

## Annexure of the Board's Report

### Annexure B

Annual Report on CSR Activities to be included in the Board's Report For Financial Year Commencing on or After 1st Day of April 2023 to 31<sup>st</sup> March 2024

#### CSR POLICY:

In NODDING HEADS GAMES PRIVATE LIMITED, Corporate Social Responsibility is focused on enhancing the lives of the local community in which it operates by Promoting mainly Rural Development activities and also other activities mentioned under Schedule VII of the Companies Act, 2013. We strongly believe in contributing towards the betterment of society and endeavour to create a positive impact, while achieving our business goals. We understand that the profitable growth of our company depends on the economic, environmental, and social sustainability of our communities. And we know it is in our best interests to contribute to the sustainability of those communities.

#### Background:

With effect from April 1, 2014, every company, private limited or public limited, which either has a net worth of Rs 500 crore or a turnover of Rs.1,000 crore or a net profit of Rs 5 crore, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility activities. The CSR activities should not be undertaken in the normal course of business and must be with respect to any of the activities mentioned in Schedule VII of the 2013 Act.

#### A. DEFINITIONS

In this Policy, unless the context otherwise requires:-

'Act' means Companies Act, 2013;

- 'Corporate Social Responsibility' means Corporate Social Responsibility (CSR) as defined in Section 135 of the Companies Act 2013 and Companies Corporate Social Responsibility Policy) Rules 2014;
- 'Ministry' means the Ministry of Corporate Affairs
- 'Net Profit' means net profit as defined in Section 135 of the Companies Act 2013 and Companies Corporate Social Responsibility Policy) Rules 2014



## B. CSR Committee

The Board of Directors of the Company constitutes a Corporate Social Responsibility Committee (CSR Committee), a committee consisting of three or more directors, out of which at least one shall be an Independent Director. Following are the members of the committee formulated

Sr. No.	Name of the Members	Designation
1	Ian Richard Maude	Chairman
2	Avichal Singh	Member
3	Shruti Ghosh	Member

Members of the committee are liable to change as per the decision of the Board of Directors.

## C. Meeting of CSR Committee:

The CSR Committee shall meet as and when deemed necessary

## D. Quorum of meeting

CSR Committee shall be one-third of the total strength or two directors, whichever is higher  
The CSR Committee may invite Executives, Advisors, representatives of Social Organizations, Auditors of the Company and such other person (s) as it may consider necessary to attend the meeting.

## E. Following powers of the committee

- Formulate CSR Policy and recommend the same to the Board of Directors of the Company for approval.
- Recommend CSR activities as stated under Schedule VII of the Act
- Approve to undertake CSR activities in collaboration with other Companies/firms/NGOs/Trusts etc. and to separately report the same in accordance with the CSR Rules.
- Recommend the CSR Budget
- Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules.
- Create transparent monitoring mechanism for implementation of CSR Initiatives in India
- Submit the Reports to the Board in respect of the CSR activities undertaken by the Company
- Monitor CSR Policy from time to time
- Be responsible for implementation and monitoring of CSR projects or programmers or activities of the Company
- Authorize executives of the Company to attend the CSR Committee Meetings



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F. Role and Functions of CSR Committee:

The Committee will be responsible for

- Formulating the CSR policy in compliance to Section 135 of the Companies Act 2013.
- Identifying activities to be undertaken as per Schedule VII of the Companies Act.
- Recommending to the Board the CSR expenditure to be incurred.
- To carry out such other activities as directed by the Board of Directors of the Company and/or as deemed appropriate and expedient by the Committee for the furtherance of CSR objectives of the Company, in pursuance with the Regulations.

