audit procedures, in my opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) In November 2022, there has been a change in the Management of the company and new CEO and CFO have joined in December 2022 and January 2023 respectively. It was informed to us by the management that Internal Audit is under progress and will be completed by June 2023. Thus, we are unable to obtain on timely basis any of the Internal audit reports of the Company for the period under audit and hence the same is not considered.

**(xv)** In my opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

**(xvi)** (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence, reporting under clause (xvi)(a), (b) and (c) of paragraph 3 of the Order is

not applicable.

(b) The Group does not have any Core Investment Company (CIC) as part of the group and accordingly reporting under clause (xvi)(d) of paragraph 3 of the Order is not applicable.

(xvii) The company has incurred cash losses of Rs. 1,82,05,932/- in the current year and of Rs. 40,02,185/- in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year and hence reporting under clause (xviii) of paragraph 3 of the Order is not applicable.

(xix) According to the information and explanations given to me and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and my knowledge of the Board of Directors and management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) In my opinion and according to the information and explanations given to me, the Company does not fulfil the thresholds u/s section 135 of Companies Act, 2013 and hence, the Company is not liable for any payments towards Corporate Social Responsibility. Accordingly, clause (xx) of paragraph 3 of the Order is not applicable.

(xxi) The Company is not required to prepare Consolidated Financial Statement as per Ind AS 110 as the Company does not control any other entity. Hence, clause (xxi) of paragraph 3 of the Order is not applicable.

Place: **Mumbai**  
Date: **29<sup>th</sup> May, 2023**  
UDIN: **23158795BGTIIV9526**

**For JH Bhandari & Co.**  
Chartered Accountants  
**Firm Reg. No. 138960W**

**Jinal H. Bhandari**  
Proprietor  
Membership No: 158795



**Balance Sheet as on 31st March, 2023**

Rs. In '000

Particulars	Not e No.	Year Ended 31/03/2023	Year Ended 31/03/2022
<b><u>(I) ASSETS</u></b>			
<b><u>Non - Current Assets</u></b>			
(a) Property, Plant and Equipment			
(b) Capital Work-in-Progress			
(c) Investment Property			
(d) Goodwill			
(e) Other Intangible Assets			
(f) Intangible assets under development			
<b><u>(h) Financial Assets</u></b>			
(i) Investments			
(ii) Trade receivables			
(iii) Loans			
(iv) Other Financial Assets			
(i) Deferred Tax Assets (net)			
(j) Other Non-Current Assets			
<b>Total Non - Current Assets</b>			
<b><u>Current Assets</u></b>			
(a) Inventories			
<b><u>(b) Financial Assets</u></b>			
(i) Investments			
(ii) Trade Receivables			
(iii) Cash and Cash Equivalentents	3	411.62	7,074.22
(iv) Bank Balances other than (iii) above			
(v) Loans			
(vi) Others	4	402.07	268.38
(c) Current Tax Assets (Net)			
(d) Other Current assets	5	330.75	316.10
<b>Total Current Assets</b>		<b>1,144.45</b>	<b>7,658.70</b>
<b>TOTAL ASSETS</b>		<b>1,144.45</b>	<b>7,658.70</b>
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Equity</b>			
(a) Equity Share Capital	6	43,664.00	43,664.00
(b) Other Equity	7	-54,992.52	-36,102.21
<b>Total Equity</b>		<b>-11,328.52</b>	<b>7,561.79</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings			
(ii)			

(ii) Trade Payables :- (A) total outstanding dues of micro enterprises and small enterprises; and (B) total outstanding dues of creditors other than micro enterprises and small enterprises (iii) Other financial liabilities (b) Provisions (c) Deferred tax liabilities (Net) (d) Other non-current liabilities			
<b>Total Non-Current Liabilities</b>			
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings			
(ii) Trade Payables	8		
(a) total outstanding dues of Micro Enterprises and Small Enterprises		-	-
(b) total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		154.32	62.20
(iii) Other financial liabilities		-	-
(b) Other Current Liabilities	9	11,634.27	34.71
(c) Provisions	10	684.39	-
(d) Current Tax Liabilities (Net)			
<b>Total Current Liabilities</b>		<b>12,472.97</b>	<b>96.91</b>
<b>Total Equity and Liabilities</b>		<b>1,144.45</b>	<b>7,658.70</b>

