Dear Members,

The Board of Directors of the Company (**"Board"**) hereby submits the board report for the financial year ended on March 31, 2025 (**"Board Report"**) on the business, operations and performance of Earthood Services Limited (*formerly known as Earthood Services Private Limited*) (**"the Company"/ "Earthood"**) along with audited financial statements of the Company.

1. FINANCIAL HIGHLIGHTS

The highlights on the Company's financial statements on a standalone and consolidated basis are summarised below:

(INR in **Lakhs**)

Particulars	Standalone		Consolidated	
	For the financial year ended on March 31			
	2025	2024	2025	2024
Revenue from Operations	4,209.36	3917.02	5201.63	4679.34
Other Income	63.33	38.37	63.47	38.37
Total Revenue	**4,272.69**	**3955.39**	**5265.10**	**4717.71**
Total Expenditure (excluding Depreciation and Finance Cost)	1907.10	1532.25	2670.43	1988.28
Profit before interest, depreciation, taxes and exceptional Items	**2,365.58**	**2,423.13**	**2,594.67**	**2,729.43**
Less: Finance Cost	45.61	55.47	47.02	55.47
Less: Depreciation	86.56	57.32	86.69	57.32
Profit Before Tax	**2,233.42**	**2310.35**	**2,460.96**	**2,616.64**
Less: Current Tax	606.62	610.00	670.82	683.91
Less: Earlier Years tax	(6.83)	0.52	(6.83)	0.52
Less: Deferred Tax	50.49	(1.39)	49.25	(1.39)
Profit for the Year	**1,583.14**	**1701.22**	**1,747.71**	**1,933.60**
Add/Less: Other Comprehensive Income net of tax	58.83	80.89	57.23	80.69
Total Comprehensive Income for the Year	**1,641.98**	**1782.11**	**1,804.94**	**2,014.29**

Earthood

2. BRIEF DESCRIPTION OF THE COMPANY'S BUSINESS

We are a globally recognised company engaged in certifying environmental attributes, primarily offering carbon validation and verification services; and Environmental, Social and Governance ("ESG") advisory and assurance services to customers in India and overseas. Earthood has been ranked as the "Best Verification Company" by Environmental Finance, an online news and analysis service, in the Voluntary Carbon Market Rankings 2023 and 2024. Additionally, we also provide advisory services in relation to formation and promotion of Farmer Producer Organisations ("FPOs"), entities created, owned and managed by farmers, which constitutes a minor portion of our revenue.

We have been accredited by United Nations Framework Convention on Climate Change ("UNFCCC") as a Designated Operational Entity ("DOE") since Fiscal 2014. In Fiscals 2023 and 2024, we received accreditation from Global Accreditation Bureau ("GAB") and American National Accreditation Board ("ANAB") as a Validation and Verification Body ("VVB"), respectively. These accreditations authorize us to provide services in relation to certification of carbon offset projects under 23 registries globally including some of the major registries such as Voluntary Carbon Standard ("VERRA"), Gold Standard ("GS") and Global Carbon Council ("GCC").

3. MAJOR EVENTS OCCURRED DURING THE YEAR

- **ACHIEVING CARBON NEUTRALITY**
  During the financial year under review, we achieved carbon neutrality in September 2024 (for FY 2023-24) for Scope 1 (Direct GHG emissions), Scope 2 (Energy Indirect GHG emissions) and Scope 3 (Other Indirect GHG emissions).

- **CHANGE IN STATUS OF THE COMPANY**
  During the reporting financial year, the company was converted from Private Limited Company to Public Limited Company on 23rd September, 2024 under the provisions of the Companies Act, 2013.

- **FILING OF DRAFT RED HERRING PROSPECTUS ("DRHP")**
  The Company had filed a Draft Red Herring Prospectus (**"DRHP"**) with the Securities and Exchange Board of India (**"SEBI"**) and the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) on December 26, 2024, for the purpose of raising funds through an Initial Public Offering (**"IPO"**).

Subsequently, following careful deliberation and in light of certain strategic considerations, the Board of Directors of the company decided to withdraw the DRHP on April 28, 2025.

