



EARTHOOD SERVICES PRIVATE LIMITED

CIN: U93000HR2012PTC047116

Dear Members,

Your directors are pleased to present the 12th Annual Report on the business and operations and Audited Financial Statements of the **EARTHOOD SERVICES PRIVATE LIMITED** for the financial year ended 31st March 2024.

1. FINANCIAL SUMMARY & HIGHLIGHTS

The Company's financial performance for the year - during the reporting period along with previous year's figures are given here under:

(Amount in ₹ Lakhs)

Particulars	Financial Performance	
	2023-24	2022-23
Revenue from Operations	3917.02	2697.06
Other Income	38.37	15.38
Total Revenue	3955.39	2712.44
Total Expenditure (excluding Depreciation and Finance Cost)	(1532.25)	(1548.11)
Profit before interest, depreciation, taxes and exceptional Items	2423.14	1164.33
Less: Finance Cost	55.47	9.24
Less: Depreciation	57.32	37.49
Profit Before Tax	2310.35	1117.61
Less: Current Tax	610.00	295.09
Less: Earlier Years tax	0.52	-
Less: Deferred Tax	(1.39)	(81.60)
Profit for the Year	1701.22	904.12
Add/Less: Other Comprehensive Income net of tax	80.89	11.03
Total Comprehensive Income for the Year	1782.11	915.15

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2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR

We are a globally recognised company engaged in certifying environmental attributes primarily providing carbon validation and verification services; and Environmental, Social and Governance (ESG) advisory and assurance services to customers in India and overseas. We have been ranked as the “Best Verification Company” by Environmental Finance in the Voluntary Carbon Market Rankings 2023. We also provide advisory services in relation to formation and promotion of farmer producer organisations (FPOs), entities owned and managed by farmers.

We are accredited with United Nations Framework Convention on Climate Change (“UNFCC”) as a designated operational entity and ANSI National Accreditation Board (“ANAB”) and Global Accreditation Bureau (“GAB”) as a validation and verification body which authorizes us to provide services to carbon offset projects under some of the major global registries such as Veera, Gold standard and Global Carbon Council. Our Company leverages the above registered status to attract potential clients through visibility on websites of the registries / standards. Our Company's listing as such on leading carbon registries' websites serves as a powerful marketing tool, driving organic lead generation and minimizing customer acquisition costs. Building on our experience and expertise, we recognize the urgent need for climate action and are committed to supporting global efforts to mitigate climate change.

We are also engaged in the business of providing ESG advisory and assurance services to customers in India and overseas which include lifecycle assessment services, sustainability, climate risk assessment services and creating detailed ESG roadmaps.

Our presence spans across five locations, with offices in India, the UK, Russia, Turkey and the UAE, serving over more than 400 clients across 132 countries in the last 3 Fiscals. We have expanded our global client base significantly from 89 countries as of March 31, 2022 to 100 countries as of March 31, 2023 and further to 132 countries as of March 31, 2024. Since our inception in 2012, we have experienced steady growth in our international reach, with an increasing number of clients in diverse countries.

As carbon pricing gained momentum, a clear distinction emerged between two main types of carbon markets i.e., Regulatory and Voluntary carbon markets. We provide carbon validation and verification services to customers in both regulatory and voluntary carbon markets.

Our management team, led by, Dr. Kaviraj Singh and Mr. Ashok Kumar Gautam, has extensive experience in the energy, environment, and climate change sector. Our Promoters

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embarked together on their journey in 2012 by incorporating our Company with a mission to combat climate change and support companies in achieving net-zero goals with focus on carbon offset validation, verification, and certification services. In furtherance of this mission, our Company introduced sustainability services in 2017 by conducting energy audits, water audits and electrical safety. Additionally, our Company expanded its offerings in 2021 to include FPO advisory services, followed by ESG advisory and assurance services. Our qualified group of validators and verifiers have sectoral expertise which gives us a competitive edge and increased bandwidth to handle multiple projects.