*The accompanying notes form an integral part of the financial statements.*

*As per our Report of even date*

**For J H Bhandari & Co.**

Chartered Accountants

Firm Reg. No. 138960W

**Jinal Bhandari**

Proprietor

M. No. 158795

**Place: Mumbai**

**Date: 29th May, 2023**

*For and on behalf of the Board*

**Vinod Tripathi**

Executive Chairman

DIN- 00798632

**Namita  
Rathore**

Company Secretary

**Vikram  
Doshi**

CFO

DIN- 07546623

**Statement of Profit and Loss for the 31st March, 2023**

Rs. In '000

Particulars	Note No.	Year Ended 31/03/2023	Year Ended 31/03/2022
(I) Revenue from Operations	1	-	1,658.68
(II) Other Income	2	77.76	307.58
<b>(III) Total income (I+II)</b>		<b>77.76</b>	<b>1,966.26</b>
<b>(IV) Expenses</b>			
Cost of Material Consumed	3	-	2,759.53
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, Stock-in-Trade and workin-progress		-	-
Employee Benefits Expenses	4	7,853.64	631.45
Finance Cost	5	-	51.87
Depreciation and Amortization Expenses	6	-	-
Other Expenses	7	10,915.66	2,525.60
<b>Total Expenses (IV)</b>		<b>18,769.30</b>	<b>5,968.44</b>
<b>(V) Profit/(loss) before exceptional items and tax (I-IV)</b>		<b>-18,691.54</b>	<b>-4,002.19</b>
<b>(VI) Exceptional Items</b>		-	-
<b>(VII) Profit/(Loss) before exceptions items and tax(V-VI)</b>		<b>-18,691.54</b>	<b>-4,002.19</b>
<b>(VIII) Tax expense:</b>			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
(3) Related to Previous Years		-	-172.31
<b>(IX) Profit/(Loss) for the period from continulng operations (VII-VIII)</b>		<b>-18,691.54</b>	<b>-4,174.50</b>
<b>(X) Profit/(Loss) from discontinued operations</b>		-	-
<b>(XI) Tax expenses of discontinued operations</b>		-	-
<b>(XII) Profit/(Loss) from Discontinued operations (after tax) (X-XI)</b>		-	-
<b>(XIII) Profit/(Loss) for the period (IX+XII)</b>		<b>-18,691.54</b>	-
<b>(XIV) Other comprehensive income</b>			

A. (i) Items that will not be reclassified to profit or loss		-
Remeasurements of the defined benefit plans	-198.77	
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-
B. (i) Items that will be reclassified to profit or loss	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-
<b>(XV) Total Comprehensive Income for the period (XIII+XIV) Comprising Profit/(Loss) and Other comprehensive Income for the period</b>	<b>-18,890.31</b>	<b>-</b>
<b>(XVI) Earnings per equity share (for discontinued operation):</b>		
(1) Basic		
(2) Diluted		
<b>(XVII) Earning per equity share (for discontinued &amp; continuing operation) in Rs.</b>		
(1) Basic (In Rs.)	<b>-4.28</b>	<b>-0.96</b>
(2) Diluted (In Rs.)	<b>-4.28</b>	<b>-0.96</b>