After further evaluation and aligning with the Company's long-term objectives, the DRHP was re-filed with SEBI and the aforementioned stock exchanges on June 13, 2025. The proposed public issue constitutes an Offer for Sale (**"OFS"**) of up to 62,90,000 equity shares of face value ₹10 each by the promoter selling shareholders of the company. The DRHP is available on the Company's website at **https://www.earthood.com/investor** .

4. CHANGE IN NATURE OF BUSINESS

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

5. DIVIDEND

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

6. CAPITAL STRUCTURE

(i) <u>Change in Authorized Share Capital</u>

The Authorized share capital of the Company was increased from ₹ 20,00,00,000/- (Indian Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity shares of ₹ 10/- (Indian Rupees Ten Only) each to ₹ 40,00,00,000/- (Indian Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity shares of ₹ 10/- (Indian Rupees Ten Only) each during the reporting financial year. **The authorized share capital of the company as on the financial year ended on March 31, 2025 is ₹ 40,00,00,000/- (Indian Rupees Forty Crore Only).**

(ii) <u>Change in Issued/ Subscribed and Paid-up Capital of the Company</u>

During the financial year under review, the shareholders of the Company, by way of a resolution dated July 9th 2024, approved the allotment of 1,43,09,998 (One Crore Forty-Three Lakh Nine Thousand Nine Hundred Ninety-Eight) bonus equity shares of ₹10/- (Indian Rupees Ten Only) each, aggregating to ₹14,30,99,980/- (Indian Rupees Fourteen Crore Thirty Lakh Ninety-Nine Thousand Nine Hundred Eighty only). The bonus shares were issued in the ratio of 3:2, i.e., three fully paid-up equity shares for every two equity shares held by the existing shareholders of the Company. **The issued/ subscribed and paid-up capital of the Company as on the financial year ended on March 31, 2025 is ₹ 23,84,99,980 (Indian Rupees Twenty-Three Crore Eighty-Four**

Lakh Ninety-Nine Thousand Nine Hundred Eighty Only) divided into 2,38,49,998 (Two Crore Thirty-Eight Lakhs Forty-Nine Thousand Nine Hundred Ninety-Eight) Equity Shares of ₹10/- (Indian Rupees Ten Only) each.

(iii) Equity shares with differential rights and sweat equity shares

During the financial year under review, the Company has neither issued sweat equity shares nor issued equity shares with differential rights as to dividend, voting or otherwise.

(iv) Details of Employee Stock Option

Pursuant to the resolutions passed by the Board of Directors on January 4, 2024, and by the shareholders on January 8, 2024, the Company adopted the “Earthood Services Employee Stock Option Scheme-2023” (**“ESOP 2023”**). Subsequently, on October 15, 2024, the shareholders approved an amendment to ESOP 2023 to bring it in line with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The details of ESOP’s as on the financial year ended on March 31, 2025 are given below:

(a) options granted: **2,62,184**
(b) options vested: **Nil**
(c) options exercised: **Nil**
(d) the total number of shares arising as a result of exercise of options granted: **2,62,184**
(e) options lapsed: **Nil**
(f) the exercise price:- **₹ 10/-**
(g) variation in terms of options: **NA**
(h) money realised by exercise of options: **Nil**
(i) total number of options in force:- **2,62,184**
(j) employee wise details of options granted to:

- Key Managerial Personnel:- **1**
  Manish Singh Negi- 52,838

- 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**
  a) Archit Srivastava:- 87,178
  b) Deepika Mahala:- 66,413
  c) Shifali Guleria:- 55,755

- 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**

7. TRANSFER TO RESERVE

During the financial year under review, the Company has not proposed to transfer any amount to the reserves.

8. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the financial year under review, the Company was not required to transfer any funds to the Investor Education and Protection Fund as per the provisions of Section 125 of the Act.

9. DETAILS OF FRAUDS REPORTED BY AUDITORS

No Frauds have been reported by the Auditors during the reporting period.

