



## **NODWIN GAMING PRIVATE LIMITED**

### **CORPORATE SOCIAL RESPONSIBILITY POLICY**

#### **A. PHILOSOPHY:**

Recognizing that business enterprises are economic organs of society and draw on societal resources, it is belief of Nodwin Gaming Private Limited (the “**Company**”/ “**Nodwin Gaming**”) that a company's performance must be measured by its Triple Bottom Line contribution to building economic, social and environmental capital towards enhancing societal sustainability. Nodwin Gaming believes that in the strategic context of business, enterprises possess, beyond mere financial resources, the transformational capacity to create game-changing development models by unleashing their power of entrepreneurial vitality, innovation and creativity. It is important for businesses not only to provide products and services to satisfy the customer, but also to ensure that the business is not harmful to the environment in which it operates. In order for an organization to be successful, the business must be built on ethical practices.

Further, we at Nodwin Gaming believe that an effective Corporate Social Responsibility (CSR) strategy shall be well formulated, articulated aligned with business. It must also have the unstinting support of the key stakeholders to become a long-term sustainability agenda.

#### **B. OBJECTIVE:**

This Corporate Social Responsibility Policy (“**CSR Policy**”) has been formulated in compliance with Section 135 of the Companies Act, 2013 (“**Act**”) read along with the applicable rules thereto.

Nodwin Gaming’s CSR policy intends to:

- Strive for economic development that positively impacts the society at large with minimal resource footprint.
- Embrace responsibility for the Company’s actions and encourage a positive impact through its activities and contributions towards social and economic development of the communities in which we operate and building a better & sustainable way of life for the weaker sections of the society.

This Policy will serve as a guiding document containing the approach and direction given by the

Board of Directors (“**Board**”) defining the guiding principles for selection, implementation and monitoring of CSR Activities as well as formulation of annual action plan.

**C. COMPOSITION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (“CSR COMMITTEE”):**

The CSR Committee shall be comprising of three or more directors, including at least one independent director and shall be in accordance with the requirements of the Act and the Rules made thereunder.

However, Pursuant to Section 135(9) of Act, where the amount to be spent by a company for corporate social responsibility does not exceed fifty lakh rupees, the requirement for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee, in such cases, be discharged by the Board of Directors of such company.

The spending of the Company doesn’t currently exceed fifty lakh rupees, the Company need not to constitute the CSR Committee until the applicability for such arises in future. Hence until then, all the functions of such Committee shall be discharged by the Board of Directors of the Company.

**D. ROLES AND RESPONSIBILITY OF THE CSR COMMITTEE:**

The roles and responsibilities of the CSR Committee include:

- Formulating and recommending to the Board of Directors the CSR Policy and the annual action plan in pursuance of its CSR Policy.
- Recommending the amount of expenditure for the CSR activities.
- Monitoring CSR Activities from time to time.
- Any other matter/thing as may be considered expedient by the Members of the Committee in furtherance of and to comply with the CSR Policy of the Company.

**E. CSR ACTIVITIES :**

Nodwin Gaming has identified following areas for CSR activities:

***Education:***

One of the most significant indicators of social progress is education, which also plays a decisive role for a society to achieve self-sustainable and equal development. With an increasing global realization of how business community can (and should) contribute to social objectives, education deserves a higher level of corporate involvement than status quo. While the definition of education is broad, involving multiple levels and largely differs among countries of different development levels, the Company chooses to focus on the primary education issues, which has tight links with entire social progress and poverty reduction.

The Company proposes to give his support and invest his time and funds in achieving the following:

- a. Formal schools;
- b. Quality primary education;
- c. Girl child education;
- d. Health and Nutrition for children and
- e. Basic Infrastructure to Schools/ Colleges. Provide grants to various colleges in India for improving their infrastructure. Sponsor computers, chairs, laboratory equipments, booksfor library and create endowment funds for the colleges/universities to assist students with their studies.

#### ***Community Health Care:***

There are numerous epidemic diseases and other serious diseases in the world which needs close attention, both from public sector and private sector (i.e. HIV/AIDS, Avian Influenza, and etc.). For the authorities to take strong measures and keep the diseases under control, critical amount of resource is essential.

This is where our role and support is required. The Company's goal is to render quality health care facilities to under privileged class of the society and people living in the villages by opening Medical Centers, Health care for visually impaired, and physically challenged and other medical aids.

#### ***Environment Initiatives for the Community:***

The Company focuses on elimination of waste, maximizing energy efficiency and productivity and minimizing practices that may adversely affect use of natural resources by coming generations.

The Company also aims at undertaking afforestation/Social Forestry, Other welfare activities etc. and to conserve natural resources and energy by minimizing their consumption and wastage. It also intends to organize and arrange training programs for the public at large for making them understand the need and necessity to save the environment for human good andto also to make them know about the efficient and effective utilization of resources whichare very scare in nature. Environment friendly business practices can reduce business risk, improve reputation, and drive market opportunities. The Company aims to provide monetary donations and aid to nonprofit organizations and communities in areas such as the arts, education, housing, health, social welfare and the environment, among others, but excluding political contributions and commercial event sponsorship. The Company aims to produce environment-friendly, ecological, and non-harmful products.

### ***Livelihood Support Program:***

In Sustainable Livelihood the company aims at providing livelihood in a locally appropriate and environment sustainable manner through the self-help group (SHG) program for women and youth generation in order to enhance their quality life while being “self-sustaining” to support to their families.

