

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members of **Ecos (India) Mobility & Hospitality Limited**,

Notice is hereby given to the Members of Ecos (India) Mobility & Hospitality Limited (“**the Company**”), pursuant to Section 110 read with section 108 and of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot through e-voting vide General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and the subsequent circulars issued in this regard, the latest being Circular no. 09/2024 dated September 19, 2024 (“**MCA Circulars**”) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Business as set out in this Notice is proposed for consideration by the Members of the Company for passing Special Resolution by way of Postal Ballot through remote e-voting.

In compliance with the aforementioned MCA Circulars, Postal Ballot Notice is being sent by e-mail to all Members of the Company whose e-mail addresses are registered with the Company or its Registrar and Transfer Agent (“RTA”) or the Depository Participant(s) and to all other persons so entitled. The communication of assent/ dissent of the Members will only take place through the remote e-Voting. Hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

The Company has engaged the National Securities Depository Limited (“**NSDL**”) for facilitating remote e-Voting. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Wednesday, January 15, 2025 at 9:00 A.M. (IST) and shall end on Saturday, February 15, 2025 at 5:00 P.M. (IST)

Pursuant to Section 102 and other applicable provisions of the Act, an Explanatory Statement setting out the material facts and reasons pertaining to the resolutions proposed in this Postal Ballot Notice (“Postal Ballot Notice”) and additional information as required under the SEBI Listing Regulations, is annexed to Postal Ballot Notice for your consideration and forms part of Postal Ballot Notice.

The Postal Ballot Notice is also being uploaded on the Company’s website at <https://www.ecosmobility.com/> and on the website of NSDL at <https://www.evoting.nsdl.com/>

The results of the Postal Ballot will be uploaded on the Stock Exchanges and will also be placed on the Company’s website at <https://www.ecosmobility.com/> and the website of NSDL at <https://www.evoting.nsdl.com/>.

You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-Voting facility provided by the Company.

SPECIAL BUSINESS:

1) RATIFICATION OF ECOS EMPLOYEE STOCK OPTION PLAN, 2024

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ("the Act"), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (**Share Based Employee Benefits and Sweat Equity**) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), Securities and Exchange Board of India (**Listing Obligations and Disclosure Requirements**) Regulations, 2015 ("SEBI Listing Regulations"), from time to time and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, the Ecos (India) Mobility and Hospitality Limited Employee Stock Option Plan, 2024 ("Plan") as formulated and approved by the members of the Company on March 26, 2024 prior to the Initial Public Offer ("IPO") of the Company, as detailed in explanatory statement, be and is hereby ratified and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("NRC") which also acts as the Compensation Committee, constituted by the Board to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC), to create, offer, issue, reissue, grant, transfer and allot options, at any time, to or for the benefit of the employee(s) /directors of the Company (as may be permitted under applicable laws) and re-issue options that may have lapsed / cancelled / surrendered, already granted under the Plan.

RESOLVED FURTHER THAT the new Shares to be issued and allotted by the Company pursuant to the exercise of the Options, shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT Mr. Rajesh Loomba, Chairman & Managing Director, Mr. Aditya Loomba-Joint Managing Director and Ms. Shweta Bhardwaj- Company Secretary & Compliance Officer be and are hereby severally authorised to do all such acts and deeds as are required for regulatory and legal compliance including making application to the recognized stock exchanges to seek in-principle and final listing approval for listing and trading of equity shares allotted under Ecos (India) Mobility & Hospitality Limited Employee Stock Option Plan 2024 ("Plan") in terms of the SEBI (SBEB & SE) Regulations and SEBI Listing Regulations and for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

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 Plan and the exercise price of Options granted under the Plan shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Re.2 (Rupee Two Only) 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 Plan.

"RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines, SEBI (SBEB & SE) Regulations or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board be and is hereby authorized without prejudice to the generality of the above, but subject to the terms, as approved by the members, to implement, formulate, evolve, decide upon and bring into effect the "Plan" on such terms and conditions as broadly contained in the explanatory statement and to make any further modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the "Plan", from time to time, including but not limited to, amendment(s) with respect to vesting conditions, period and schedule, exercise price, exercise period, performance/ eligibility criteria for grant/ vesting or to suspend, withdraw, terminate or revise the "Plan" in such a manner as the Board or any other person authorized by the Board may determine.

RESOLVED FURTHER THAT Mr. Rajesh Loomba, Chairman & Managing Director, Mr. Aditya Loomba- Joint Managing Director and Ms. Shweta Bhardwaj- Company Secretary & Compliance Officer be and are hereby severally authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the "Plan" and to make applications to the appropriate Authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution without requiring the Board to secure any further consent or approval of the members of the Company."