*The accompanying notes form an integral part of the financial statements.*

*As per our Report of even date*

**For J H Bhandari & Co.**

Chartered Accountants

**Firm Reg. No. 138960W**

*For and on behalf of the Board*

**Jinal Bhandari**

Proprietor

**M. No. 158795**

**Vinod Tripathi**

Executive Chairman

DIN- 00798632

**Vikram Doshi**

CFO

DIN- 07546623

**Place : Mumbai**

**Date: 29th May, 2023**

**Namita Rathore**

Company

Secretary

**Cash flow Statement for the 31st March, 2023**

Particulars	Year ended 31st March, 2023	Year ended 31st March, 2022
<b>A. Cash flows from Operating activities</b>		
<b>Profit before tax</b>	-18,691.54	-4,002.19
<b>Adjustments for :</b>		
Depreciation and amortization expense		
Gain on disposal of property, plant and equipment (net)		1,279.79
Share-based payments expenses		
Write back of Sundry Balances	5,645.42	
Finance Costs		
Dividend received from an associate		
Interest Income		
Net (gain)/loss on sale/fair value of investments		
Net (gain)/loss arising on derivative instruments measured at fair value through profit or loss		
Net foreign exchange gain		
<b>Operating profit before working capital changes</b>		
<b>Changes in :</b>		
Trade Receivables and other assets	-53.14	321.39
Inventories		
Trade Payables and other liabilities	12,177.30	-2,777.14
<b>Cash generated from Operations</b>	-	
Income taxes paid (net of refunds)	33.17	84.05
<b>Net cash flow from Operating activities (A)</b>	<b>-888.79</b>	<b>-5,094.10</b>
<b>(B) Cash flows from Investing activities</b>		
Net (Investment) in Bank Deposits	-133.70	
Net (Investment) / redemption of Mutual Funds		
Payments to acquire subsidiaries		
Payments to acquire additional stake in subsidiaries		
Payments to acquire associate		
Loans given to a subsidiary company		
Advances repaid / written off	-5,640.11	
Dividend received from an associate		
Interest Received		
Payments to acquire property, plant and equipment (including Capital work in progress) and intangible assets		
Proceeds from sale of property, plant and equipment		1,175.36
Payments for acquisition of business		
Decrease/(increase) in bank balances not considered as cash and cash equivalents (net)		
<b>Net cash flow from Investing activities (B)</b>	<b>-5,773.80</b>	<b>1,175.36</b>
<b>(C) Cash flow from Financing activities</b>		
Proceeds from long term borrowing (net of		-670.34

expenses)		
Proceeds from short term borrowing (net)		
Interest paid		
Proceeds from Issue of equity shares (net of share issue expenses)		
Dividend paid on equity shares		
<b>Net cash flows generated from Financing activities (C)</b>	-	-670.34
<b>Net increase in cash and cash equivalents (A+B+C)</b>	-6,662.60	-4,589.09
<b>Opening Cash and cash equivalents</b>	7,074.22	11,663.31
<b>Closing Cash and cash equivalents</b>	411.62	7,074.22

Particulars	As at 31 March, 2022	As at 31 March, 2021
<b>Cash and Cash Equivalents at the End of the Year as per Cash Flow</b>	<b>411.62</b>	<b>7,074.22</b>
Cash in Hand	-	680.03
<u>Balances with Banks:</u>	-	-
On Current Account	411.62	6,394.19
Margin Money	-	-
<b>Cash and Cash Equivalents (Note No. 3)</b>	<b>411.62</b>	<b>7,074.22</b>

**Note:**

The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS 7) – Statement of Cash flow.

*The accompanying notes form an integral part of the financial statements.*

*As per our Report of even date*

**For J H Bhandari & Co.**  
Chartered Accountants

**Firm Reg. No. 138960W**

**Jinal Bhandari**  
Proprietor  
**M. No. 158795**

**Place: Mumbai**  
**Date: 29th May, 2023**

*For and on behalf of the Board*

**Vinod**  
**Tripathi**

Chairman  
DIN- 00798632

**Vikram Doshi**

CFO  
DIN- 07546623

**Namita Rathore**  
Company  
Secretary

**ECO HOTELS AND RESORTS LIMITED**  
**(Formally known as SHARAD FIBRE & YARN PROCESSORS LIMITED)**  
**Notes to the financial statements for the year ended March 31, 2023**

**1. Corporate Information**

The company is engaged in the business of building hotels, management and operations of hotels, services which are allied service in hospitality business such as food and beverages, ticket booking, car rentals, tours, etc.

