

Date: December 02, 2025

Tο BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001.

Scrip Code: 514402

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"):

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith, postal ballot notice along with the Explanatory Statement, for seeking approval of members of the Company on the following resolution:

- (a) the appointment of M/s. K. M. Garg & Co., Chartered Accountants, (Firm Registration Number: 120712W) as Statutory Auditors to fill casual vacancy caused by resignation of Mr. Girish L. Sethia, Chartered Accountants, as an Ordinary Resolution; and
- (b) the appointment of Mr. Vikram Kantilal Doshi (DIN:07546623) as a Whole-Time Director of the company designated as "Director -Finance", as a Special Resolution.

In compliance with Circulars issued from time to time by the Ministry of Corporate Affairs ("MCA"), General Circular No. 03/2025 dated 22nd September, 2025 (the "MCA Circulars") and the Circulars issued from time to time by the Securities and Exchange Board of India ("SEBI") (the "SEBI Circulars"), the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on November 28, 2025 ("Cut-off date").

The Company has engaged the services of Bigshare Services Private Limited ("Bigshare"), to provide remote e-voting facility to its members. The remote e-voting period commences from 9:00 a.m. (IST) on December 04, 2025 and ends at 5:00 p.m. on January 02, 2026. The e-voting module shall be disabled by Bigshare thereafter. The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

The Members whose e-mail addresses are not registered with the Company/Depositories, to receive the Postal Ballot Notice, may register their e-mail IDs, by following the instructions given in the attached notice of Postal Ballot. Any member who is not a member as on the said record date shall treat this notice for information purposes only.

This intimation is being made available on the website i.e., www.ehrlindia.in and the website of www.bigshareonline.com. Kindly take the above information on record.

Thanking you,

Yours Sincerely,

For Eco Hotels and Resorts Limited

Digitally signed by VINOD VINOD KUMAR KUMAR TRIPATHI Date: 2025.12.02 16:25:55 +05'30' TRIPATHI Vinod Kumar Tripathi **Executive Chairman**

DIN: 00798632 Encl. as above

ECO HOTELS AND RESORTS LIMITED

(Promoted by Eco Hotels UK PLC)

Registered Office: Corporate Office:

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

Ernakulam, Kerala, India - 682031

CIN: L55101KL1987PLC089987 Land line: +91 22 44550546 Block no 4, 2nd floor, Raj Mahal, VN Road, Churchgate, Mumbai - 400020

Email Id: investor.relations@ecohotels.in



INFORMATION AT A GLANCE

Details & Type of Resolution	 Appointment of M/s. K. M. Garg & Co., Chartered Accountants, (Firm Registration Number: 120712W) as Statutory Auditors to fill casual vacancy caused by resignation of Mr. Girish L. Sethia, Chartered Accountants, as an Ordinary Resolution. Approve the appointment of Mr. Vikram Kantilal Doshi (DIN:07546623) as a Whole-Time Director of the company designated as "Director - Finance", as a Special Resolution. 	
Cut-off date for sending the Notice to eligible shareholders		
Cut-off date for	November 28, 2025	
determining eligibility for e-voting		
	December 04, 2025; Time 09:00 am (IST)	
time		
E-voting end date and time	January 02, 2026: Time 05:00 pm (IST)	

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), Circulars issued from time to time by the Ministry of Corporate Affairs ("MCA"), including the General Circular No. 03/2025 dated 22nd September, 2025 (the "MCA Circulars") and the Circulars issued from time to time by the Securities and Exchange Board of India ("SEBI") (the "SEBI Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other

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applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the members of the Company (as on the Cut-off Date (as defined below)) ("Members"), through postal ballot (the "Postal Ballot") only by way of remote evoting ("e-voting") process. An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, as amended pertaining to the said resolutions setting out the material facts and the reasons thereof are annexed to, and forms a part of this postal ballot notice (the "Postal Ballot Notice" or "Notice").