Registered Office:
45, First Floor, Corner Market, Malviya Nagar
New Delhi - 110017
CIN: L74999DL1996PLC076375
Phone: 011-41326436
Email id: legal@ecorentacar.com

By order of the Board of Directors
For Ecos(India) Mobility & Hospitality Limited

Place: New Delhi
Date: 10th January, 2025

Sd/-

Shweta Bhardwaj
Company Secretary & Compliance Officer

NOTES

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Act setting out the material facts and reasons is annexed herewith and forms part of this Postal Ballot Notice.
2. As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is 10th January, 2025 ("Cut Off date") and sending the Notice is 14th January 2025. A person who is not a member as on the Cut-off date should treat the Notice for information purpose only. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date shall follow the same procedure for e-Voting as provided for below.
3. In conformity with the applicable provisions of the Act and the Rules made thereunder read with MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA) as on Cut-off Date. Members may note that the Postal Ballot Notice will also be available on the Company's website at www.ecosmobility.com, websites of the Stock

Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com>.

4. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper and at least 1 (One) Hindu newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company's website at www.ecosmobility.com.

5. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged NSDL to provide e-voting facility for its Members. The procedure for e-voting is given below. The E-Voting facility is available at the link at www.evoting.nsdl.com from 9:00 A.M. on Wednesday, January 15, 2025 up to 5.00 P.M. on Saturday, February 15, 2025. The e-voting module will be blocked by NSDL thereafter and voting shall not be allowed beyond the said date and time.

Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

6. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.

7. The Board has, pursuant to Rule 22(5) of the Rules, appointed Mr. Deepak Kukreja (FCS No. 4140) Practicing Company Secretary and Proprietor, M/s DEEPAK KUKREJA & Associates, having office in New Delhi as the Scrutinizer for conducting the voting process through Postal Ballot EVoting in accordance with the law and in a fair and transparent manner.

8. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-voting period to the Chairman or any other person authorised by him. Upon receipt of scrutinizer's report, the results of the Postal Ballot will be announced by the Chairman or the authorised person immediately.

9. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.ecosmobility.com and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and the National Stock Exchange of India Limited.

10. The resolution, if passed by the requisite votes, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite votes of members by means of Postal Ballot (i.e., remote e-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e., Saturday, February 15, 2025.

11. All documents referred to in the Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode and shareholders may write to Company Secretary at legal@ecorentacar.com

INSTRUCTIONS FOR REMOTE E-VOTING

The manner and process of remote e-Voting is as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are 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</p> <p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cDSLindia.com/myeasi/home/login or www.cDSLindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at www.cDSLindia.com.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at toll free no.: 022-48867000
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 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to **enter your User ID**, your **Password/OTP** and a **Verification Code** as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. **IDEAS**, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your **8 digit client ID** for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "**Initial password**" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e- Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to deepak.kukreja@dmkassociates.in with a copy marked to evoting@nsdl.com
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 legal@ecorentacar.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to legal@ecorentacar.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT SETTING OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS IN THE NOTICE

ITEM 1:

Equity based remuneration includes alignment of personal goals of the employees with organisational objectives by participating in the ownership of the Company. The Board of Directors including the NRC, of your Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the key employees and to create a sense of ownership and participation amongst them, the members of the Company has in their meeting held on March 26, 2024 approved the Ecos (India) Mobility & Hospitality Limited Employees Stock Option Plan 2024 ("Plan").

In terms of Regulation 12(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2024, ("SEBI (SBEB & SE) Regulations"), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes/ Plans formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre-IPO Scheme/ Plan") unless: (i) such Pre-IPO Scheme/ Plan is in conformity with the SEBI (SBEB & SE) Regulations; and (ii) Such Pre-IPO Scheme/ Plan is ratified by its members subsequent to the IPO.

The Company after successfully completing its IPO and consequent listing of its equity shares on 04th September, 2024, aims to ratify the Plan and accordingly in terms of the SEBI (SBEB & SE) Regulations aims to seek approval from its members for ratification of the ESOP 2024 Plan.

Particulars as required under Regulation 6(2) of the SEBI (SBEB & SE) Regulations (as amended from time to time) are given below:

1. Brief Description of the Plan:

This Plan shall be called Ecos (India) Mobility and Hospitality Employee Stock Option Plan 2024'.