The management of the company is committed to putting forth its best efforts to drive business growth and expansion. With this dedication, we anticipate that the positive momentum will continue in the future, further contributing to the company's development and success.

During the reporting financial year, the Company has earned net profit of INR 1701.22 (in Lakhs).

3. CHANGE IN NATURE OF BUSINESS

During the financial year under review, there has been no change in the nature of business of the Company.

4. DIVIDEND

During the financial year under review, the Board has not recommended any dividend.

5. CAPITAL STRUCTURE

(i) Change in Authorized Share Capital

The Authorized share capital of the Company was increased from INR 18,00,000/- (Rupees Eighteen Lakhs Only) to INR 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity shares of Rs. 10/- each during the reporting financial year.

(ii) Change in Issued/ Subscribed and Paid up Capital of the Company

During the reporting financial year, the company had issued 95,10,000 Bonus Shares of Rs 10/- each to its existing equity shareholders. Subsequent to the above allotments, the issued, subscribed and paid-up capital of the company as on 31st March, 2024 was INR 9,54,00,000/-

(iii) DETAILS OF EMPLOYEE STOCK OPTION

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During the reporting financial year, the company instituted the 'EARTHOOD SERVICES EMPLOYEE ESOP PLAN 2023'.

The details with respect to Employee Stock Options Scheme are mentioned hereunder: -

- (a) options granted: **2,62,183**
- (b) options vested: **NIL**
- (c) options exercised: **NIL**
- (d) the total number of shares arising as a result of exercise of options granted: **2,62,183**
- (e) options lapsed: **NIL**
- (f) the exercise price:- **Rs. 10/-**
- (g) variation in terms of options: **NA**
- (h) money realised by exercise of options: **NIL**
- (i) total number of options in force:- **2,62,183**
- (j) employee wise details of options granted to:
 - (i) Key Managerial Personnel:- **52,838 (Manish Singh Negi, CFO)**
 - (ii) any other employee who receives a grant of options in any one year of options amounting to five percent or more of total options granted during that year:-**3**
 - 1. Archit Srivastava:- 87,178
 - 2. Deepika Mahala:- 66,413
 - 3. Shifali Guleria:- 55,755
 - (iii) identified employees who were granted options, during any one year, equal to or exceeding one percent of the issued capital, excluding outstanding warrants and conversions, of the company at the time of grant: - Nil

6. TRANSFER TO GENERAL RESERVE

The Company has not proposed to transfer any amount to the General reserves during the financial year under review.

7. DETAILS OF FRAUDS REPORTED BY AUDITORS

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No Frauds have been reported by the Auditors during the reporting period. However, the Auditors have provided a Qualified Opinion which is explained in Para 9.

8. DECLARATION BY AN INDEPENDENT DIRECTOR(S)

During the reporting period, the provisions of Section 149(6) of the Companies Act, 2013 and rules framed there under are not applicable to the Company.

However, the Independent Directors appointed after the closure of reporting financial year have given the declaration that they meet the criteria of independence as provided u/s 149(6) of the Companies Act, 2013.

9. BOARD'S COMMENT ON THE AUDITORS' REPORT

I. Auditor's Opinion

The Statutory Auditor in their report dated June, 21, 2024, have given an Qualified Opinion which is as follows:-

"We draw attention to Note No. 53 of Consolidated Financial Statements as at 31st March, 2024. As explained in Note Consolidated Financial Statements for FY 2021-22 & FY 2022-23 presented in these Consolidated Financial Statements as comparative Financial Statements are restated to Ind AS on adoption First Time Adoption of IND AS of the Holding Company based on Consolidated Financial Statements of respective years provided by Holding Company which were prepared under applicable Accounting Standards.

We have been informed by the Management that these Consolidated Financial will be adopted in the ensuing Annual General Meeting and Holding Company will be taking steps to apply for Compounding of Offences for defaults to Registrar of Companies, NCT of Delhi & Haryana, under applicable provisions of the Companies Act, 2013.