10. DECLARATION BY AN INDEPENDENT DIRECTOR(S)

As on the financial year ended on March 31, 2025, independent directors have confirmed that:

- they meet the criteria of independence laid down under the Companies Act, 2013;
- they have complied with the code for independent directors prescribed under Schedule IV to the Companies Act, 2013;
- they have registered themselves with the independent director's databank maintained by the Indian Institute of Corporate Affairs;
- they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence;
- they have not been associated with any material supplier, service provider, or customer of the Company; they have not been partner, proprietor, or employee of the Company's statutory audit firm during the preceding financial year;
- they have not been affiliated with any legal or consulting firm that has or had business transactions with the Company, its subsidiaries, or associate companies, amounting to 10% or more of the gross turnover of such firm; and
- apart from receiving director's remuneration (including sitting fees), there have not been any material pecuniary relationship or transactions with the Company, its subsidiaries or associate companies, or their directors, during the three immediately preceding financial

years or during the current financial year exceeding the limits specified under the Companies Act, 2013.

Further, the Company confirms that neither the independent director nor their relatives as defined under the Act were employed in an executive capacity by the Company, its subsidiaries, or associate companies during the preceding financial year.

Accordingly, based on the declarations received from all independent directors, the Board has confirmed that, in their opinion, independent directors of the Company are persons of integrity, possess relevant expertise and experience and fulfil the conditions specified in the Companies Act, 2013 and are independent of the management.

11. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS

The nomination and remuneration policy (**"NRC Policy"**) has been formulated in compliance with Section 178 of the Act to set out a framework for the nomination, evaluation, and remuneration of directors and senior management personnel of the Company.

The NRC Policy can be accessed at **https://www.earthood.com/investor** .

12. BOARD'S COMMENT ON THE AUDITORS' REPORT

I. Auditor's Opinion

M/s. Jagdish Chand & Company, Chartered Accountants, have issued an unmodified opinion on the standalone and consolidated audited financial statements of the Company for the year ended March 31, 2025. The Auditors have not expressed any qualification, reservation, adverse remark, or disclaimer in their report.

II. Emphasis of Matter

The Statutory Auditor in their Audit Report have highlighted the following in the "Emphasis on Matter" section:

a) *We draw attention to Note No.51.1 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.51.2 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 we have informed company is in process of filing application for regularisation.

c) *We draw attention to Note No.51.3 regarding late reporting to Reserve Bank of India (RBI) of investments by the Company in subsidiary, Earthood Green Environmental Consultants & Studies L.L.C.*

d) *We draw attention to Note No.51.3 regarding non reporting to Reserve Bank of India (RBI) of investments by the Company in subsidiary, Earthood Rus Limited Liability Company, which we have informed company is in process of filing application for regularisation.*

e) *We draw attention to Note No. 54 regarding Non-Compliances of the Companies Act, 2013, as explained to us the holding company has filed a compounding application u/s 147 of the Act before the Regional Director (Northern Region).*

Board's Comment: -

a) **The Company is actively addressing all compliance requirements under FEMA regulations. Approval has already been obtained from the Reserve Bank of India during the financial year 2024–2025 for the allotment of 100 ordinary shares. However, the application relating to 10 Class B ordinary shares remains pending with the Authorized Dealer Bank/RBI, and the Company is in regular communication with the authorities to facilitate its approval at the earliest.**

b) **The Company has submitted an application to the RBI for regularisation of the investment in Earthood Karbon Ve Çevresel Sertifikasyon Hizmetleri Anonim Sirketi, Republic of Türkiye, which is currently pending with the RBI.**

c) **The delay in reporting was inadvertent and arose from procedural and documentation requirements. Necessary approvals have since been obtained from the RBI, and the matter stands regularized as on the date of this Report.**

d) **The Company reaffirms its commitment to full compliance with FEMA regulations. The application for regularisation has been submitted to the Authorized Dealer Bank/RBI, and the Company remains in active engagement with the authorities. The delay is attributable to external factors, particularly sanctions imposed by the US and UK Governments on Russian banks, which have impacted processing timelines.**

Earthood

e) **The Board would like to clarify that the Company has already filed a compounding application under Section 147 of the Act before the Regional Director (Northern Region). The matter is currently pending with the Regulator.**

