ECOHOTELS
A CARBON NEUTRAL HOTEL BRAND

Date: September 08, 2026

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

Dear Sir / Madam,

Sub: Notice of 39th Annual General Meeting

Please see enclosed the notice convening the 39th Annual General Meeting of the Company for the financial year ended March 31, 2026.

We request you to take the above on record.

Thanking you,

Yours sincerely,
For Eco Hotels and Resorts Limited

HEENA ARJUN SUPADIA
Digitally signed by HEENA ARJUN SUPADIA
Date: 2026.09.08 19:14:23 +05'30'

Heena Supadia
Company Secretary & Compliance Officer
Membership No.: A50025

Encl.: a/a

Notice of Annual General Meeting

NOTICE

NOTICE is hereby given that the Thirty Nineth (39th) Annual General Meeting (AGM) of the Members of ECO HOTELS AND RESORTS LIMITED will be held on Wednesday, September 30, 2026 at 03:00 pm IST through Video Conferencing / Other Audio Visual Means, to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors ('the Board") and the Auditors thereon;
2. To appoint a director in place of Mr. Suchit Punnose (DIN: 02184524), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To approve the appointment of M/s. K. M. Garg & Co. as a Statutory Auditor's of the Company:

   To consider and if thought fit, approve the appointment **of M/s. K. M. Garg & Co. as a Statutory Auditor's** of the Company, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s K. M. Garg & Co., (Firm Registration No. 120712W), be and are hereby appointed as the Statutory Auditors of the Company for a first term of 5 (Five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company to be held in 2031, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.

SPECIAL BUSINESS:

4. Approve the Issue of Sweat Equity Shares to Mr. Vinod Kumar Tripathi, Executive Chairman of the Company:

   To consider and if thought fit, to approve the issuance of Sweat Equity Shares to Mr. Vinod Kumar Tripathi, Executive Chairman of the Company, to pass with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 54 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEB and Sweat Equity Regulations'), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), each including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary from any statutory or regulatory authority, and subject to such conditions as may be prescribed or imposed by any such authority while granting such approvals, consent of the members of the Company be and is hereby accorded to the issue of up to 12,87,681 (Twelve Lakh Eighty Seven Thousand Six Hundred and Eighty One only) Sweat Equity Shares of face value of Rs. 10/- each, at an issue price of Rs. 13.65/- (Rupees Thirteen and Sixty-Five Paise only) per share, aggregating up to Rs. 1,75,76,845.65 (Rupees One Crore Seventy Five Lakh Seventy Six Thousand Eight Hundred and Forty Five and Sixty Five Paise only), such issue price being higher than the closing market price of Rs. 9.96/- per equity share as on 31st August, 2026 (being the relevant date/trading day immediately preceding the date of the Nomination and Remuneration Committee meeting recommending the issue), to Mr. Vinod Kumar Tripathi (DIN: 00798632), Whole Time Director of the Company, in recognition of and in lieu of part remuneration for the value addition made/being made by him in the course of his employment with the Company, such shares to be issued in one or more tranches, within such time, in such proportion and subject to such vesting/issuance conditions as are set out in the employment agreement/scheme approved by the Nomination and Remuneration Committee, and as permissible under the relevant regulations

RESOLVED FURTHER THAT the Valuation Report dated 31st August, 2026 has been taken from Eshank Shah (Registered Valuer) for the purpose of valuing the "Value Additions" done by Mr. Vinod Tripathi, Whole-time Director of the Company.

RESOLVED FURTHER THAT this resolution shall have overriding effect on earlier resolution passed for issuance of sweat shares to Mr. Vinod Tripathi.
RESOLVED FURTHER THAT the Equity Shares to be issued shall rank pari-passu with the existing Equity Shares of the Company and shall be subject to lock in for a period of 6 months as prescribed under relevant Regulations of SEBI (Share Based Employee Benefits and Sweat Equity) Regulation read with SEBI (Issue of Capital and Debenture) Regulations.

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

By the order of Board of Directors
Sd/-
Heena Supadia
Company Secretary & Compliance Officer Membership No. A50025

Date: August 13, 2026
Place: Ernakulam
CIN: L55101KL1987PLC089987

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking Re-appointment at this AGM are also annexed.

2. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the AGM are furnished below Explanatory Statement. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.

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

4. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

5. Up to 1000 members will be able to join on a First Come First Serve basis to the e-AGM.

6. The attendance of the Members (members' logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.

8. SEBI vide Circular dated November 3, 2021 and March 16, 2023 has mandated the listed companies to have PAN, KYC, band details and Nomination of all shareholders holding shares in physical form. In the absence of any of the required documents in a folio, on or after October 1, 2023, the folio shall be frozen by the RTA.