The impact of the above qualification on the Consolidated Financial Statements, if any, is not ascertainable....."

Board's Comment:-

The Company will present the Consolidated Financial Statements for FY 21-22 and FY 22-23 before the shareholders of the company for adoption in the ensuing Annual General Meeting and will further file application for Compounding of Offence under the applicable provisions of Companies Act, 2013.

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II. The Statutory Auditor, in their Audit Report dated June 21, 2024, have highlighted the following in the "Emphasis of Matter" section:

- a) *"We draw attention to Note No.52.1 regarding pending approval of regularization by Reserve Bank of India (RBI) of investments made by Company in subsidiary, Earthood UK limited, United Kingdom.*
- b) *We draw attention to Note No.52.2 regarding non reporting to Reserve Bank of India (RBI) of investments by the Company in subsidiary, Earthood Karbon Ve Çevresel Sertifikasyon Hizmetleri Anonim Sirketi, Republic of Türkiye, which company is in process of filing application for regularisation. Our conclusion is not modified in respect of these matters.*

Board's Comment:-

- a) **The Board would like to clarify that the Company is actively evaluating and addressing all compliance requirements under FEMA regulations. We have submitted the necessary application to the Authorized Dealer Bank/RBI and are maintaining close communication with them to ensure a timely resolution. The delays in approval are largely due to regulatory processing timelines, and we are diligently collaborating with the relevant authorities to expedite the process.**
- b) **The Board would like to clarify that the Company is actively evaluating and addressing all compliance requirements under FEMA regulations. We have submitted the necessary application to the Authorized Dealer Bank/RBI and are maintaining close communication with them to ensure a timely resolution. The delays in approval are largely due to regulatory processing timelines, and we are diligently collaborating with the relevant authorities to expedite the process.**

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

There was no change in the Board of Directors during the reporting financial year. However, the Board of Directors of the Company have appointed a Company Secretary, CFO, Independent Director(s) and Non-Executive Director after the closure of financial year till the date of signing of this Report.

S. No	Name of Directors/ KMP	Designation	Date of Appointment/Resignation/Change in Directorship and KMP
1.	FCS Vishaka Jalan	Company Secretary	24/05/2024

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2.	Manish Singh Negi	CFO	21/06/2024
3.	Amar Wadhwa (DIN: 02834683)	Independent Director	09/07/2024
4.	Sunita Thawani (DIN: 10674161)	Independent Director	09/07/2024
5.	Anshuman Mishra (DIN: 06540906)	Independent Director	09/07/2024
6.	Nishant Idnani (DIN: 09133845)	Additional Non-Executive Director	21/06/2024

11. SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANY

The Company does not have any Joint Venture/ Associate Companies. The Company has following subsidiaries in the reporting financial year:-

Name of the Subsidiary	Country in which the Subsidiary exists	% of Shareholding
Earthood UK Limited	United Kingdom	100%
Earthood Karbon Ve Cevresel Sertifikasyon Hizmetleri Anonim Sirketi	Turkey	100%

The statement containing the silent features of the financial statement of the above subsidiary in Form AOC 1 is enclosed as “Annexure A” which forms part of this report.

The company has incorporated following subsidiaries post closure of reporting financial year till the date of signing this report: -

Name of the Subsidiary	Country in which the Subsidiary was incorporated	% of Shareholding	Date of which the Company was incorporated
Limited Liability Company Earthood Rus	Russia	51%	24 th May, 2024

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Earthood Environmental Consultants & Studies L.L.C	Green	UAE	100%	8 th July, 2024
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12. KEY HIGHLIGHTS OF SUBSIDIARY COMAPANIES

Earthood UK Limited generated a Total Revenue of GBP 7064468 during the reporting period.

