

## **CORPORATE SOCIAL RESPONSIBILITY (“CSR”) POLICY**

**IDP EDUCATION INDIA PRIVATE LIMITED  
 (“IDP”)**

## **1. POLICY STATEMENT**

Corporate Social Responsibility (“CSR”) is the Company’s commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical.

IDP Education India Pvt Ltd. (“IDP”) in India is committed to undertake CSR activities in accordance with the provisions of Section 135 of the Companies Act, 2013 and related Rules as amended from time to time.

IDP aims at giving back to the society through sustainable development measures towards the community in which IDP operates.

## **2. AIMS AND OBJECTIVES**

- i. To develop a long-term vision and strategy for IDP’s CSR objectives.
- ii. Establish relevance of potential CSR activities to IDP Core business and create an overview of activities to be undertaken, in line with Schedule VII of the Companies Act, 2013.
- iii. IDP shall promote projects that are:
  - a. Focussed on education leading to employability and sustainable future.
  - b. Have specific and measurable goals in alignment with IDP's vision.
  - c. Address the most deserving cause or beneficiaries.
- iv. To establish process and mechanism for the implementation, monitoring and review of the CSR activities for IDP.

## **3. CSR COMMITTEE**

The CSR committee of the Board of Directors of IDP shall comprise of at least three (3) Directors. The members of the CSR Committee may be replaced by any other member of the Board as decided by the Board of Directors of IDP from time to time.

## **4. COMMITTEE MEETINGS**

The CSR Committee shall meet as often as its members deem necessary to perform the duties and responsibilities.

## **5. DUTIES AND RESPONSIBILITIES OF CSR COMMITTEE**

- i. Review of the CSR activities to be undertaken by IDP. The CSR Committee shall be guided by the list of activities specified in Schedule VII of the Companies Act, 2013 including any amendments/inclusions from time to time.
- ii. Recommend to the Board of Directors of IDP, the proposed CSR activities to be undertaken by IDP.
- iii. Recommend the CSR Expenditure to be incurred for each financial year for the approval of the Board of Directors of IDP.
- iv. Formulate an Annual Action Plan and effective monitoring transparent mechanism for implementation of the CSR activities.
- v. Prepare an annual report on the CSR activities undertaken by IDP during a financial year and submit the report to the Board of Directors of IDP.

## **6. RESPONSIBILITIES OF THE BOARD**

- i. Approve the CSR Policy and the CSR expenditure after taking into consideration the recommendations made by the CSR Committee.
- ii. Ensure the CSR spending in every financial year is in compliance with the requirement provided under the Companies Act, 2013 and Rules made thereunder as amended from time to time.
- iii. Ensure that the CSR activities undertaken by IDP are covered under Schedule VII of the Companies Act, 2013.
- iv. Ensure disclosure of the composition of CSR Committee, CSR Policy and projects approved on the IDP website.
- v. Director's Report shall include:
  - a. Composition of the CSR Committee & details of CSR Committee meetings.
  - b. An annual report on CSR in the prescribed format as amended from time to time.
  - c. Reasons for failure (if any) to spend required amount on CSR activities.
- vi. IDP shall undertake the CSR activities directly or through a registered public trust or a registered society or a Section 8 Company (Non- profit entity). The registered public trust, society or section 8 Company shall comply with the requirements provided under the Companies Act, 2013 and Rules made thereunder.