**2. Significant Accounting Policies**

i) Statement of Compliance

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act except for Ind AS 19 - Retirement Benefits

ii) Basis of Preparation and Presentation

a) The accounts of the company are prepared under the historical convention using accrual method of accounting. The company has incurred huge losses. The net worth of the company is completely eroded. After change in management, change in main activity of business and change in promoters, the company is hopeful for the revival in its business activities in future and hence these financial statements have been prepared on going concern basis, despite accumulated losses.

b) A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Assets and Liabilities are classified as Current or Non-Current as per the provisions of Schedule III to the Companies Act, 2013 and the Company's Normal Operating Cycle. Based on the nature of business, the Company has ascertained its operating cycle as 12 months for the classification of assets and liabilities.

c) Use of estimates and judgements:

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements, and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed in Notes. Accounting Estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

d) Critical estimates and judgements:

- Useful lives of property, plant and equipment and intangible assets:

Property, plant and equipment and intangible assets represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Useful lives of intangible assets are determined on the basis of estimated benefits to be derived from use of such intangible assets. The Company reviews the useful lives of property, plant and equipment and intangible assets at the end of each reporting period. Their reassessments may result in change in the depreciation / amortisation expense in future periods.

- Fair value measurements and valuation processes:

Some of the Company's assets and liabilities are measured at fair value at each balance sheet date or at the time they are assessed for impairment. In estimating the fair value of an asset or a liability, the Company uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities require estimates to be made by the management and are disclosed in the notes to the financial statements.

- Actuarial Valuation

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account discount rate, salary growth rate, expected rate of return, mortality and attrition rate. Information about such valuation is provided in notes to the financial statements.

iii) Property, Plant and Equipment :

All Property Plant & Equipments are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalised until the assets are ready for use and includes freight, duties, taxes and expenses incidental to acquisition and installation. Subsequent expenditures related to an item of Property Plant & Equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company & cost can be reliably measured. Losses arising from the retirement of, and gains or losses arising from disposal of Property, Plant and Equipment are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight-line method ('SLM') over the estimated useful lives of the assets specified in Schedule II of the Companies Act, 2013.

iv) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the



Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

v) Retirement Benefits

- Defined Contribution Plan:

Contribution payable to recognised provident fund, ESIC which are substantially defined contribution plan, is recognised as expense in the Statement of Profit and Loss, as they are incurred.

- Defined Benefit Plan:

For defined plans in the form of gratuity, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability (asset) are recognised in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognised in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods. The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

vi) Inventories

Inventories comprise of Raw Materials and Finished Goods (Manufactured and Traded). Inventories are valued at the lower of Cost and Net Realisable Value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including GST and other levies, transit insurance. Finished Goods comprises of materials, direct labour, other direct costs and related production overheads. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

However, the Company does not have any inventory during the year.

vii) Foreign Currency Transactions

- Initial Recognition: Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date

- Conversion: At the year end, monetary items denominated in foreign currencies are converted into rupee equivalents at the year-end exchange rates.

- Exchange Differences: All exchange differences arising on settlement and/or conversion on foreign currency transaction are included in the Profit & Loss Account.

viii) Taxation

- Provision for Current Tax is made with reference to taxable income computed for the accounting period, for which the financial statements are prepared by the tax rates as applicable. However, the company has not provided for income tax as there is no income tax payable.

- No Deferred Tax Assets are created in the books of the company as in the opinion of the management, they are not reasonably certain that there will be sufficient future income to recover such Deferred Tax Assets.

ix) Leases:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss. Rentals payable under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

With effect from April 1, 2019 Ind AS 116 requires lessees to determine the lease term as the noncancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any option to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

x) Provisions and Contingent Liabilities

- Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

- Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

- The Final GST Output liability, claim of Input tax credit and the amount of GST debited to Profit and Loss account, are subject to finalization of GST Audit, which is not complete as on the date of signing this Balance Sheet. Due to this reason, the impact on Financial Statements on account of GST credit mismatch cannot be stated.

xi) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Sale of goods: Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, based on the applicable incoterms. Amounts disclosed as revenue are net of returns, trade allowances, rebates, GST, value added taxes and amounts collected on behalf of third parties. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and the revenue recognition criteria have been complied.

xii) Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents includes cash on hand and demand deposits with banks.

xiii) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to

the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

- Fair value of financial assets and financial liabilities

All financial assets and liabilities are carried at amortised cost. The management consider that the carrying amounts of financial assets and liabilities recognized in the financial statements approximate their fair value as on March 31, 2023 and March 31, 2022.

- Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost and trade receivables. For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss ("ECL") allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

xiv) Earnings Per Share (EPS)

EPS is calculated by dividing the Profit / (loss) attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per equity share are as stated below:

	For the year ended March 31, 2023	For the year ended March 31, 2022
	Rs. In '000s	Rs. In '000s
Profit / (Loss) after tax	-18691.544	-4174.496
Weighted Number of Shares (nos.)	43,66,400	43,66,400
<b><u>EPS (Rs.)</u></b>		
Basic/Diluted Earnings Per Share (in Rs.)	-4.28	-0.96
Face value per share (In Rs.)	10	10

xv) Segment Reporting

An entity shall report separately information about each operating segment that:

- has been identified as an Operating Segment or results from aggregating two or more of those segments, and
- exceeds the quantitative thresholds as specified in Ind AS 108 - Operating Segments

However, the company does not fall into any of the above stated criteria and hence the company does not qualify as a reportable segment and thus no segment reporting is provided.

xvi) Investments

There are no Investments held by the company as on balance sheet date.

xvii) Related Party Disclosures

As per Indian Accounting Standard-24 issued by the Institute of Chartered Accountants of India, the disclosure of transactions with related parties as defined in the Accounting Standard are given below:

- a) List of related parties with whom transactions have taken place and relationship:

Sr. No.	Name of the Related Party	Relationship
1	Aditya Dalmia	Key Management Personnel
2	Dalmia Polypro Industries Pvt. Ltd.	Company in which KMP is a Director
3	Aditya Dalmia HUF	KMP's HUF

4	Vinod Tripathi	Executive Chairman and Director
5	Abhijeet Umathe	Chief Executive Officer and Director
6	Vikram Doshi	Chief Financial Officer
7	Namita Rathore	Company Secretary

**(ii) Transaction during the year with related parties:**

Rs. In '000

Other Transactions with Related Parties						
Name of the Related Party	Relation	Nature	Amount	Clg Balance	Amount	Clg Balance
			31-3-2023	31-3-2023	31-3-2022	31-3-2022
Eco Hotels India Private Limited	Group Company	Advances (Liability)	4,277.71	4,277.71	-	-
Dalmia Polypro Industries Private Limited	Company in which KMP is a Director	Job Work (Income)	-	-	1,658.68	-
Vinod Kumar Tripathi	Executive Chairman	Reimbursement of expenses - payable	777.86	777.86		
		Salary Paid	2,500.00	-		
		Salary Payable	1,500.00	1,500.00		
			-	-		
Vikram Doshi	Chief Financial Officer	Reimbursement of expenses - payable	10.70	10.70		
		Salary Paid	325.00	-		
		Salary Payable	600.00	600.00		
			-	-		
Namita Rathore	Company Secretary	Salary Paid	202.00	-		

		Salary Payable	45.00	45.00		
			-	-		
Abhijeet Umathe	CEO & Director	Salary Paid	403.07	-		
		Salary Payable	1,500.00	1,500.00		

**Statement of Changes in Equity for the year ended 31st March, 2023.**

<b>A. Equity Share Capital Particulars</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
<b>Issued, Subscribed and Paid-up:</b>		
Balance as at the beginning of the year	43,664.00	43,664.00
Fresh Issue during the year		
<b>Balance as at the end of the year</b>	<b>43,664.00</b>	<b>43,664.00</b>

Rs. In '000

Particulars	Reserves and Surplus			
	Securities Premium	Capital Reserve	Retained Earning	Total
<b>Balance as at April 1, 2021</b>		1,51,814.72	-1,83,742.43	-31,927.71
Profit/Loss for the year			-4,174.50	-4,174.50
Other Comprehensive income for the year (net of tax)				
Total comprehensive income for the year				
Share based payment expenses				
Transfer on account of exercise of employee stock option				
Dividend paid on equity shares				
Premium on fresh issue of Equity Shares				
Share issue expenses				
<b>Balance as at 31 March, 2022</b>	-	<b>1,51,814.72</b>	<b>1,87,916.93</b>	<b>-36,102.21</b>
Profit/Loss for the year			18,691.54	-18,691.54
Other Comprehensive income for the year (net of tax)			-198.77	-198.77
Total Comprehensive income for the year				
Share based payment expenses				
Transfer on account of exercise of employee stock option				
Dividend paid on equity shares				
Premium on fresh issue of Equity Shares				
<b>Balance as at 31 March, 2023</b>		<b>1,51,814.72</b>	<b>2,06,608.47</b>	<b>-54,992.52</b>