Earthood Karbon Ve Cevresel Sertifikasyon Hizmetleri Anonim Sirketi generated a Total Revenue of 790629,26 Liras in the reporting period.

13. MEETING OF BOARD OF DIRECTORS

The Board meetings are normally held on a quarterly basis. The Board met Nine times during the financial year 2023-24 on 15th May, 2023, 27th July, 2023, 1st September, 2023, 25th October, 2023, 27th November, 2023, 4th January, 2024, 21st February, 2024, 23rd February, 2024 and 27th March, 2024. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with

Rule, 8 of The Companies (Accounts) Rules, 2014 are as follows:

A.	Conservation of Energy	Nil
(i)	the steps taken or impact on conservation of energy	Nil
(ii)	the steps taken by the company for utilising alternate sources of energy;	Nil
(iii)	the capital investment on energy conservation equipments	Nil

B.	Technology Absorption	Nil
(i)	the efforts made towards technology absorption;	Nil
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	Nil

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(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	Nil
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C. Foreign exchange earnings and Outgo is mentioned as follows:

Particulars	2023-24 (in Lakhs)	2022-23 (in Lakhs)
Foreign exchange earnings	3,081.27	1,678.49
Foreign exchange Outgo	88.00	5.47

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Directors draw attention of the members to Notes to the Financial Statement, which sets out related party disclosures.

All transactions entered into between the Company and its related parties during the financial year ended on 31st March 2024 were in the ordinary course of business and on an arm's length basis.

The particular of contract and arrangement with related parties referred to in sub section (1) of section 188 in AOC-2 is annexed as **Annexure B** and forms part of this report.

16. STATUTORY AUDITORS

The Board of Directors of the Company had appointed M/s Jagdish Chand & Co, Chartered Accountants (Firm's Registration No. 000129N) as the Statutory Auditors in casual vacancy in terms of Section 139(8)(i) of the Companies Act, 2013 and were subsequently appointed at the Extra Ordinary General Meeting of the Company held on 23rd April 2024.

The Board of Directors of the Company have proposed re-appointment of M/s Jagdish Chand & Co, Chartered Accountants (Firm's Registration No. 000129N) as the Statutory Auditors of the Company to hold office for a period of 5 (five) consecutive years commencing from the conclusion of ensuing Annual General Meeting till the conclusion of the 17th Annual General Meeting of the company to be held in the year 2029.

17. SECRETARIAL AUDITORS



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Secretarial Audit u/s 204 of the Companies Act, 2013 is not applicable to the company during the reporting financial year.

18. PARTICULARS OF EMPLOYEES

Disclosure of employees under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in “**Annexure C**”.

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19. CORPORATE SOCIAL RESPONSIBILITY

In accordance with the provisions of Section 135 of the Companies Act, 2013 read Companies (CSR Policy) Rules, 2014 (including any amendments, if any), and as per Schedule-VII, the Company has its CSR Policy.

The details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year is annexed as **Annexure D**

20. COMMITTEES OF THE BOARD

i. Audit Committee

The Company is not required to constitute an Audit Committee during the reporting period pursuant to the provision of Section 177 of Companies Act, 2013 and Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014.

ii. Nomination & Remuneration Committee and Stakeholders Relationship Committee

The Company was not required to constitute Nomination & Remuneration Committee under Section 178(5) of the Companies Act, 2013 pursuant to the provision of Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 during the reporting period.

iii. CSR Committee

The Board of Directors of the company had constituted a CSR Committee during the reporting period pursuant to Section 135 of the Companies Act, 2013 read with Rule 5 of the Companies (Corporate Social Responsibility Policy) Rules, 2014. The details of members of the CSR Committee are as follows:

- 1) Mr Kaviraj Singh- Chairman
- 2) Mr Ashok Kumar Gautam

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans and advances given, investments made or guarantees given or security provided as per the provisions of Section 186 of the Act are given in the notes forming part of the financial statements provided in this Annual Report. The company is in compliance with the provisions of Section 186 of the Companies Act, 2013.