G. Activities and implementation:

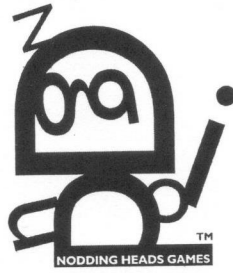
i. The scope of this policy will extend to activities as stated under Schedule VII of the Companies Act, 2013, as presently in force. The scope of the policy to also include all additional and allied matters, as will be notified by Ministry of Corporate Affairs or such other body, as appointed / notified by Central or State Government, from time to time for this purpose.

ii. The Board of Directors of the Company may on recommendation of the CSR Committee, determine / approve the projects or programmes or activities (identified project or programme or activity) to be undertaken by the Company under CSR initiatives, from time to time. However, the Board shall ensure that the projects or programmes or activities undertaken are related and within the broad purview of the activities as stated under Schedule VII or any other relevant provision of the Companies Act, 2013.

iii. The minimum eligibility criteria for any project or programme or activity and / or other incidental or ancillary matters, including but not limited to quantum of proposed expenditure, shall be finalized by the Board of Directors or any delegatee thereof, on recommendation of the CSR Committee.

v. The modalities of execution of CSR projects or programmes or activities and implementation thereof shall be determined by the Board of Directors or its Committee (excluding any Board Committee formed for some other specific purpose, however including but not limited to Committee of Directors) from time to time, upon recommendation of the CSR Committee.

v. The CSR Committee shall frame rules or issue directives with regard to monitoring of the CSR projects or programmes or activities.



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vi. The CSR Committee may by resolution delegate or entrust any of the function, acts, deeds or things, etc. as may be required to be performed or complied by it, whether under Companies Act, 2013 or rules made thereunder or otherwise to any person, whether in employment of the Company or otherwise, and any such function, acts, deeds or things, etc. performed by such person pursuant to such resolution shall have effect, as if the same has been performed by the Committee itself.

vii. The Board of Directors of the Company may on the recommendation of the CSR Committee, decide to undertake CSR projects or programmes or activities through a registered trust or a registered society or a Company or an associate Company established by Family Health Plan (TPA) Limited or otherwise (Implementing Agency). Provided that, in such case the provisions relating to Companies (Corporate Social Responsibility) Rules, 2014, are required to be complied with.

viii. The Board of Directors may on recommendation of the CSR Committee decide to collaborate with other Companies for undertaking CSR projects or programmes or activities.

ix. While undertaking CSR projects or programmes or activities preference shall be given to the local area or area of operation of the Company. Such area of operation for any identified project or programme or activity shall be finalized by the Board of Directors or any Committee thereof, upon recommendation of the CSR Committee.

H. Quantum of investment:

The Company shall spend, in every financial year, at least 2% of the average net profits of the Company made during the immediately 3 preceding financial years. Net profit in such case will have the meaning as stated under Rule 2(f) of the Companies (Corporate Social Responsibility) Rules, 2014

I. CSR Focus area Projects/ Programs/Activities:

i. CSR Expenditure shall include all expenditure including corpus for projects or programmes relating to CSR activities approved by the Board on recommendation of CSR Committee. However, the same will not include expenditure on any item not in conformity or in line with the activities stated under Schedule VII of the Companies Act, 2013. Page 4 of 5

ii. CSR projects or programmes or activities undertaken in India only shall be considered as CSR Expenditure.

iii. Projects or programmes or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities.

iv. Contribution of any amount directly or indirectly to any political party shall not be regarded as a CSR activity.



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- v. Any expenditure incurred for building CSR capacity, whether own or that of eligible Implementing Agency shall not exceed five percent of total CSR expenditure, in one particular financial year.
- vi. Surplus arising out of CSR projects or programmes or activities shall not form part of the business profit of the Company.
- vii. If the Company fails to spend the amount stated hereinabove, then reason for not spending shall be stated in the Directors Report

### J. Financial Resources –

Annual CSR Budget In alignment with The Companies Act, 2013 the Company shall earmark as CSR Budget, at least 2% of the average of net profits of the company made during the three immediately preceding financial years.

### K. CSR Activities/Donations:

The Policy recognises that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of the underprivileged by one or more of the following focus areas as notified under Schedule VII of Section 135 of the Companies Act 2013 and Companies (Corporate Social Responsibility Policy) Rules 2014.

- Brief outline on CSR Policy of the Company.

Corporate Social Responsibility is focused on enhancing the lives of the society. Company is focusing on providing the foods and shelter of the animals. we strongly believe in contributing towards the betterment of society and endeavor to create a positive impact, while achieving our business goals. We understand that that the profitable growth of our company depends on the economic, environmental, and social sustainability of our communities. And we know it is in our best interests to contribute to the sustainability of those communities.



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- Composition of CSR Committee:

Sr. 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	IAN RICHARD MAUDE	Director	2	2
2	AVICHAL SINGH	Director	2	2
3	SHRUTI GHOSH	Director	2	2

- 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.