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the reporting period, there have been the following changes in the composition of the Board of Directors and Key Managerial Personnel of the Company:

S. No.	Name of Directors/ KMP	Date of Appointment/Resignation/Change in Directorship and KMP	Reason for change
1.	Ashok Kumar Gautam (DIN: 06715620)	December 17, 2024	Also appointed as the Chairperson
2.	Kaviraj Singh (DIN: 03348070)	October 15, 2024	Also appointed as the Chief Executive Officer
3.	Vishaka Jalan	October 15, 2024	Also appointed as a Compliance Officer
4.	Nishant Idnani (DIN: 09133845)	September 30, 2024	Regularization as a Non-Executive Director
5.	Amar Wadhwa (DIN: 02834683)	July 9, 2024	Appointment as an Independent Director
6.	Sunita Thawani (DIN: 10674161)	July 9, 2024	Appointment as an Independent Director
7.	Anshuman Mishra (DIN: 06540906)	July 9, 2024	Appointment as an Independent Director
8.	Nishant Idnani (DIN: 09133845)	June 21, 2024	Appointment as an additional Non-Executive Director
9.	Manish Singh Negi	June 21, 2024	Appointment as Chief Financial Officer
10.	Vishaka Jalan	May 24, 2024	Appointment as Company Secretary

14. SUBSIDIARIES, JOINT VENTURE, OR ASSOCIATE COMPANY

At the end of the reporting financial year, our Company does not have any joint venture or associates. The details of our Subsidiaries have been provided below.

1. Earthood UK Limited (**“Earthood UK”**)
2. Earthood Karbon Ve Çevresel Sertifikasyon Hizmetleri Anonim Şirketi (**“Earthood Turkey”**)
3. Earthood Rus LLC (**“Earthood Russia”**)
4. Earthood Green Environmental Consultants and Studies LLC (**“Earthood UAE”**)

In accordance with the Companies Act, 2013 read with rules framed thereunder (**“Act”**), a statement containing the salient features of the financial statements of the subsidiaries of the Company in form **AOC-1** is annexed as **“Annexure-A”**.

15. MEETING OF BOARD OF DIRECTORS

The Board of Directors met **Fourteen (14)** times during the financial year 2024-25 on 1st May, 2024, 24th May, 2024, 5th June, 2024, 21st June, 2024, 9th July, 2024 (2 times), 23rd August, 2024, 2nd September, 2024, 15th October, 2024, 2nd December, 2024, 17th December, 2024 , 26th December, 2024, 11th January, 2025 and 27th March, 2025. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

16. 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 Companies (Accounts) Rules, 2014 are as follows:

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

B.	**Technology Absorption**	**Details**
(i)	the efforts made towards technology absorption;	Nil

(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	Nil
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	Nil

C.	**Foreign Exchange earnings and Outgo**	**2024-25 (in ₹ Lakhs)**	**2023-24 (in ₹ Lakhs)**
(i)	Foreign exchange earnings	3162.44	3,081.27
(ii)	Foreign exchange Outgo	70.15	88.00

17. 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 2025 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.

18. STATUTORY AUDITORS

M/s Jagdish Chand & Co, Chartered Accountants (Firm's Registration No. 000129N), were appointed as the Statutory Auditors of the company for a term of 5 (five) consecutive years starting from conclusion of 12th Annual General Meeting till the conclusion of 17th Annual General Meeting.

19. SECRETARIAL AUDITORS

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

20. 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".**

21. DESIGNATED PERSON

Ms. Vishaka Jalan, Company Secretary & Compliance Officer of the Company is designated person for furnishing, and extending co-operation for providing, information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the Company pursuant to Rule 9, sub-rule (4) and (5) of Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) (Second Amendment) Rules, 2023.

22. 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"**.