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22. DEPOSITS

The Company has not accepted any deposits from public and no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet. Accordingly, disclosures related to deposits as required to be made under the Act are not applicable to the Company.

23. NO DEFAULT IN PAYMENT OF INTEREST AND REPAYMENT OF LOAN

The Company has not defaulted in payment of interest and repayment of loan to any of the financial institutions and /or banks during the reporting period.

24. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that-

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) The Company being unlisted, sub clause (e) of section 134(5) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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25. ANNUAL RETURN

The annual return of the Company as on the financial year ended on March 31, 2024, in terms of Section 92 and Section 134 of the Act is available on the website of the Company at <https://www.earthood.com/>.

26. MATERIAL CHANGES AND COMMITMENTS

No significant material changes occurred subsequent to the closure of the financial year of the Company to which the balance sheet relates and the date of the report events, which require disclosure in the accounts.

27. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment in the workplace and has adopted a policy on the Prevention of Sexual Harassment, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the accompanying Rule. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has constituted an Internal Complaints Committee (“ICC”) under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 to address complaints received regarding sexual harassment. All employees are covered under this Policy.

The Chairman and Members of the ICC are as follows:

- Ms. Deepika Mahala- Chairperson
- Ms. Sneha Sachar- Member
- Mr. Ishaan Handa- Member
- Dr. Sanjay Vashishtha - Member of the Non-Government Organization

The following is a summary of sexual harassment complaints received and disposed of the Company during the FY ended on March 31, 2024:

Number of complaints received: Nil

Number of complaints disposed off: Nil

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28. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

No significant and material orders has been passed by the Regulators/ Courts/ Tribunals impacting the going concern status and Company's operation in future during the reporting period.

29. DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial year under review, no application is made or proceeding is pending, by or against the Company under the Insolvency and Bankruptcy Code, 2016.

30. DETAILS OF THE DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THERE OF: -

During the financial year under review, disclosure w.r.t. details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof, is not applicable.

31. INTERNAL FINANCE CONTROL SYSTEM

The company has an adequate internal finance control system according to the size and nature of the business of the Company. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

32. STATEMENT ON RISK MANAGEMENT POLICY OF THE COMPANY

The Company has an internal Enterprise Risk Management (ERM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The Company has worked towards identification risks and also has mitigation plans for each risk identified.

33. DISCLOSURE UNDER SECRETARIAL STANDARD

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Adherence by a Company to the Secretarial Standards is mandatory as per Sub-section (10) of Section 118 of Companies Act, 2013. As per the disclosure requirement of para (9) of Secretarial Standard-1 (SS-1), the Company is in compliance of applicable Secretarial Standards.

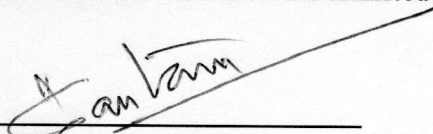
34. COST RECORDS AND COST AUDITORS

Maintenance of Cost Records and Cost Audit u/s 148(1) of the Companies Act, 2013 is not applicable to the Company.

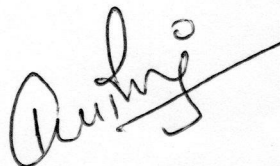
35. ACKNOWLEDGEMENTS

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board
Earthood Services Private Limited



Ashok Kumar Gautam
Director
DIN: 06715620



Kaviraj Singh
Director
DIN: 03348070

Place: Gurugram

Date: 2nd September 2024

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Annexure (A)

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Subsidiaries

(Information in respect of each subsidiary to be presented)