**Current Assets****(b) Financial Assets****Note - 3 - Cash and cash equivalents**

Rs. In '000

Particulars	31-Mar-23	31-Mar-22
<b>Balances with banks</b>		
- In Current Accounts	411.62	6,394.19
Cash on hand	-	680.03
<b>Total Cash and Cash Equivalents</b>	<b>411.62</b>	<b>7,074.22</b>

**Note - 4 - Other Financial Assets**

Rs. In '000

Particulars	31-Mar-23	31-Mar-22
Security deposits	-	8.00

Fixed Deposits with more than 12 months maturity (incl. Accrued Interest)	402.07	260.38
<b>Total Other Financial Assets</b>	<b>402.07</b>	<b>268.38</b>

**Note - 5 - Other Current Assets**

Particulars	31-Mar-23	31-Mar-22
Pre - payments	-	17.50
Other Receivables	-	67.66
Balance with Revenue Authorities	330.75	230.94
<b>Total Other Current Assets</b>	<b>330.75</b>	<b>316.10</b>

**Note - 6 - Equity share capital**

	31.03.2023	31.03.2022
<b>Authorised:</b>		
50,00,000 (31st March, 2022 - 50,00,000) Equity Shares of Rs. 10/- each	50,000.00	50,000.00
30,00,000 (31st March, 2022 - 30,00,000) Preference Shares of Rs. 10/- each	30,000.00	30,000.00
	<b>80,000.00</b>	<b>80,000.00</b>
<b>Issued, Subscribed and Paid up Shares</b>		
43,66,400 (31st March, 2022 - 43,66,400) Equity Shares of Rs. 10/- each fully paid up	43,664.00	43,664.00
<b>TOTAL</b>	<b>43,664.00</b>	<b>43,664.00</b>

**a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year.**

Particulars	Number of shares	Amount as at 31st March, 2023	Number of shares	Amount as at 31st March, 2022
<b><u>Issued, Subscribed and Paid up:</u></b>				
At the beginning of the year	43,66,400	43,664.00	43,66,400	43,664.00
Add: Issued during the period / year				
Less: Shares cancelled during the period / year	-	-	-	-
<b>At the end of the period / year</b>	<b>43,66,400</b>	<b>43,664.00</b>	<b>43,66,400</b>	<b>43,664.00</b>

**b) Terms of Rights, preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the

number of equity shares held by the shareholders.

**(c) Details of shares held by each shareholders holding more than 5%**

Particulars	31-Mar-23		31-Mar-22	
	No. of shares	% holding	No. of shares	% holding
Aditya Dalmia	-	-	17,35,981	39.76%
Pratibha Dalmia	-	-	9,46,469	21.68%
Eco Hotels UK Plc	29,00,700	66.43%	-	-

**(d) Shareholding of Promoters / Promoters Group**

Particulars	No. of shares	% holding	No. of shares	% holding	% of Change during the year
Aditya Dalmia	-	-	17,35,981	39.76%	-39.76%
Pratibha Dalmia	-	-	9,46,469	21.68%	-21.68%
Eco Hotels UK Plc	29,00,700	66.43%	-	-	66.43%

During the year, the Company has done preferential allotment of shares to the shareholders of Eco Hotels India Private Limited.

However, transfer of shares was not completed as at the year end and hence, the same does not form part of the Share Capital issued during the year.

**Note - 7 -**

**Other Equity**

Particulars	31-Mar-23		31-Mar-22	
<b>Capital Reserves</b>				
Opening Balance	1,51,814.72		1,51,814.72	
Add: Additions during the year	-		-	
Less: Transfer / Adjustment during the year				
Closing Balance		1,51,814.72		1,51,814.72
<b>Retained Earnings</b>				
Opening Balance	-		-1,83,742.43	
	1,87,916.9			



Add :- Profit for the year	3			
Less: Remeasurement of Defined Benefit Plan	- 18,691.54	- 2,06,80	-4,174.50	- 1,87,916.93
	-198.77	7.24	-	
<b>Total reserves and surplus</b>		- 54,992. 52		-36,102.21