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

9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

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

    M/s. BIGSHARE SERVICES PVT. LTD.
    [Unit: Eco Hotels and Resorts Limited]
    Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra
    Tel: 022 - 62638299 / 62638200
    Email: info@bigshareonline.com

    (b) Member holding shares in physical form can also update/register their email address, number and bank details directly at https://www.bigshareonline.com/InvestorRegistration.aspx.
15. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
16. In compliance with the MCA and SEBI Circulars to conduct their Annual General Meetings through video conferencing (VC) or other Audio Visual Means (OAVMs), the 39th Annual General Meeting of the Company shall be conducted through Video Conferencing (VC) to be referred to as "e-AGM".
17. In the e-AGM:
    a. Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
    b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
    c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC and participate thereat and cast their votes through e-voting.
18. The Company has appointed M/s. Bigshare Services Private Limited to provide Video Conferencing facility for the e-AGM
19. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.
20. In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, Companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in Promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save natural resources.

21. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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

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

22. Voting through electronic means:

(i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

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

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

(iv) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, September 23, 2026.

(v) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2026 only shall be entitled to avail the facility of e-voting / remote e-voting.

(vi) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 23, 2026 may obtain the User ID and password from BIG SHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agents of the Company).

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

i. The voting period begins on September 27, 2026 at 09.00 A.M. and ends on September 29, 2026 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

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

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Provide₹ Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL.**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL.**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

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

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

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

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

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

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

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

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

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

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

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

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

The Board of Directors of the Company (the Board), at its meeting held on August 13, 2026, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s. K. M. Garg & Co. Chartered Accountants (Firm Registration No. 170712W), as Statutory Auditors of the Company. The proposed appointment is for term of 5 (Five) years i.e. from the conclusion of this Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company to be held in 2031, at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.

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

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

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

Proposed fees payable to the statutory auditor	The Board of Directors has approved a remuneration of ₹ 3,50,000/- (Rupees Three Lakh Fifty Thousand Only) for conducting the statutory audit for the financial year 2026–2027. This amount is exclusive of applicable taxes and reimbursement of out-of-pocket expenses, which shall be paid on actuals and as approved by the Board from time to time.
Term of appointment	5(Years)
Material changes in the fee payable to new Statutory auditor	No major material changes in the fee payable to the auditor
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed	The Board and the Audit Committee, at their respective meetings held on August 13, 2026, have considered various parameters like audit experience across the industries, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s. K. M. Garg & Co. suitable for this appointment and accordingly, recommended the same. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder
Brief Profile of Statutory Auditor	M/s. K. M. Garg & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI'). The firm was established in the year 1982. The registered office of the firm is at 603-604, Unique Tower, Off. S V Road, Goregaon (W), Mumbai - 400104. The firm is primarily engaged in providing auditing and other assurance services to its clients. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

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

ITEM NO. 4: Approve the Issue of Sweat Equity Shares to Mr. Vinod Kumar Tripathi, Executive Chairman of the Company:

The members of the Company are hereby informed that in lieu of Part Remuneration and Value addition, the Board and Nomination & Remuneration Committee in their Meeting held on January 14, 2026 have decided to issue Sweat Equity Shares to Employees in the manner as mentioned below:

Sr No	Name	Designation	No of Equity Shares of Rs. 10/- each
1	Vinod Kumar Tripathi	Whole Time Director and Executive Chairman	12,87,681
Total			**12,87,681**

Valuation Report issued by Eshank Shah, Registered Valuer will be available for inspection by members during 1.00 P.M. to 4.00 P.M. at the Corporate Office of the Company on all working days i.e. on all days except on public holidays and on Saturdays and Sundays.

The directors recommend the resolution for Members approval by Special Resolution.

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

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

Sr. No	Particulars	Relevant Disclosure for Mr. Vinod Kumar Tripathi
a.	Total no. of shares to be issued as sweat equity	12,87,681 Equity Shares
b.	The current market price of the shares of the company	The price as on 31st August, 2026 is INR 9.96/- per share
c.	The value of the intellectual property rights or technical know-how or other value addition to be received from the employee or director along with the valuation report / basis of valuation.	INR. 1,75,76,845.65 (Rupees One Crore Seventy Five Lakh Seventy Six Thousand Eight Hundred and Forty Five and Sixty Five Paise only) The Value has been arrived at on the basis of Valuation Report issued by Eshank Shah
d.	The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the company	Mr. Vinod Kumar Tripathi is Whole Time Director and Chairman of the Company. He is associated with company since 1st August 2022
e.	The consideration to be paid for the sweat equity	No consideration is to be paid in cash, shares are being issued to in lieu of Part Remuneration and Value addition
f.	The price at which the sweat equity shares shall be issued	Rs.13.65/- per share
g.	Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity	The proposed issuance is within the ceiling approved by the shareholders pursuant to the resolution passed on February 13, 2025.
h.	A statement to the effect that the company shall conform to the accounting policies as specified by the Board.	It is confirmed that the company shall conform to the accounting policies as specified by the Board
i.	Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with International Accounting Standards / standards specified by the Institute of Chartered Accountants of India.	Diluted EPS would be around INR -1.81/- per share