Sl. No.	Particulars	Details (Amount in £)	Details (Amount in Liras)
1.	Name of the subsidiary	Earthood UK Limited	Earthood Karbon Ve Cevresel Sertifikasyon Hizmetleri Anonim Sirketi
2.	The date since when subsidiary was acquired	15/09/2021	14/03/2023
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Financial Year ending on 31/03/2024	Financial Year ending on 31/03/2024
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	GBP Exchange rate as at 29 th March 2024- 105.204 1 st April 2024- 104.794	TURKISH LIRAS Exchange rate as at 29 th March, 2024- 2.56 1 st April 2024- 2.60
5.	Share capital	110	37,500.00
6.	Reserves & surplus	1,81,434.20	62,702.42
7.	Total assets	2,91,183.08	932,384.25
8.	Total Liabilities	1,09,638.88	832,181.84
9.	Investments	-	-
10.	Turnover	7,06,468.00	790,629.26
11.	Profit before taxation	2,85,631.32	202,076.27
12.	Provision for taxation/Deferred Tax	72,483.04	49,214.69
13.	Profit after taxation	2,13,148.28	152.861,58
14.	Dividend	82, 511.55	-

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15.	% of shareholding	100%	100%
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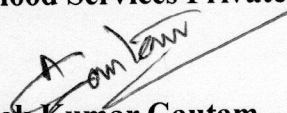
Notes: The following information shall be furnished at the end of the statement:

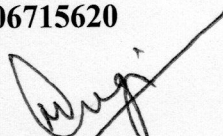
1. Names of subsidiaries which are yet to commence operations: The Company has incorporated two Subsidiary Company post closure of financial year till the date of signing the report in Russia and UAE. The details of the company are as follows: -

Name of the Subsidiary	Country in which the Subsidiary was incorporated	% of Shareholding	Date of which the Company was incorporated
Limited Liability Company Earthood Rus	Russia	51%	24 th May, 2024
Earthood Green Environmental Consultants & Studies L.L.C	UAE	100%	8 th July, 2024

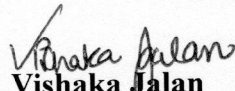
2. Names of subsidiaries which have been liquidated or sold during the year: Nil

For and on behalf of the Board
Earthood Services Private Limited


Ashok Kumar Gautam
Director
DIN: 06715620


Manish Singh Negi
CFO


Kaviraj Singh
Director
DIN: 03348070


Vishaka Jalan
Company Secretary

Place: Gurugram
Date: 2nd September, 2024

REGISTERED OFFICE: 12003 TO 12005, 12TH FLOOR, TOWER B, EMAAR DIGITAL GREENS, SECTOR-61,
GOLF COURSE EXTENSION ROAD, GURGAON, HARYANA, INDIA, 122011
Contact Number :- +91 1244204599, Email id: info@earthood.in, Website: www.earthood.in



EARTHOOD SERVICES PRIVATE LIMITED

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Annexure (B)

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.)

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	N.A.
f)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

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EARTHOOD SERVICES PRIVATE LIMITED

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2. Details of contracts or arrangements or transactions at Arm's length basis:

S. No.	Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Amount (in Lakhs)	Date of approval by the Board	Amount paid as advances, if any
1.	Mr. Kaviraj Singh Director	Purchase of Shares In Earthood UK Limited	2023-24	0.01	04.01.2024	NA
2.	Mr. Kaviraj Singh, Director	Payable towards Purchase of Shares in Earthood UK Limited (10 Equity Shares without Voting Rights)	2023-24	0.01	NA	NA
2.	Mr. Kaviraj Singh Director	Reimbursement of Expenses	2023-24	11.03	NA	NA
3.	Ms. Archana Singh (Relative of – Director)	Professional Services	2023-24	23.00	NA	NA
4.	Mr. Ashok Kumar Gautam (Director)	Reimbursement of Expenses	2023-24	19.65	NA	NA
5.	Mr. Kaviraj Singh (Director)	Advance Given	2023-24	50.00	25.10.2024	50
6.	Mr. Kaviraj Singh (Director)	Advance Given received Back	2023-24	50.00	NA	-(50)

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EARTHOOD SERVICES PRIVATE LIMITED