No, any website.

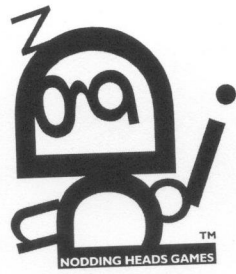
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2021-22		
2	2022-23		
	Total		

- Average net profit of the company as per section 135(5).

Financial Year	Profit before Tax as per Section 198 of the Companies Act, 2013
FY 2020-21	(476,090.00)
FY 2021-22	13,69,40,570.00
FY 2022-23	2,95,79,187.00
Total	16,60,43,667.00
Average Net Profit	5,53,47,889.00

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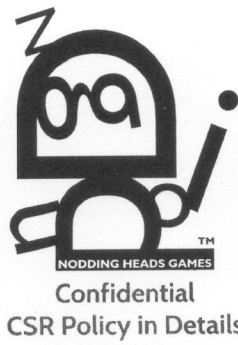
- Two percent of average net profit of the company as per section 135(5)

Financial Year	Profit before Tax as per Section 198 of the Companies Act, 2013
FY 2020-21	(476,090.00)
FY 2021-22	13,69,40,570.00
FY 2022-23	2,95,79,187.00
Total	16,60,43,667.00
Average Net Profit	5,53,47,889.00
a) Two percent of average net profit of the company as per section 135(5)	11,06,957.78
b) Last Year unspent Amount(F.Y 21-22)	0.00
c) Amount required to be set off for the financial year, if any.	0.00
d) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.(CSR Spent amount During the FY 2021-22)	NIL
e) Total CSR obligation for the financial year (7a+7b-7c).	11,06,957.78

- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. - Nil  
(c) Amount required to be set off for the financial year, if any: - Nil  
(d) Total CSR obligation for the financial year (7a+7b-7c). = During the year company required to Spent Total Amount: - Rs. 11,06,957.78

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

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	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.	Name of the Fund	Amount.	Date of transfer.
26,30,870.00/-	0.00	-	-	0.00	NA



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

Sr. No.	Particular	
1	Name of the Project.	
2	Item from the list of activities in Schedule VII to the Act.	
3	Local area (Yes/No).	
4	Location of the project.	
5	Project duration.	
6	Amount allocated for the project (in Rs.).	
7	Amount spent in the current financial Year (in Rs.).	
8	Overspent Amount	
9	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	
9	Mode of Implementation - Direct (Yes/No).	
10	Mode of Implementation - Through Implementing Agency	

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

Sr. No.	Particular	
1	Name of the Project.	Animal Welfare Activity
2	Item from the list of activities in Schedule VII to the Act.	No
3	Local area (Yes/No).	No
4	Location of the project.	Kolkata.
5	Project duration.	1 Year
6	Amount allocated for the project (in Rs.).	11,06,957.78/-
7	Amount spent in the current financial Year (in Rs.).	26,30,870.00/-
8	Overspent Amount	15,23,912.00/-
8	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Nil
9	Mode of Implementation - Direct (Yes/No).	Direct
10	Mode of Implementation - Through Implementing Agency	NA

(d) Amount spent in Administrative Overheads: NA.

(e) Amount spent on Impact Assessment, NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) = 26,30,870.00/-

(g) Excess amount for set off, if any: Nil





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Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	11,06,957.78/-
(ii)	Total amount spent for the Financial Year	26,30,870.00/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	15,23,912.00/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.00

- (a) Details of Unspent CSR amount for the preceding three financial years: NA

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. 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 reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
1								
	Total	NIL						

- 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: NA

(a) Date of creation or acquisition of the capital asset(s): NA

(b) Amount of CSR spent for creation or acquisition of capital asset: NA

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: NA

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): NA

- Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).



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For & on behalf of the Board of Directors of,  
Nodding Heads Games Private Limited

Shruti Ghosh

~~For Nodding Heads Games Pvt Ltd~~

~~Director~~ Director ~~Director~~

(DIN: 07686869)

Date: 28/09/2024

Place: Pune

Ian Richard Maude

~~For Nodding Heads Games Pvt Ltd~~

~~Director~~

Director

Director

(DIN: 08236438)