23. COMMITTEES OF THE BOARD

Our Company has constituted the following Board level Committees:

i. **Audit Committee**
The Audit Committee was constituted by the Board at its meeting held on October 15, 2024. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act. The composition of Audit Committee is as follows:

Name	Position in the Committee	Designation
Amar Wadhwa	Chairperson	Independent Director
Anshuman Mishra	Member	Independent Director
Nishant Idnani	Member	Non-Executive Director

ii. **Nomination & Remuneration Committee**

The Nomination and Remuneration Committee was constituted by the Board at its meeting held on October 15, 2024. The Nomination and Remuneration Committee is in compliance with Section 178 and other applicable provisions of the Companies Act, 2013.The composition of the Committee is as follows:

Name	Position in the Committee	Designation
Sunita Thawani	Chairperson	Independent Director
Amar Wadhwa	Member	Independent Director
Nishant Idnani	Member	Non-Executive Director

iii. **Stakeholders Relationship Committee**

The Stakeholders' Relationship Committee was constituted by the Board at its meeting held on October 15, 2024. The Stakeholders' Relationship Committee is in compliance with Section 178 and other applicable provisions of the Companies Act, 2013. The composition of Stakeholders' Relationship Committee is as follows:

Name	Position in the Committee	Designation
Amar Wadhwa	Chairperson	Independent Director
Sunita Thawani	Member	Independent Director
Dr. Kaviraj Singh	Member	Executive Director

iv. **Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee was last re-constituted by the Board at its meeting held on October 15, 2024. The Corporate Social Responsibility Committee is in compliance with Section 135 and other applicable provisions of the Companies Act. The composition of Corporate Social Responsibility Committee is as follows:

Name	Position in the Committee	Designation
Ashok Kumar Gautam	Chairperson	Executive Director
Sunita Thawani	Member	Independent Director
Dr. Kaviraj Singh	Member	Executive Director

24. VIGIL MECHANISM

During the reporting period, the Company has formulated the Whistle Blower Policy and has established the necessary vigil mechanism for Employees, Directors and Stakeholders in conformation with the provisions of Section 177(9) of the Companies Act, 2013, to report concerns about unethical behavior. This Policy is available on the Company's website at www.earthood.com/investor.

25. 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.

26. 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 do not apply to the Company.

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

During the reporting financial year, the company did not avail any loans from financial institutions or banks, and there are no outstanding loans from any financial institutions or banks as at March 31, 2025.

28. 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.

29. ANNUAL RETURN

The annual return of the Company as on the financial year ended on March 31, 2025, in terms of Section 92 and Section 134 of the Act is available on the website of the Company at https://www.earthood.com/investor .

30. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments have occurred during the period under review and upto the date of this report, which affects the financial position of the Company.

31. 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 composition of ICC is as follows:

S.No.	Name	Designation
1	Ms. Deepika Mahala	Chairperson
2	Ms. Vishaka Jalan	Member
3	Mr. Ishaan Handa	Member
4	Dr. Sanjay Vashishtha	Member of the Non-Government Organization

The following is a summary of sexual harassment complaints received, disposed and pending during the FY ended on March 31, 2025:

Number of complaints received: **Nil**

Number of complaints disposed off: **Nil**

Number of cases pending for more than Ninety Days: **Nil**

32. COMPLIANCE UNDER MATERNITY BENEFIT ACT, 1961

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961 and the rules made thereunder. The Company has ensured that all eligible women employees are provided with maternity benefits and other entitlements as prescribed under the Act. The Company remains committed to providing a safe, supportive, and inclusive work environment for its women employees.

During the reporting financial year, one female employee availed maternity leave benefits.

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

During the period under review, no material order has been passed by the Regulators / Courts / Tribunals impacting the Going Concern Status and Company's Operation in Future.

34. 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.

35. 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 loans from the banks or financial institutions along with the reasons thereof, is not applicable.

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36. 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.

37. STATEMENT ON RISK MANAGEMENT POLICY OF THE COMPANY

During the reporting financial year, the Company adopted a Risk Assessment and Management Policy to identify, evaluate, and mitigate potential risks affecting its operations. The policy is available for access on our website **https://www.earthood.com/investor**.

38. REVISION OF FINANCIAL STATEMENTS AND BOARD REPORT

During the financial year under review, there were no revisions in the financial statements and Board Report of the Company.