#### Note - 8 - Trade Payables

Particulars	31-Mar-23	31-Mar-22
Total outstanding dues of micro enterprises and small enterprises		
Total outstanding dues other than micro enterprises and small enterprises	154.32	62.20
<b>Total</b>	<b>154.32</b>	<b>62.20</b>

#### (i) Trade Payables Ageing Schedule

Particulars	Outstanding for following periods from the due date of payment				Total as on 31/03/23
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	-	-	-	-
ii) Others	128.12	26.20	-	-	154.32

#### (i) Trade Payables Ageing Schedule

Particulars	Outstanding for following periods from the due date of payment				Total as on 31/03/22
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	-	-	-	-
ii) Others	62.20	-	-	-	62.20

#### Note - 9 - Other Current Liabilities

Particulars	31-Mar-23	31-Mar-22
Statutory Tax Payables	1,644.84	13.21
Advances received	4,277.71	-
Salary Payable	2,873.00	21.50
<u>Reimbursement of Expenses</u>		
Vikram Doshi	10.70	
Vinod Tripathi	777.86	

Car Lease Rental Vinod Tripathi	2,050.16	
<b>Total Other Current Liabilities</b>	<b>11,634.27</b>	<b>34.71</b>

**Note - 10 - Provisions**

Particulars	31-Mar-23	31-Mar-22
Provision for employee benefits		
Gratuity	684.39	-
<b>Total Provisions</b>	<b>684.39</b>	<b>-</b>

**Note -11 Revenue from operations**

Rs. In '000

Particulars	31-Mar-23	31-Mar-22
Job Work	-	1,658.68
<b>Total Revenue from Operations</b>	<b>-</b>	<b>1,658.68</b>

**Note - 12 Other Income**

Particulars	31-Mar-23	31-Mar-22
Interest on Refund	3.72	9.38
Interest on FD	74.04	-
Sundry Balances Written Back	-	298.20
<b>Total Other Income</b>	<b>77.76</b>	<b>307.58</b>

**Note -13 Cost of Material consumed**

Particulars	31-Mar-23	31-Mar-22
Opening Stocks	-	-
Add: Purchases	-	-
Add: Direct Expenses	-	2,759.53
Less: Closing Stocks	-	-
<b>Total Cost of Material Consumed</b>	<b>-</b>	<b>2,759.53</b>

**Note - 14 Other Direct Expenses**

Particulars	31-Mar-23	31-Mar-22
Freight & Forwarding	-	0.90
Insp. Testing & Certification	-	1.00
Labour Charges	-	482.34
Loading & Unloading Exp.	-	-

		4.36
Power & Fuel	-	1,829.23
Repair and Maintenance	-	34.90
Stores and Spares	-	406.80
<b>Total</b>	-	<b>2,759.53</b>

**Note - 15 Employee Benefit Expense**

Particulars	31-Mar-23	31-Mar-22
Salaries and Wages	7,092.07	583.42
Contribution to Provident & Other Funds (incl Admin Charges)	-	15.07
Gratuity	485.62	19.47
Staff Welfare expenses	275.95	13.49
<b>Total</b>	<b>7,853.64</b>	<b>631.45</b>

**Note -16 Other Expenses**

Particulars	31-Mar-23	31-Mar-22
Advertisement Expenses	47.37	31.33
Bank Charges	37.96	14.47
Business Promotion Expenses	67.20	-
Car Lease Rentals	2,092.00	-
Computer Expenses	-	1.67
Conveyance & Travelling	313.39	5.20
Drivers Salary	280.00	-
Insurance	35.24	59.28
Interest on Late Payment of TDS	52.92	5.48
Late filing fees	8.80	-
Late Payment charges on GST	-	292.79
Lodging and Boarding	35.25	-
Loss on Sale of Asset	-	1,279.79
Miscellaneous Expenses	1.90	67.40
Motor Car Expenses & Insurance	44.31	129.26
Other Interest	0.97	12.22
Payment to Auditor (Note No. 18)	40.00	40.00