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The e-voting period commences from 09.00 A.M. (IST) on Thursday, December 04, 2025 and ends at 05.00 P.M. (IST) on Friday, January 02, 2026.

At its meeting held on November 12, 2025, the Board appointed Mrs. Sonia Chettiar Practicing Company Secretary and Partner of GMJ & Associates, Company Secretaries to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman of the Company (the Chairman), and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

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Churchgate, Mumbai - 400020



The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.ehrlindia.in.

SPECIAL BUSINESS:

1. Appointment of M/s. K. M. Garg & Co., Chartered Accountants, (Firm Registration Number:120712W) as Statutory Auditors to fill casual vacancy caused by resignation of Mr. Girish L. Sethia, Chartered Accountants.

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 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), and on recommendation of Audit Committee and Board of Directors of the Company, M/s. K. M. Garg & Co., Chartered Accountants (Firm Reg. No.120712W), be and are hereby appointed as the Statutory Auditors of the Company to hold office from November 12, 2025 till conclusion of 39th Annual General Meeting of the Company, to fill the casual vacancy caused by the resignation of Mr. Girish L. Sethia, Chartered Accountants (Membership No. 044607), to conduct audit of the accounts of the Company for the financial year ending 31 March 2026, at remuneration Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) as Audit Fee, Certification Fee, Tax Audit Fee (excluding GST) plus reimbursement of out of pocket expenses.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include any Committee constituted or to be constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised on behalf of the Board to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary e-form with the Registrar of Companies, and to intimate the Stock Exchange to give effect to the above resolution.

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2. Approve the appointment of Mr. Vikram Kantilal Doshi (DIN:07546623) as a Whole-Time Director designated as "Director - Finance" of the company.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or reenactment thereof for the time being in force), subject to the Articles of Association of the Company, the extant Rules / Regulations / Guidelines / Notifications and Circulars prescribed by Securities Exchange Board of India, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary and subject to the Nomination and Remuneration Policy of the Company, the approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Vikram Doshi (DIN: 07546623) as a Whole-time Director on the Board of the Company and he shall be designated as "Director Finance", for a period of 3 (three) years with effect from October 13, 2025, on the following terms and conditions, he shall be liable to retire by rotation.:-

- i. Salary: Rs. 59,89,500/- p.a. (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules.)
- ii. Benefits, Perquisites and Allowance: ESOP as per policy
- iii. Bonus for the financial year, at the discretion of the board.
- iv. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- v. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- vi. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

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RESOLVED FURTHER THAT the above remuneration shall be subject to Section 197 and other relevant Sections and Rules under the Companies Act, 2013 and accordingly the payment of Remuneration as above to Mr. Vikram Doshi, Whole Time Director shall be irrespective of amount of profits of the Company computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Vikram Doshi, Whole Time Director will be paid the Remuneration as specified above, subject to the provisions of Schedule V of the Companies Act, 2013.

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

By order of the Board Eco Hotels and Resorts Limited

Churchgate, Mumbai – 400020

Registered office:

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

> Heena Supadia Company Secretary & Compliance Officer Membership no. A50025

Date: November 12, 2025.

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("the Act") setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.

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Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 03/2025 dated 22nd September, 2025 (the

"MCA Circulars"), other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and the Circulars issued from time to time by the Securities and Exchange Board of India ("SEBI") (the "SEBI Circulars"), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard. The Resolution, if passed by requisite majority, shall be deemed to have been passed on Friday, January 02, 2025, being the last day of remote e-Voting.

2. Dispatch of Postal Ballot Notice through electronic mode

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with Bigshare Services Private Limited ("Bigshare"), Registrar and Share Transfer Agent ("RTA") of the Company, National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Friday, November 28, 2025, ("cut-off date"). As per the Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to Bigshare hereunder.

Members may note that the Notice will be available on the Company's website https://www.ehrlindia.in/, website of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com and www.nseindia.com respectively and on the website of Bigshare at https://ivote.bigshareonline.com.