39. COMPLIANCE WITH SECRETARIAL STANDARD

During the financial year under review, the Company has complied with the applicable provisions of the Secretarial Standard-1 (**"SS-1"**) and Secretarial Standard-2 (**"SS-2"**) issued by the Institute of Company Secretaries of India (**"ICSI"**) and notified by the Ministry of Corporate Affairs (**"MCA"**).

40. 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.

41. 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 Limited
(Formerly known as Earthood Services Private Limited)

Sd/-	**Sd/-**
Ashok Kumar Gautam	**Kaviraj Singh**
Chairperson and Executive Director	**Chief Executive Officer and Executive Director**
(DIN: 06715620)	**(DIN: 03348070)**

Place: Gurugram
Date: 19th September, 2025

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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)	Details (Amount in RUB)	Details (Amount in AED)
1.	Name of the subsidiary	Earthood UK Limited	Earthood Karbon Ve Cevresel Sertifkasyon Hizmetleri Anonim Sirketi	Limited Liability Company Earthood Rus	Earthood Green Environmental Consultants & Studies L.L.C
2.	The date since when subsidiary was acquired	15/09/2021	14/03/2023	24/05/2024	08/07/2024
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Financial Year ending on 31/03/2025	Financial Year ending on 31/12/2024	Financial Year ending on 31/12/2024	Financial Year ending on 31/12/2024
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	GBP As on 28th March 2025-110.7389	TURKISH LIRAS As on 31st March 2025-2.2500	RUSSIAN RUBLE As on 31st March 2025-1.005728	UAE DIRHAMS As on 31st March 2025-23.2631
5.	Share capital (in numbers)	110	37,500	10,000	-

6.	Reserves & Surplus	3,25,089.39	13,20,019.79	(27,59,962)	(16,837.16)
7.	Total assets	4,56,063.30	37,94,055.90	12,10,000	35,873.34
8.	Total Liabilities	1,30,863.91	24,36,536.11	3,59,962	52,710.50
9.	Investments	-	-	-	-
10.	Turnover	8,13,406.65	42,91,801.76	-	-
11.	Profit before taxation	1,94,736.61	16,11,740.81	(27,59,962)	(16,837.16)
12.	Provision for taxation/Deferred Tax	48,676.77	4,02,935.20	-	-
13.	Profit after taxation	146,059.84	12,08,805.61	(27,59,962)	(16,837.16)
14.	Dividend	-	-	-	-
15.	% of shareholding	100	100	51	100

Notes: The following information shall be furnished at the end of the statement:

1. Name of the Subsidiary which is yet to commence operations: The Company has incorporated a Company in the form of Joint Venture post closure of financial year in Kingdom of Saudi Arabia. The details of the company are as follows: -

Name of the Company	Country in which the Joint Venture was incorporated	% of Shareholding	Date on which the Company was incorporated
Earthhood Company Limited Liability Company	Kingdom of Saudi Arabia	70%	16th July, 2025

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

For and on behalf of the Board
Earthood Services Limited
(Formerly known as Earthood Services Private Limited)

Sd/- **Ashok Kumar Gautam** **Chairperson and Executive Director** **(DIN: 06715620)**	**Sd/-** **Kaviraj Singh** **Chief Executive Officer and Executive Director** **(DIN: 03348070)**
Sd/- **Manish Singh Negi** **Chief Financial Officer**	**Sd/-** **Vishaka Jalan** **Company Secretary and Compliance Officer**

Place: Gurugram
Date: 19th September, 2025

Earthood

<u>Annexure (B)</u>

<u>FORM NO. AOC -2</u>

(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:** Not Applicable

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. **Details of material 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
Nil						

For and on behalf of the Board
EARTHOOD SERVICES LIMITED
(Formerly known as Earthood Services Private Limited)

Sd/-
Ashok Kumar Gautam
Chairperson and Executive Director
(DIN: 06715620)

Sd/-
Kaviraj Singh
Chief Executive Officer and Executive Director
(DIN: 03348070)