Payment to Directors (Note No. 19)	135.00	
Postage & Courier Expenses	24.59	0.67
Power & Fuel	168.14	-
Printing and Stationery	65.60	0.48
Professional charges	1,402.91	429.00
Rates and Taxes	35.18	109.37
Reimbursement for Expenses	60.00	-
Repair and Maintenance	201.78	-
Sales and Marketing	39.83	-
Security Expense	-	47.20
Sundry Balances W/off	5,714.71	-
Telephone Exp.	10.61	-
<b>Total</b>	<b>10,915.66</b>	<b>2,525.60</b>

**Note no- 17 Finance costs**

Particulars	31-Mar-23	31-Mar-22
Hire Charges	-	51.87
<b>Total</b>	<b>-</b>	<b>51.87</b>

**sNote - 18 Details of payment to Auditors**

Particulars	31-Mar-23	31-Mar-22
Statutory Audit Fees	40.00	40.00
<b>Total</b>	<b>40.00</b>	<b>40.00</b>

**Note - 19 Details of payment to Directors**

Particulars	31-Mar-23	31-Mar-22
Directors Remuneration	135.00	-
<b>Total</b>	<b>135.00</b>	<b>-</b>

**Note No. 20: Ratios**

Particulars	31 March 2023	31 March 2022	Variance	Reasons
Debtors Turnover Ratio	N.A.	82.11	82.11%	Variance above 25% is on account of Nil Sales and Nil Trade Receivables.
Inventory Turnover Ratio	N.A.	N.A.	N.A.	-

Interest Coverage Ratio	N.A.	N.A.	N.A.	-
Current Ratio	9.17	73.88	64.71%	Variance above 25% is on account of reduction in current assets and excess increase in current liabilities.
Debt / Equity Ratio	N.A.	N.A.	N.A.	-
Operating Profit Margin (%)	Nil	-242%	242%	Variance above 25% is on account of Nil operating revenue.
Net Profit Margin (%)	Nil	-212%	212%	Variance above 25% is on account of Nil Sales.
Return on Net worth Ratio	-992.45	-43	949.45%	Variance above 25% is on account of decrease in NPAT and average net worth due to losses.

Note:

- Debtors' turnover ratio = Net Credit Sales / Average Trade receivables.
- Inventory Turnover Ratio = Revenue from operations / Average Inventory
- Interest Coverage Ratio = EBITDA / Debt Service Cost.
- Current Ratio = Current assets / (Current liabilities - Current maturities of long-term borrowings).
- Debt / Equity Ratio = Total Borrowing / Total Equity.
- Operating Profit Margin % = Operating Profit / Revenue from Operations.
- Net Profit Margin % = NPAT / Net Sales.
- Return on Net worth % = NPAT / Average Net worth.

#### **Note No. 21: OTHER NOTES**

i) Figures in the brackets are those relating to previous year.

ii) Expenditure in foreign currency during the financial year on account of:  
Foreign Traveling Expenses – (Rs. Nil)

iii) Critical accounting judgements and key sources of estimation uncertainties:

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

iv) Trade Payables:

No unpaid amount as on 31.03.2023 to Micro, Small and Medium Enterprises Development Act, 2006. Hence, such information is not disclosed in the financial statements.

v) Additional Regulatory Information Required by Schedule III

a. No proceeding has been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

b. The Company has not been declared willful defaulter (in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India) by any bank or financial Institution or other lender.

- c. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- d. The Company has not traded or invested in crypto currency or virtual currency during the year.
- e. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
- (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- f. The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 and there is no previously unrecorded income and related assets that are required to be recorded in the books of account during the year.
- g. There are no charges or satisfaction yet to be registered with ROC beyond the statutory year.
- h. Other information with regards to other matters specified in Schedule III to the Act, is either Nil or not applicable to the Company.

**For J H Bhandari & Co.**  
Chartered Accountants  
FRN: 138960W

**Jinal H. Bhandari**  
Proprietor  
M. No.: 158795  
Place: **Mumbai**  
Date: **29<sup>th</sup> May, 2023**

**For Eco Hotels and Resorts Limited**

**Vinod Tripathi**  
Executive Chairman  
DIN: 00798632

**Vikram Doshi**  
CFO  
DIN: 07546623

**Namita Rathore**  
Company Secretary