## **7. CSR EXPENDITURE**

- i. The Companies Act, 2013 provides for spending a minimum of 2 % of average Net Profits in the immediately preceding three (3) financial years, as CSR expenditure. Average Net Profits shall mean the Net Profit of the Company as per Profit & Loss Statement prepared in accordance with the Companies Act, 2013 adjusted as per the provisions of Section 135 of Companies Act, 2013 and Rules made thereunder.
- ii. The Administrative overheads shall not exceed 5% of total CSR expenditure for the financial year (subject to the exclusions as provided by Companies Act, 2013 and Rules made thereunder).
- iii. CSR Expenditure shall not include:
  - a. Activities undertaken in pursuance of normal course of business of the Company.
  - b. Expenditure on an item not in conformity or not in line with activities which fall within the purview of the CSR activities listed as per Schedule VII of the Companies Act, 2013 and Rules made thereunder and.
  - c. Projects or programs, or activities undertaken outside India.
  - d. Contribution, directly or indirectly, to any political party.
  - e. activities benefitting employees of the Company.
  - f. activities supported by the Companies on sponsorship basis for deriving marketing benefits.
  - g. Activities carried out for fulfilment of any other statutory obligation under any law in force in India.
  - h. Any other exclusions / provisions as shall be provided in the Companies Act, 2013 or Rules made thereunder in regard to the CSR expenditure.
- iv. The surplus arising out of the CSR activities or projects shall not form part of the business profit of IDP.
- v. Contributions by other IDP affiliates or employees may also be received and utilised in respect of the CSR activities undertaken.
- vi. Unspent CSR Contribution shall be utilised / treated in line with the provisions of the Companies Act, 2013 and Rules made thereunder including any amendments from time to time.
- vii. Any excess CSR Contribution in any financial year shall be utilised / treated in line with the provisions of the Companies Act, 2013 and Rules made thereunder including any amendments from time to time.

## **8. IMPLEMENTATION & REVIEW OF CSR ACTIVITIES**

- i. Principles of Selection

The CSR Committee will access the options and identify the appropriate organizations / persons and activities that may be proposed to be undertaken by the Company as a part of the CSR projects. The CSR Committee may engage external agencies to evaluate the proposed CSR projects and / or implementation partner organisations.

ii. Details of Implementation

The implementation of the CSR programs approved by the Board of Directors of IDP will be done through implementing partner organisations with an established and impeccable track record in their respective domains and the highest sense of ethics and integrity, in accordance with the requirements of the Companies Act, 2013 and the Rules made thereunder as amended from time to time. The execution modalities with specific targets, outcome, activities, milestones, and responsibilities of each party will be incorporated in the Annual Action Plan and the Memorandum of Understanding signed between IDP and the implementing partner organisation. As a practice, IDP establishes long term multi-year partnerships, to provide ample time for creating an impact. IDP may implement its CSR activities through ongoing projects. The duration, including extensions, if any, for such projects shall be in accordance with the Companies Act, 2013 and the Rules made thereunder as amended from time to time and as approved by the CSR Committee and the Board of Directors of IDP.

iii. Monitoring of Activities

The CSR Committee shall periodically review the execution modalities of CSR programs including the details relating to the time period / duration over which each particular program will be spread depending upon the nature of the program, the extent of coverage and the intended impact of the program.

All projects undergo half yearly monitoring with a defined, project specific Monitoring and Evaluation framework. The detailed monitoring plan shall be laid out in the Annual Action Plan. The projects shall be reviewed on the basis of the overall annual review to assess the efficacy basis which project engagements shall be reviewed for the consequent year(s).

iv. Formulation of Annual Action Plan

The Annual Action Plan shall be drafted on an annual basis. The Committee may engage external agencies to assist in the monitoring, review and / or evaluation of the CSR projects undertaken by IDP.

The Annual Action Plan shall cover the below mentioned points:

1. The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act.
2. The manner of execution of such projects or programmes.
3. The modalities of utilization of funds and implementation schedules for the projects or programmes.
4. Monitoring and reporting mechanism for the projects or programmes.
5. Details of need and impact assessment, if any, for the projects undertaken by IDP.
6. Any other points as shall be provided in the Companies Act, 2013 or Rules made thereunder from time to time.

The CSR Committee shall every year recommend to the Board of Directors of IDP, the Annual Action Plan in pursuance to the CSR Policy.

The Board of Directors of IDP may alter the Annual Action Plan at any time during the financial year, as per the recommendation from the CSR Committee.

## **9. AMENDMENTS**

The Board of Directors of IDP, on its own and/or as per the recommendations of the CSR Committee, can review and amend the CSR Policy, as and when deemed fit. Any or all provisions of this CSR Policy are subject to the applicable provisions of the Companies Act, 2013 and Rules made thereunder and any subsequent amendments thereof from time to time.

Any provisions which are not specifically provided for in the CSR Policy shall be construed in line with the provisions provided in the Companies Act, 2013 and Rules made thereunder, as amended from time to time.

Approved

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Murray John Walton  
Director  
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Piyush Kumar  
Director  
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