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

Sr. No.	Particulars	Relevant Disclosure
a.	the date of the Board meeting at which the proposal for issue of sweat equity shares was approved	January 14, 2026
b.	the reasons or justification for the issue	Shares are being issued to in lieu of Part Remuneration and Value addition
c.	The class of shares under which sweat equity shares are intended to be issued	Equity
d.	The total number of shares to be issued as sweat equity	12,87,681 Shares to be issued in the manner as mentioned above'
e.	The class or classes of directors or employees to whom such equity shares are to be issued	Whole Time Director, Non-Promoter
f.	The principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation	1. The Sweat Equity Shares issued will be treated as a part of managerial remuneration for the purpose of applicable provisions of the Companies Act, 2013. 2. The Sweat Equity Shares shall be Lock-in for a period of 6 months from the date of trading approval. 3. Valuation as per Registered Valuer Report. 4. Equity Shares to be issued shall rank pari passu with existing shares.
g.	the time period of association of such person with the company	Mr. Vinod Kumar Tripathi is Whole Time Director and Chairman of the Company. He is associated with company since 1st August 2022
h.	the names of the directors or employees to whom the sweat equity shares will be issued and their relationship with the promoter or/and Key Managerial Personnel	Mr. Vinod Kumar Tripathi, is Executive Chairman and Whole Time Director of the Company.
i.	the price at which the sweat equity shares are proposed to be issued	Rs. 13.65/- per share
j.	the consideration including consideration other than cash, if any to be received for the sweat equity	Shares are being issued to in lieu of Part Remuneration and Value addition
k.	The ceiling on managerial remuneration, if any, be breached by issuance of such sweat equity and how it is proposed to be dealt with.	The proposed issuance is within the ceiling approved by the shareholders pursuant to the resolution passed on February 13, 2025.
l.	Diluted Earnings Per Share pursuant to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards.	Diluted EPS would be around INR -1.81 per share

ANNEXURE "A" TO THE EXPLANATORY STATEMENT

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

Sr. No.	Particulars	Details
1.	Name of Directors	Mr. Suchit Punnose
2.	DIN	02184524
3.	Date of Birth	05/12/1975
4.	Age	Around 50 years
5.	Date of first appointment on the Board	10/11/2022
6.	Qualifications	MA (Political Sciences)
7.	Brief resume and & Nature of Expertise in specific functional areas skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mr. Suchit, founder and CEO of Red Ribbon Asset Management PLC and founding shareholder of Eco Hotels UK PLC, is a Mainstream Impact Investor focused on sustainability and climate action. His vision led to Modulex, a company using 3D Volumetric tech to rapidly build carbon net zero hotels. He is also a founding shareholder of Modulex.
8.	Terms and conditions of Appointment	As mentioned in the statement annexed to the Notice
9.	Details of remuneration last Drawn	N.A.
10.	Details of remuneration sought to be paid	-
11.	Shareholding in the Company as on the date of the Notice	2.15%
12.	Directorships in listed Companies and other Directorships	**Listed** Modulex Construction Technologies Limited **Other** - Eco Hotels India Private Limited - Modulex Modular Buildings Private Limited - Armaec Energy Private Limited - Substantia Real Estate India Private Limited - Crowdsource Global Private Limited - Redribbon Advisory Services Private Limited - Give Vinduet Windows And Doors Private Limited - Ribbon Services Private Limited
13.	Membership/ Chairmanship of Committees of other Boards	**Membership** - Stakeholders Relationship Committee. **Chairmanships** - Nil
14.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NA
15.	Number of Board meetings attended during FY 2026 till date	**08 (Eight)** (Till January 2026 – 13 meetings held and 07 attended)
16.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company.
17.	Information as required pursuant to Exchange Circular No. LIST/COMP/14/201 8-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies.	He is not debarred from holding the Office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

By order of the Board,

ECO HOTELS AND RESORTS LIMITED
Sd/-
Heena Supadia
Company Secretary & Compliance Officer
Membership No. A50025
Registered Office:
67/6446, Basin Road, Cochin,
Ernakulam High Court, Ernakulam,
Kerala, India - 682031.

Date: August 13, 2026.