Place: Gurugram
Date: 19th September, 2025

Earthood

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, 2025

S. No	Name of Employee & Designation	Remuneration received (INR in Lakhs)	Nature of employment	Qualification & Experience	Date of Appointment	Age	% of shares held in the company
1	Ashok Kumar Gautam – Director	**100.24**	Permanent	Master's degree in Technology – Energy & Environment Management 18 yrs	19-11-2013	48	17%
2	Kaviraj Singh – Director	**71.13**	Permanent	PHD in Environmental Science 18 yrs	14-09-2012	46	77.55%
3	Avinash Kumar – Head- ESG Assurance & Advisory	**71.17**	Permanent	Master's in Environmental Science 23 yrs	01-10-2021	49	2.00%
4	Archit Srivastava – VP strategy & growth	**59.21**	Permanent	MBA Oil & Gas 13 yrs	20-12-2017	38	0.95%
5	Ranjan Singh – General Manager	**29.38**	Permanent	PGDM in Marketing 14 yrs	19-12-2022	40	NIL

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	Climate Change						
6	Sneh Sachar – General Manager Human Resources	**25.28**	Permanent	Maters in Organizational Behavior 13 yrs	01-09-2022	39	NIL
7	Deepika Mahala – VP Climate Change	**25.90**	Permanent	Master's in Environmental Science 9 yrs	12-10-2015	35	0.0001%
8	Manish Singh Negi – CFO	**20.37**	Permanent	M Com 9 yrs	18-01-2016	35	0.0001%
9	Shifali Guleria – General Manager Climate Change	**21.78**	Permanent	Master's in Environmental Science 7 yrs	18-06-2018	30	0.0001%
10	Jinesh Dilesh Amlani – General Manager Climate Change	**18.90**	Permanent	Master's in Energy System 18 yrs	03-04-2023	41	NIL

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 Limited
(Formerly known as Earthood Services Private Limited)

Sd/-
Ashok Kumar Gautam
Chairperson and Executive Director
(DIN: 06715620)

Sd/-
Kaviraj Singh
Chief Executive Officer and Executive Director
(DIN: 03348070)

Place: Gurugram
Date: 19th September, 2025

Earthood

Annexure (D)

Annual Report on CSR Activities for FY 2024-25

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	Dr. Kaviraj Singh	Chief Executive Officer & Executive Director	1	1
2	Mr. Ashok Kumar Gautam	Chairperson & Executive Director	1	1
3	Mrs. Sunita Thawani	Independent Director	1	1

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: https://www.earthood.com/investor**.

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):** ₹ 1,184.85 (in lakhs)

7.

Sl. No.	Particulars	Amount (in ₹ Lakhs)
a)	Two percent of average net profit of the Company as per section 135(5)	23.70
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)**	**23.70**

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
23.70	0	NA	0	NA

(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. No.	Name of the Project.	Item from the list of activities in	Local area (Ye	Location of the project.	Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financi	Amount transferred to Unspent CSR Account	Mode of Implementation - Direct	Mode of Implementation – Throu

Earthood

		Schedule VII to the Act.	s/No).				al Year (in Rs.)	for the project as per section 135(6) (in Rs.).		gh Implementing Agency
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in ₹ In Lakhs).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR Registration No.
1.	Eradicating hunger, Poverty and Malnutrition Promoting Health care including Preventive health care in Delhi-NCR	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat	No	Delhi-NCR	Delhi	11.70	No	Global Social Welfare Organization	CSR00065147

		Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water							
2	Promoting Education	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	No	Delhi-NCR	Delhi	12.00	No	Delhi Sanskar Bharti Shiksha Samiti	CSR00054141.

(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):** Rs. 23.70 Lakhs

(g) Excess amount for set off, if any: **Not Applicable**

Sl. No.	Particulars
(i)	Two percent of the 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							

(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	Project Duration	Total Amount allocated for	Amount spent on the project in the	Cumulative amount spent at the end of reporting	Status of the project

			commenced		the Project (in Rs.)	reporting financial year (in Rs.)	financial year (in Rs.)	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 Limited
(Formerly known as Earthood Services Private Limited

Sd/-
Ashok Kumar Gautam
Chairperson and Executive Director
(DIN: 06715620)

Sd/-
Kaviraj Singh
Chief Executive Officer and Executive Director
(DIN: 03348070)

Place: Gurugram
Date: 19th September, 2025