CIN: U93000HR2012PTC047116

For and on behalf of the Board

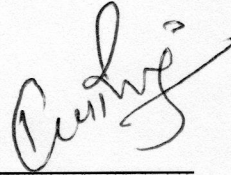
EARTHOOD SERVICES PRIVATE LIMITED



ASHOK KUMAR GAUTAM

Director

DIN: 06715620



KAVIRAJ SINGH

Director

DIN: 03348070

Place: Gurugram

Date: 2nd September, 2024

**REGISTERED OFFICE: 12003 TO 12005, 12TH FLOOR, TOWER B, EMAAR DIGITAL GREENS, SECTOR-61,
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EARTHOOD SERVICES PRIVATE LIMITED

CIN: U93000HR2012PTC047116

Annexure- (C)

PARTICULARS OF EMPLOYEES PURSUANT TO RULE 5(2) AND (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2024

S. No	Name of Employee & Designation	Remuneration received (INR in Lakhs)	Nature of employment	Qualification & Experience	Date Appointment	Age	% of shares held in the company
1	Ashok Kumar Gautam – Director	1,37,27,671	Permanent	Master's degree in Technology – Energy & Environment Management 17 yrs	19-11-2013	47	17.00%
2	Kaviraj Singh – Director	71,13,072	Permanent	PHD in Environmental Science 17 yrs	13-05-2013	45	77.55%
3	Avinash Kumar – Head- ESG Assurance & Advisory	36,79,193	Permanent	Master's in Environmental Science 22 yrs	01-10-2021	48	2.00%
4	Archit Srivastava – VP strategy	28,03,800	Permanent	MBA Oil & Gas 12 yrs	20-12-2017	37	0.95%

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EARTHOOD SERVICES PRIVATE LIMITED

CIN: U93000HR2012PTC047116

	& growth						
5	Ranjan Singh – General Manager Climate Change	26,24,400	Permanent	PGDM in Marketing 13 yrs	19-12-2022	39	NIL
6	Sneh Sachar – General Manager Human Resources	20,15,514	Permanent	Masters in Organizational Behavior 12 yrs	01-09-2022	38	NIL
7	Deepika Mahala – VP Climate Change	20,11,050	Permanent	Master's in Environmental Science 8 yrs	12-10-2015	34	0.0001%
8	Manish Singh Negi – CFO	17,18,250	Permanent	M Com 8 yrs	18-01-2016	34	0.0001%
9	Shifali Guleria – General Manager Climate Change	16,91,490	Permanent	Master's in Environmental Science 6 yrs	18-06-2018	29	0.0001%
10	Jinesh Dilesh Amlani	15,74,599	Permanent	Master's in Energy System	03-04-2023	40	NIL

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EARTHOOD SERVICES PRIVATE LIMITED

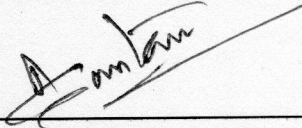
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- General Manager Climate Change			17 yrs			
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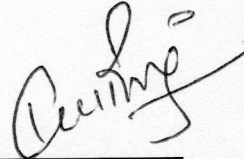
NOTE:

1. Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager: NA
2. The last employment before joining the company: NA

For and on behalf of the Board
Earthood Services Private Limited



ASHOK KUMAR GAUTAM
Director
DIN: 06715620



KAVIRAJ SINGH
Director
DIN: 03348070

Place: Gurugram

Date: 2nd September, 2024



EARTHOOD SERVICES PRIVATE LIMITED

CIN: U93000HR2012PTC047116

Annexure- D**to Board's Report****Annual Report on CSR Activities for FY 2023-24****1. Brief outline on CSR Policy of the Company:**

The objective of Corporate Social Responsibility (CSR) of the Company is to enrich society by enhancing the well-being of individuals, their families, and the larger community. It aims to create a positive ripple effect, fostering sustainable development and contributing to the overall upliftment of local communities.