The objectives of the Plan are as follows:

- i. To enable the Employees of the Company, its Subsidiaries and any future associates (as defined in Section 2.1), to get a share in the value that they help to create for the Company over a period of time;
- ii. To attract and retain talented people, who add to the strength of the Company; and
- iii. To reward Employees for good performance in the past and to motivate similar performance in the future

2. Total number of Options to be granted under the Plan:

The maximum number of options that may be granted under ESOP 2024 Plan shall not exceed 18,55,670 (Eighteen lakh Fifty Five Thousand Six Hundred Seventy Only) options.

3. Identification of classes of employees entitled to participate and be beneficiaries in Plan:

- 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 whole-time 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) in this para, of Subsidiaries or any future 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 any body corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company;

4. Requirement of Vesting and period of Vesting:

Options granted under the Plan shall vest within a specified time period or on achievement of certain performance milestones or both subject to a minimum vesting period of one (1) year, as determined by the Board or the Compensation Committee and as specified in the Letter of Grant issued to the Option Grantee.

Vesting of options would be subject to continued employment with the Company or its Subsidiaries (as may be applicable) and the Employee has not served any notice of resignation. In addition to this, the Board or the Compensation Committee may also specify certain performance criteria for Employees, subject to satisfaction of which the Option would vest.

5. Exercise Price or Pricing Formula:

The exercise price of the Options shall be as determined by the Compensation Committee/NRC, which shall be not lower than face value.

6. Exercise period and process of Exercise:

The Vested Options with an Option Grantee while in employment/service with the Company may be exercised anytime within 3 years from the vesting date, failing which the vested options shall automatically lapse unless otherwise decided by the Board or the Compensation Committee. During the period, the vested options may be exercised by the option grantee at one time or at various points of time, following such procedures as determined by the Board or the Compensation Committee from time to time.

7. Appraisal process for determining the eligibility of the Employee to ESOP 2021 Plan

Appraisal process for determining the eligibility of the employees will be based on designation, period of service, loyalty, work ethics, moral, performance linked parameters such as work performance and such other criteria as may be determined by the Compensation Committee at its sole discretion, from time to time.

8. The Maximum number of Options to be granted per Employee and in aggregate:

The number of options that can be granted to an employee under this plan shall not, at any time during any one year, be equal to or exceed one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.

The maximum number of options that may be granted to each Employee shall vary depending upon the designation and the appraisal/ assessment process and shall not exceed 0.1% of total options available options per eligible employee.

9. Whether the Plan is to be implemented and administered directly by the Company or through a Trust:

Plan shall be implemented through direct route for extending the benefits to the eligible employees by the way of fresh allotment and will follow cash mechanism or such other mechanism as decided by Compensation Committee.

Plan shall be administered and administered by the Compensation Committee.

10. Whether the Plan/Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

Plan involves fresh issue of equity shares by the Company.

11. The amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable, as the Plan is being implemented through Direct Route.

12. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the ESOP 2024 Plan:

Not applicable, as the ESOP Plan is being implemented through Direct Route.

13. Statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The Company shall comply with the applicable accounting policies as prescribed under Regulation 15 of SEBI (SBEB & SE) Regulations and other applicable laws.

14. The method which the Company shall use to value its Options:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

15. Statement with regard to Disclosure in Director's Report:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, then 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 earning per share ("EPS") of the company shall also be disclosed in the Directors' report.

16. Period of lock-in:

The Board or the Compensation Committee may prescribe lock-in period in respect of the shares, which may be issued and allotted on exercise of the Options pursuant to this Plan, unless otherwise provided under applicable law.

The option grantee shall not transfer, sell, pledge, assign or otherwise alienate or hypothecate, in any manner, any of the shares held by him/her under this Plan until the occurrence of a Liquidity event.

In case of listing of the Company, shares issued upon exercise of options shall be freely transferable subject to restrictions imposed by applicable laws and shall not be subject to any lock in period restriction after such exercise. However, the Board or the compensation committee may, in some cases, provide for lock-in shares issued upon exercise of options under this plan.

17. Terms & conditions for buyback, if any, of specified securities:

The Committee shall define the procedure for buy-back of specified securities issued under SEBI (SBEB) Regulations, 2024 if to be undertaken at any time by the company.

The Board recommends the special resolutions as set out in the Item No. 1 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of equity shares held by them in the Company or the options that may be granted under the said Scheme/Plan.

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By order of the Board of Directors
For Ecos(India) Mobility & Hospitality Limited

Place: New Delhi
Date: 10th January, 2025

Sd/-
Shweta Bhardwaj
Company Secretary & Compliance Officer