
Corporate Social Responsibility

Apax Partners India Advisers
Private Limited (the “Company”)

July 2017

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I. Name

The Policy is called the “Apax India - Corporate Social Responsibility (CSR) Policy”.

II. Vision statement

Act with respect and consideration for the communities in which we operate.

The Company is committed to engaging constructively with the communities in which its funds invest.

The Company is the channel for corporate giving and community engagement globally.

The Company concentrates its major grant-giving on the area of social entrepreneurship. Social entrepreneurship is a natural fit with what the Company does commercially and is also an area where the Trustees have significant experience.

III. Definitions

"Act" means the Companies Act, 2013

"Corporate Social Responsibility (CSR)" means and includes but is not limited to

- a) Projects or programmes relating to activities specified in Schedule VII to the Act or
- b) Projects or programs relating to activities undertaken by the board of directors of a Company in pursuance of recommendations of the CSR Committee of the Board as per declared CSR policy of the company subject to the condition that such policy will cover subjects enumerated in Schedule VII of the Act.

"CSR Committee" means the Corporate Social Responsibility Committee of the Board referred to in section 135 of the Act.

"CSR Policy" relates to the CSR outlook of the Company and the activities to be undertaken by the company as specified in Schedule VII to the Act and the expenditure thereon, excluding activities undertaken in pursuance of normal course of business of a company.

"Net profit" means the net profit of a company as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely :-

- a) any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and
- b) any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act:

Provided that net profit in respect of a financial year for which the relevant financial statements were prepared in accordance with the provisions of the Companies Act, 1956, (1 of 1956) shall not be required to be re-calculated in accordance with the provisions of the Act.

IV. CSR Policy requirements as per the Companies Act, 2013 and notified Rules

Pertaining to the provisions of section 135 of the new Companies Act, 2013 effected from April 01, 2014 and the corresponding rules therefor, Apax Partners India Advisers Private Limited (the Company) is required to comply with the Corporate Social Responsibility (CSR) regulations. And, the Company being a socially responsible citizen, the Company has decided to undertake the CSR activities and will partner with, and support, charities and non-profit organizations in India.

It may be noted that the term "CSR Policy" as used in the Act and the Rules notified on February 27, 2014 requires the following to be included:

- a) "A list of CSR projects or programs which a company plans to undertake falling within the purview of Schedule VII of the Act, specifying modalities of execution of such projects and programs and implementation schedules for the same; and
- b) Monitoring process for such programs provided that the CSR activities shall not include the activities undertaken in pursuance of normal course of business of the company.

The surplus arising out of CSR projects or programs or activities shall not form a part of the business profits of a company."

V. Scope

The Company's CSR Committee and/or Board of Directors will direct charities and non-profit organizations to utilize the funds in the following areas, amongst others and monitor the progress of such activities:

- a) Promoting Education, Including Special Education and Employment Enhancing Vocation Skills Especially Among Children, Women, Elderly and the Differently-Abled:
- b) Ensuring Environmental Sustainability, Ecological Balance, Protection of Flora and Fauna, Agro-Forestry, Conservation Of Natural Resources And Maintaining Quality Of Soil, Air And Water:
- c) Eradicating Hunger, Poverty and Malnutrition and Promoting Preventive Health Care and Sanitation:

The CSR projects or programs or activities undertaken by Company that benefit only the employees of the Company or their families is also not considered as a CSR activities by the Company.

VI. Funds

The Company shall spend at least 2% of average Net Profit of preceding three financial years, net profit being calculated in accordance with section 198 of the Companies Act, 2013.

The Company shall ensure that its total expenditure in the year for the CSR Activities shall meet and/or exceed the statutory minimum in accordance with the Companies Act, 2013.

VII. Implementation Structure

The CSR activities shall be undertaken either directly or through one or more registered trusts or societies with an established track record of three years in undertaking similar programs or projects.

- a) The Company shall specify the project or programs to be undertaken through these entities, the modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism.
- b) The CSR projects or programs or Activities will be undertaken in India only
- c) The Company shall not contribute any amount directly or indirectly to any political party.

- d) Any surpluses arising out of CSR projects or programmes or activities shall not form part of the business profits of the Company.
- e) The Board will ensure that the activities mentioned in CSR Policy of the Company are undertaken by the Company and will not be undertaken in pursuance of normal course of business of the Company. Where the Company fails to spend the amount then it shall mention the reasons thereof in its board report.
- f) The time period/duration over which a particular programme will be spread, will depend on its nature, extent of coverage and the intended impact of the programme. The progress of CSR programmes under implementation will be reported to the Board on a timely basis.

VIII. Monitoring and Reporting mechanism:

- a) The Board's report of a Company shall include an annual report on CSR containing particulars of the CSR Activities in the manner as specified in Corporate Social Responsibility Rules, 2014.
- b) The Company's Philanthropy and Engagement Team will monitor the progress of the CSR Activities, and will provide information to the Company's CSR Committee and/or Board of Directors, as may be necessary.
- c) All projects and programmes will be monitored by the company CSR team, based on these reports and regular field visits. The monitoring process will cover both programme and financial reviews.

IX. CSR Committee:

The Company is required to constitute a Corporate Social Responsibility Committee (hereinafter referred to as 'CSR Committee') which shall frame and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 or any amendment from time to time.

For the proper management of CSR activities of Company & smooth functioning, the Company has constituted a CSR Committee consisting of 3 members.

X. Display of CSR activities on Company's website

The annual report of the CSR activities along with the contents of the CSR policy of the Company shall be displayed on the Company's website.

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