2. Composition of CSR Committee:

SI. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Kaviraj Singh	Director	2	2
2	Mr. Ashok Kumar Gautam	Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:
www.earthood.com

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : Not Applicable

6. Average net profit of the Company as per section 135(5): Rs. 435.50 (in Lakhs)

EARTHOOD SERVICES PRIVATE LIMITED

CIN: U93000HR2012PTC047116

7.

Sl. No.	Particulars	Amount (in ₹ Lakhs)
a)	Two percent of average net profit of the Company as per section 135(5)	8.71
b)	Surplus arising out of the CSR projects or programs or activities of the previous financial years	-
c)	Amount required to be set off for the financial year, if any	-
d)	Total CSR obligation for the financial year (a+b-c)	8.71

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Rs. In Lakhs)	Amount Unspent (in Rs. Lakhs)			
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)	
	Amount	Date of Transfer	Amount	Date of Transfer
8.75	0	N.A.	0	N.A.

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EARTHOOD SERVICES PRIVATE LIMITED

CIN: U93000HR2012PTC047116

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
S. N o.	Name of the Proj ect.	Item from the list of activi ties in Sche dule VII to the A ct.	Local area (Yes/ No).	Loca tion of the proje ct.	Proje ct durat ion.	Amo unt alloc ated for the proje ct (in Rs.).	Amo unt spent in the curr ent finan cial Year (in Rs.)	Amou nt transfe rred to Unspe nt CSR Accou nt for the projec t as per sec tion 135(6) (in Rs.).	Mode of Impleme ntation - Direct	Mode of Impleme ntation – Through Impleme nting Agency
N. A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

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EARTHOOD SERVICES PRIVATE LIMITED

CIN: U93000HR2012PTC047116

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1) S. No.	(2) Name of the Project.	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local are a (Yes/ No)	(5) Location of the project.		(6) Amount spent for the project (in Rs. In Lakhs).	(7) Mode of impleme ntation - Direct (Yes/ No).	(8) Mode of implementation - Through implementing agency.	
				State	District			Name	CSR Registrati on No.
1.	Bhawna Educational Society	promoting education, including special education and employme nt enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancem ent projects;	No	Haryana	Palwal	8.75	No	Bhawna Education al Society, Rakhota	CSR00487 88

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EARTHOOD SERVICES PRIVATE LIMITED

CIN: U93000HR2012PTC047116

- (d) Amount spent in Administrative overheads: NIL
- (e) Amount spent on Impact Assessment, if applicable: Not Applicable
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): 8.75 Lakhs
- (g) Excess amount for set off, if any: Not Applicable

Sl. No.	Particulars
(i)	Two percent of average net profit of the Company as per section 135(5)
(ii)	Amount available for set off
(ii)	Total amount spent for the Financial Year
(iii)	Excess amount spent for the financial year [(iii)+(ii)-(i)]
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
Not Applicable							

EARTHOOD SERVICES PRIVATE LIMITED

CIN: U93000HR2012PTC047116

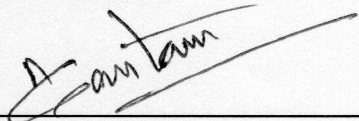
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial year in which the project was commenced	Project Duration	Total Amount allocated for the Project (in Rs.)	Amount spent on the project in the reporting financial year (in Rs.)	Cumulative amount spent at the end of the reporting financial year (in Rs.)	Status of the project Complete/ Ongoing
NIL								

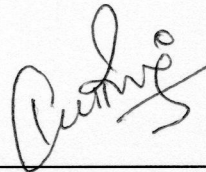
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not applicable

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5): Not Applicable

For and on behalf of the Board
Earthood Services Private Limited



ASHOK KUMAR GAUTAM
Director
DIN: 06715620



KAVIRAJ SINGH
Director
DIN: 03348070

Place: Gurugram

Date: 2nd September, 2024