

**CORPORATE SOCIAL RESPONSIBILITY (“CSR”) POLICY FOR
IDP EDUCATION INDIA PRIVATE LIMITED (“IDP”)**

1. INTRODUCTION

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 in India is committed to undertake CSR activities in accordance with the provisions of Section 135 of the Companies Act, 2013 and related Rules.

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’s 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) Sustainable and create a long term change;
 - (b) Have specific and measurable goals in alignment with IDP’s philosophy;
 - (c) Address the most deserving cause or beneficiaries.
- (iv) To establish process and mechanism for the implementation and monitoring of the CSR activities for IDP.

3. COMMITTEE COMPOSITION

The CSR Committee of the Board shall be composed of atleast three (3) Directors. Members of the CSR Committee may be replaced by any other member of the Board.

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 undertaken by IDP. The CSR Committee shall be guided by the list of activities specified in Schedule VII to the Companies Act, 2013 and appended to this Policy as Appendix -1. Appendix 1 may be revised in line with any amendments/ inclusions made to Schedule VII of the Companies Act, 2013.
- (ii) Formulate and recommend to the Board CSR activities/ programs to be undertaken by IDP.
- (iii) Recommend the CSR Expenditure to be incurred on the CSR activities/ programs.
- (iv) Institute a transparent mechanism for implementation of the CSR projects and activities. Effectively monitor the execution of the CSR activities.
- (v) Prepare an annual report of the CSR activities undertaken for IDP and submit such report to the Board.

6. RESPONSIBILITY OF THE BOARD

- (i) Approve the CSR Policy and the CSR Expenditure after taking into consideration the recommendations made by CSR Committee.
- (ii) Ensure the CSR spending every financial year of at least 2% of the average net profits made during immediately preceding 3 financial years, in pursuance with the Policy.
- (iii) Ensure that the CSR activities included in the CSR Policy are undertaken by IDP and that such activities are related to the activities specified in Schedule VII of the Companies Act.
- (iv) Ensure disclosure of the contents of the CSR Policy on the IDP website.
- (v) Director's Report for FY 2013-14 onwards to include:
 - (a) Contents of the CSR Policy and Composition of the CSR committee;
 - (b) An annual report on the CSR in the prescribed format as per Appendix-2;
 - (c) Reasons for failure (if any) to spend required amount on CSR activities.
- (vi) IDP shall undertake the CSR activities directly. The Board may, in the future, decide to undertake and implement its CSR activities through a registered trust or registered society or a Section 8 Company (Non -profit entity) established by the IDP Group. In case the trust, society or a Section 8 company is not established by the

Company or its holding or subsidiary or associate company, then such an entity will need to have a 3 years track record of undertaking similar projects or programmes.

7. CSR EXPENDITURE

- (i) In every financial year, IDP shall spend a minimum of 2% of its average Net Profits in the immediately preceding three (3) financial years. Average Net Profits shall mean the net profits of the Company as per the Profit & Loss Statement prepared in accordance with the Companies Act, 2013; Net Profits shall exclude (a) profits arising from any overseas branch or branches of IDP (Whether operated as a separate company or otherwise); or (b) dividend received from other companies in India.
- (ii) CSR Expenditure shall mean all expenditure incurred in respect of specific projects/ programs relating to the approved CSR activities.
- (iii) CSR Expenditure shall not include expenditure on an item not in conformity or not in line with activities which fall within the purview of the CSR activities listed in Schedule VII.
- (iv) CSR Expenditure shall not include Projects or programs or activities undertaken outside India.
- (v) The surplus arising out of the CSR activities or projects shall not form part of the business profit of IDP.
- (vi) Contributions by other IDP affiliates or employees may also be received and utilized in respect of the CSR activities undertaken.

8. CSR ACTIVITIES- PROJECTS

- (i) IDP shall contribute to the Prime Minister's National Relief Fund.

9. MONITORING AND REVIEW MECHANISM

- (i) The administration of the CSR Policy and the execution of the identified CSR Projects, programs, activities, under it shall be carried out under the overall superintendence and guidance of an internal monitoring group formed for this purpose.

The internal monitoring group shall comprise of –

Mr. Harmeet Pental – Director

Mr. Bhavesh Jain – Chief Financial Officer

Mr. Jaswinder Singh – Finance Manager

- (ii) The following activities do not qualify as CSR Activities under the Companies Act, 2013:
- (a) Projects or activities not falling within Schedule VII (Annexure 1);
 - (b) Activities undertaken in pursuance of normal course of business;
 - (c) Projects or programs or activities that benefit only the employees of IDP and their families;
 - (d) Direct or indirect contribution to any political party.

10. CSR REPORTING

The Board in its Annual Report shall include the details of the CSR activities undertaken in the Financial Year. The particulars to be stated in the report shall be in the format prescribed in Annexure -2).

The CSR Committee shall provide a responsibility statement on the implementation and monitoring of the CSR Policy and that it is in compliance with CSR objectives of IDP which statement shall form part of the Board's Report.

11. WEBSITE DISPLAY

IDP shall display on its website (www.idp.com/india) the contents of its CSR Policy and other information as may be required to be displayed.

12. REVIEW AND AUDIT

The CSR Committee shall be apprised on the implementation of the CSR activities and the progress shall be monitored on a quarterly basis.

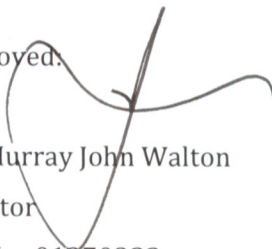
IDP shall through its internal controls, monitoring and evaluation systems implement, assess, document and report the impact of its CSR activities/ projects.

Records relating to the CSR activities and the CSR Expenditure shall be meticulously maintained. The Records shall be submitted for reporting and audit.

13. AMENDMENTS

The Policy may be reviewed and amended from time to time with the approval of the Board.

Approved:



Mr. Murray John Walton
Director
Din No. 01370322



Mr. Harmeet Pental
Director
Din No. 02435340

SCHEDULE VII¹

(See section 135)

ACTIVITIES WHICH MAY BE INCLUDED BY COMPANIES IN THEIR CORPORATE SOCIAL RESPONSIBILITY POLICIES

Activities relating to:—

- (i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- (ii) promotion of education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- (iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;
- (v) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- (vi) measures for the benefit of armed forces veterans, war widows and their dependents;
- (vii) training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- (viii) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- (ix) contribution or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- (x) rural development projects.
- (xi) slum area development

Explanation.— For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force."

¹As amended vide Notification dated 27th February 2014.

FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.
2. The composition of the CSR Committee.
3. Average net profit of the company for last three financial years.
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)
5. Details of CSR spent during the financial year.
 - (a) Total amount to be spent for the financial year;
 - (b) Amount unspent, if any;
 - (c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or Activity Identified	Sector in which the project is covered.	Projects or Program (1) Local area or other (2) Specify the state and district where projects or programs were undertaken.	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub- Heads: (1) District Expenditure on projects or programs. (2) Overheads	Cumulative expenditures upto to the reporting period.	Amount spent Direct or through implementing agency*
1.							
2.							
3.							
Total							

*Give details of implementing agency:

6. In case the company has failed to spend the two percent of the average net profit of last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the company.