

**IDP EDUCATION EXAM SERVICES PRIVATE LIMITED (“IDPEES”)  
(FORMERLY BC EXAMINATIONS AND ENGLISH SERVICES INDIA PVT. LTD.)**

**CORPORATE SOCIAL RESPONSIBILITY POLICY**

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## **1. INTRODUCTION:**

Corporate Social Responsibility (hereinafter referred to as the “CSR”) builds a dynamic relationship between IDP Education Exam Services Pvt. Ltd. (Formerly BC Examinations and English Services India Private Limited) (hereinafter referred to as the “Company”) on one hand and the society and environment on the other. CSR has traditionally been driven by the Company, as a moral obligation and in a humanitarian spirit. Over time, it has become an integral part of the Company’s business and how it operates.

The key objective of the Company, through its CSR activity, is to promote development in key areas, which positively impact the society at large, with particular focus on the themes identified for India i.e. **skills for employability, gender equality**, global knowledge economy, arts and learning services.

## **2. SHORT TITLE & APPLICABILITY:**

This policy, which encompasses the Company’s philosophy for delivering its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large, is titled as the “BC Examinations and English Services India Private Limited Corporate Social Responsibility Policy” (hereinafter referred to as “CSR Policy”).

The CSR Policy has been prepared keeping in mind the Company’s business ethics and to comply with the requirements of Companies Act, 2013 (hereinafter called as “Act”) and the Companies (Corporate Social Responsibility Policy) Rules, 2014, (hereinafter called as “Rules”) notified by the Ministry of Corporate Affairs vide notification dated 27th February, 2014.

The Company shall allocate at least 2 % of its average net profits before taxes of the preceding three years, towards CSR activities to sustain and improve a healthy and prosperous environment and to improve the quality of life of the communities in which it serves (hereinafter referred to as “CSR Fund”). The Company may also utilize its products and services as suitable for its CSR activities. Any surpluses arising out of CSR projects or programmes or activities shall be re-deployed back into CSR activities and shall not form a part of the business profits of the Company.

## **3. CSR VISION STATEMENT AND OBJECTIVE:**

CSR is a form of corporate self-regulation integrated into a business model. Therefore, the CSR Policy will function as a built-in, self-regulating mechanism whereby the Company's business will monitor and ensure its active compliance with the spirit of law, ethical standards and international norms.

The main objective of the CSR Policy is to establish the basic principles and the general framework of action for the Company's management to undertake and fulfill its CSR as stated in the Act and the Rules made there under from time to time.

#### **4. CSR COMMITTEE:**

##### **A. COMPOSITION:**

- (i) In compliance of Rule 3 of the Rules, board of directors of the Company has constituted the CSR committee (hereinafter referred to as "Committee"), which will comprise of four Directors; and this Committee will be the apex body that will oversee the CSR Policy and its implementation by the Company. The Committee will comprise of following Directors:

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Murray John Walton	Chairman
2.	Piyush Kumar	Member
3.	Rupesh Kumar	Member

- (ii) The Chairman of the Committee as mentioned in clause 4A (i) above of this CSR Policy, shall be appointed by the Board of Directors of the Company. In the absence of the Chairman during the meeting, the members present at the meeting of the Committee shall elect one of the members to be the Chairman of the Committee for such meeting.
- (iii) Only members of the Committee have the right to attend Committee meetings. However, all Directors of the Company may be invited to attend all or part of any meeting as and when appropriate. In addition, other individuals such as Company employees or external advisors may be invited to attend all or part of any meeting of the Committee as and when appropriate.
- (iv) The Company Secretary of the Company shall act as the Secretary to the Committee.

##### **B. NOTICE OF THE MEETING:**

- (i) Meeting of the Committee shall be called by the Company Secretary of the Committee at the request of any of its members.
- (ii) Meetings may be held with the physical presence of the members or via video conference mode or teleconference mode.
- (iii) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee or any other person required to attend the meeting by the secretary along with the supporting papers.
- (v) Additional meetings may be held at the discretion of any of the member(s) of the Committee and shall be held at such time, date and venue as may be decided by the person calling the meeting.

**C. MEETINGS:**

The Committee shall endeavour to at least once calendar quarter by audio or video conferencing, as may be required. Additional meetings may be held to take a note of the CSR activities, the expenditure thereon as budgeted, and monitoring thereof. Minutes of the meetings shall be placed before the board for noting.

**D. QUORUM:**

The quorum for a meeting of the Committee as mentioned above shall be one-third of its total strength or two, whichever is higher.

**E. SITTING FEE:**

There shall be no sitting fee for attending meetings of the Committee.

**F. ROLE AND POWERS OF CSR COMMITTEE:**

The role and powers of the CSR Committee is as follows:

- a. To formulate and recommend the board, CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- b. To recommend the amount of expenditure to be incurred on the activities referred to in Clause 6 above of this CSR Policy, in a financial year;
- c. To monitor the CSR Policy of the Company from time to time;
- d. Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.
- e. Submit the reports to the board of the Company in respect of the CSR activities undertaken by the Company.

## **5. MANAGEMENT OF CSR FUND:**

The goals and objectives along with the budget of the CSR group will be discussed and signed off at the beginning of every year with the Committee and the Chairman. This will happen as part of the annual strategic and operating plan processes of the Company. CSR initiatives of the Company will be reported in the annual report of the Company & the Board's Report in compliance with Section 135 and Rules made thereunder.

In case the Company fails to spend the CSR Fund in that particular financial year, the Committee shall submit a report in writing to the Board of Directors specifying the reasons for not spending the amount which in turn shall be reported by the Board of Directors in their Director's report for that particular financial year.

## **6. ACTIVITIES TO BE UNDERTAKEN AND MODE OF EXECUTION:**

- (i). The Committee will spend the CSR Fund for one or more of the following activities, which relate to Schedule VII of the Act as its projects for CSR activity which are as follows:
  - a) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation including contribution to the Swacch Bharat Kosh set up by the Central Government for the promotion of sanitation and making available safe drinking water;
  - b) Promotion of education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
  - c) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
  - d) Ensuring environment sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set up by the Central Government for rejuvenation of river Ganga;
  - e) 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;
  - f) Measures for the benefit of armed forces veterans, war widows and their dependents;

- g) Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- h) 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;
- i) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- j) Rural development projects; and
- k) Slum area development.

(ii). To implement the CSR activities, Committee may use its own personnel or engage with third parties. These third parties will be considered only if they have an established track record of at least three financial years of having done CSR activities within the norms prescribed under the Rules.

#### **7. REPORTING:**

The Board's Report shall include an annual report on CSR containing particulars as specified.

#### **8. PUBLICATION OF THE POLICY:**

The CSR policy recommended by the Committee and approved by the Board of the Directors of the Company shall be displayed on the Company website for public viewing.

#### **9. AMENDMENT:**

The Company or the Board of Directors of the Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Act or any law for the time being in force.

#### **10. DEPLOYMENT:**

The Company's focus is principally on the core themes identified earlier in this policy.