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- 3. 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

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

- 4. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., November 28, 2025 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- Instructions for remote e-voting
 - i. The voting period begins on December 04, 2025 and 09:00 am and ends on January 02, 2026 and 05:00 pm. 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) may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
 - ii. 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

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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.

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

1 " -	Login Method
shareholders	
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

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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 link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.

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.
- 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

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Hotels Brands: THE ECO™, THE ECO GRAND™, ECOXPRESS™, ECOVALUE™, ECO BOUTIQUE™, ECO RESORT™, THEECO SATVA™ F&B Brands: SAHAR, GG'S, KICK IN THE BRICK, SAMPARK, SANJH, SANDHAY

Email Id: investor.relations@ecohotels.in

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"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.

4) For OTP based login you can

click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting 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.

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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

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Login type	Helpdesk details
Individual Shareholders holding securities in	
Demat mode with CDSL	Members facing any technical issue in login can contact
	CDSL helpdesk by sending a request at
	helpdesk.evoting@cdslindia.com or contact at toll free
	No. 1800 22 55 33.
Individual Shareholders holding securities in	Members facing any technical issue in login can contact
Demat mode with NSDL	NSDL helpdesk by sending a request at
	evoting@nsdl.com or call at 022-48867000.

2. <u>Login method for e-Voting for shareholder other than individual shareholders</u> 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
 - 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 ivote 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 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 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?

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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?

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CIN: L55101KL1987PLC089987 Land line: +91 22 44550546

Block no 4, 2nd floor, Raj Mahal, VN Road, Churchgate, Mumbai – 400020

Email Id: investor.relations@ecohotels.in



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.

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Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual	In case shareholders/ investor have any queries regarding E-voting, you may
shareholders holding shares in Demat mode &	refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module
Physical mode.	available at https://ivote.bigshareonline.com , under download section or
I Mysical Micael	you can email us to ivote@bigshareonline.com or call us at: 022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

ITEM NO. 1:

Mr. Girish L. Sethia, Chartered Accountants (Membership No. 044607) were re-appointed as Statutory Auditors of the Company by the members at the 38th Annual General Meeting held on September 29, 2025 for a period of Two years to hold office from the conclusion of 38th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2027.

Mr. Girish L. Sethia., Chartered Accountants (Membership No. 044607) have expressed their inability to continue as the Statutory Auditors of the Company and resigned with effect from November 12, 2025, resulting in a casual vacancy in the office of Statutory Auditors of the Company under Section 139 of the Companies Act, 2013.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy caused in the office of Statutory Auditor shall be filled by the Board of Directors within thirty days from the date of resignation of such auditor and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting. Accordingly, in order to fill the casual vacancy in the office of Auditors your Board approached to M/s. K. M. Garg & Co., Chartered Accountants having Firm Registration No. 170712W to act as Statutory Auditor of the Company and received their affirmation.

Consequent to their resignation, the Board of Directors, based on the recommendation of the Audit Committee, appointed M/s. K. M. Garg & Co.as Statutory Auditors of the Company to conduct the audit of accounts of the Company for the financial year ending

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31 March 2026. Pursuant to the provisions of Section 139(8)(i) of the Act, and subject to approval of the members the proposed auditors will hold office from the conclusion of the Board Meeting till the conclusion of the 39th Annual General Meeting, to conduct audit of the accounts of the Company for the financial year ending 31st March 2026.

M/s. K. M. Garg & Co. Chartered Accountants have conveyed consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that their appointment, if made, will be within the limit specified under Section 144 of the Act. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Pursuant to Regulation 36 of Listing Regulations, the following details are being provided for the information of the Members:

- a) Brief Profile and credentials: 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.
- b) Proposed Fees: INR 3,50,000/- per annum as Audit Fee, Certification Fee, Tax Audit Fee besides applicable taxes, out of pocket expenses subject to actuals, subject to recommendation by the Audit Committee and approval of the Board.
- c) Terms of Appointment: With effect from November 12, 2025 till the conclusion of the 39th Annual General Meeting.
- d) In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: There is no material change in the fee payable.
- e) Basis of recommendation for appointment: The Board and the Audit Committee, at their respective meetings held on November 12, 2025, 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.