However, in addition to aforesaid key thrust area, the Company is committed to attend to any of activities outlined in Schedule VII as amended from time to time which the CSR Committee and Board of Directors may consider and approve as a part of CSR Activities.

### **F. GOVERNANCE:**

Overall governance of CSR and approving the CSR Policy will be the responsibility of the Board through the CSR Committee.

1. The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy,
2. The Board shall ensure proper implementation of the CSR Policy along with monitoring and reviewing CSR Activities undertaken by the Company and provide inputs as and when required.
3. The Board shall satisfy itself that the CSR funds so disbursed are alignment to the CSR Policy of the Company and have been utilized for the purposes and in the manner approved by it. The CFO or the person responsible for financial management shall certify to the effect.
4. The Board shall also ensure appropriate disclosures pursuant to the Act and Amendments thereof in the Annual Reports and Company’s Website, if any, in prescribed formats.
5. In case of ongoing project, as defined under the Companies (CSR Policy) Amendment Rules 2021, the Board of a Company shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period.

The CSR Committee will be responsible for administering and executing the policy. As the Company’s CSR activities evolve further, the policy may be revised with the approval of the Board as per the recommendations CSR Committee of the Board.

### **G. CSR ANNUAL ACTION PLAN**

The CSR Committee shall formulate and recommend to the Board of Directors, a CSR Annual Action Plan in pursuance of this Policy, which shall include focus areas for the year, the list of projects to be undertaken, manner of execution, fund utilization, monitoring mechanism, etc.

The Board of Directors may approve the Annual Action Plan with such further conditions as it deems fit and further alter Annual Action Plan at any time during the financial year, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.

#### **H. CSR EXPENDITURE**

- i. In every financial year, the Company shall spend a minimum of 2% of the average Net Profits of the Company made during the three immediately preceding Financial Years (calculated in accordance with the provisions of Section 198 of the Act, excluding any profit arising from any overseas branch or branches in the Company, whether operated as a Separate Company or otherwise);
- ii. Any income arising there from; and
- iii. **Surplus arising out of the CSR activities carried out by the Company and such surplus shall not form a part of the business profit of the Company.**
- iv. Administrative overheads shall not exceed five percent of the total CSR Expenditure of the Company for any financial year (or such expenditure as may be prescribed by law from time to time)
- v. Any surplus arising out of the CSR projects or programs shall not form part of the business profit of the Company and shall be treated as follows:
  - vi. ploughed back into the same project or
  - vii. shall be transferred to the Unspent CSR Account and spent in pursuance of this CSR policy and annual action plan of the Company
  - viii. Transferred to a fund specified in Schedule VII, within the prescribed timelines as specified in the CSR Rules.
- ix. Any unspent amount shall be reported by the Board in its report specifying the reasons for not spending the amount and shall be dealt with in accordance to Section 135 of the Act and rules under Amendments thereof.
- x. Where the Company spends an amount in excess of the requirement provided under Sec 135 of the Act, such excess amount shall be set off against the requirement to spend under Sec 135 of the Act, up to immediate succeeding three financial years subject to the conditions that:
  - a. the excess amount available for set off shall not include the surplus arising out of the CSR activities; and
  - b. the Board of the Company shall pass a resolution to that effect.

#### **I. TREATMENT OF UNSPENT / EXCESS AMOUNTS IN RESPECT OF CSR ACTIVITIES AND SURPLUS ARISING OUT OF CSR ACTIVITIES**

The Company shall ensure that any unspent amount under its CSR obligation, excess spent amount toward CSR expenditure and/or surplus arising out of the CSR Activities shall be treated in accordance with the Act and rules made thereunder and as may be approved by the Board, from time to time.

#### **J. SELECTION, IMPLEMENTATION AND MONITORING OF CSR ACTIVITIES:**

The Board shall ensure that the CSR Activities are undertaken by the Company itself (Directly) with the involvement of various Company employees / units or indirectly through implementing agencies like NGO's, Trusts, Societies, Section 8/ Section 25 companies or through collaboration projects with other corporates as eligible under the Act and amendments thereof.

The CSR committee will be responsible for the monitoring of various annual action plan, CSR Projects, Programs or Activities undertaken by the Company directly or indirectly. The CSR Committee shall ensure that CSR Projects, Programs or Activities:

- i. are undertaken as provided in the CSR Policy and are implemented as approved by the Board
- ii. the budget allocated is utilized as per the approved plans
- iii. the objectives are achieved in consonance with this policy

The Company shall undertake impact assessment of its projects/ programs/ activities proposed to be undertaken by the Company. The Company shall undertake impact assessment of its CSR projects, if any, through an independent agency, of the CSR projects having an outlay of one crore or more, and which have been completed not less than one year before the impact study. The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.

#### **K. GENERAL**

Any or all provisions of the CSR Policy would be subject to revision/amendment by the Board in accordance with the Act and any other guidelines on the subject as may be issued by the Central Government from time to time.

In case of any conflict between provisions of this Policy and the Act, the provisions of Act shall supersede. Notwithstanding the absence of any provisions of the Act in this Policy, the Company shall comply with such provisions as if they are part of the CSR Policy.

Any person so authorised by the Board shall settle all queries, differences or doubts that may arise in relation to the implementation of the CSR Policy and CSR programmes/ projects as may be approved by the Board.

#### **L. DISCLOSURES:**

This Policy, composition of CSR Committee and projects approved by the Board will be posted on the Company's corporate website, if any.

This Policy will be reviewed by the Board, on the recommendation of the CSR Committee, as and when deemed necessary.