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None of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the ordinary resolution set forth in Item No. 1 of the notice for approval of the members.

ITEM NO. 2:

Mr. Vikram Kantilal Doshi is the Chief Financial Officer (CFO) of the Company w.e.f. January 01, 2023.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, at their meeting held on October 13, 2025, appointed Mr. Vikram Kantilal Doshi as an Additional Director (Whole-time Director) designated as "Director Finance" of the Company for the period of 3 (three) years from October 13, 2025 to October 12, 2028.

Mr. Vikram Kantilal Doshi, aged about 39 years, is a CA & CS with a rich background in finance, restructuring, and internal controls, having worked with Nayara Energy, Ernst & Young, and Reliance Capital.

Mr. Vikram Kantilal Doshi satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The said remuneration of Mr. Vikram Kantilal Doshi and other terms and conditions are set out in the said Resolution may be treated as a written memorandum setting out the terms of revised remuneration of Mr. Vikram Kantilal Doshi under Section 190 of the Act. As per the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 and Regulation 17 of SEBI Regulations, the terms of remuneration of Whole time Director of the Company set out in the resolution, is required to be approved by the Shareholders of the Company by way of Special Resolution. It is further provided in Schedule V to the Act that the Special Resolution passed for payment of remuneration to a managerial person at the general meeting of the company, should be for a period not exceeding three years.

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Accordingly, the Board recommends resolution No 2 as set forth in the Notice of Postal Ballot to be passed as Special resolution. Mr. Vikram Kantilal Doshi (the Appointee) is interested in the resolution.

None of the other Directors or KMP's of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their Shareholding in the Company.

By order of the Board Eco Hotels and Resorts Limited

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

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> Heena Supadia Company Secretary & Compliance Officer Membership no. A50025

Date: November 12, 2025.

DETAILS OF DIRECTOR SEEKING APPOINTMENT (Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard2 on General Meetings)

Name of the Director	Mr. Vikram Kantilal Doshi
DIN	07546623
Date of Birth	11/01/1986
Age	39 years
Date of first appointment on the Board	October 13, 2025

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	ON NEUTRAL HOTEL BRAND
Qualification	Chartered Accountant (CA) from the
	Institute of Chartered Accountants of India.
	Company Secretary (CS) from the Institute of
	Company Secretaries of India.
Experience	CA & CS with a rich background in finance,
	restructuring, and internal controls, having
	worked with Nayara Energy, Ernst & Young,
	and Reliance Capital.
Nature of expertise in specific	Rich background in finance, restructuring,
functional areas	and internal controls
Terms and conditions of appointment	Appointed as a Whole-time Director of the
11	Company and designated as "Director Finance"
	period of 3 (three) years from October 13, 2025 to
	October 12, 2028., (for further details refer the
	Notice and Explanatory Statement).
Details of remuneration last drawn	Not Applicable since he is appointed as a
(FY 2024-25)	Whole-time Director w.e.f. October 13, 2025
Details of remuneration sought to be	Ps 50 80 500 / p 3
paid	Rs. 59,89,500/-p.a.
paru	
Directorships in other listed	NIL
Companies (excluding foreign	
companies	
Membership/ Chairpersonship of	NIL
Committees in other listed companies	
(excluding foreign companies)	
Listed entities from which the	Not Applicable
Director has resigned from	11
Directorship in last 3 (three) years	
,	NI-(A1:1.1-
No. of Board Meetings attended	Not Applicable
during FY 2024-25 and 2025-26 (upto	
the date of this Notice)	
-	

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Inter-se relationship with other	Not Applicable
Directors and Key Managerial	
Personnel of the Company	
No. of shares held (as on the date of	
this Notice):	
(a)Own	152646
(b)For other persons on a beneficial	-
basis	

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