



**Optiver India Securities Private Limited  
(OISPL)**

**Corporate Social Responsibility (CSR) Policy**

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Version 1

## Table of Contents

1. Objectives of the Policy
2. Introduction
  - 2.1 About OISPL
  - 2.2 About its CSR Obligations.
  - 2.3 Expenditure on CSR
3. CSR Philosophy and Mission
  - 3.1 Philosophy
  - 3.2 Mission
4. Approach to CSR
  - 4.1 Model of Implementation
  - 4.2. Priorities and Focus Areas
5. CSR Governance
  - 5.1 Formulation of CSR Committee
  - 5.2 Roles and Responsibilities of CSR Committee
  - 5.3 Frequency of meetings of CSR Committee
  - 5.4 Roles and Responsibilities of the Board
6. Annual Action Plan (Annual CSR Plan)
7. Collaboration
8. Criteria for selection, implementation, & monitoring Process
  - 8.1 Selection and approval of projects
  - 8.2 Project implementation guidelines including monitoring and evaluation process.
  - 8.3 Impact Assessment
9. Reporting and disclosures
10. Publication of CSR policy and program
11. Policy review and future amendments

## 1. Objectives of the Policy

This Policy serves as a guide to OISPL's commitment to social and environmental responsibility, contributing to sustainable development. The Policy aims to define OISPL's CSR philosophy, Mission, establish clear guidelines for governance, its CSR approach including focus areas and implementation strategies for CSR initiatives, ensuring effective monitoring to achieve its CSR objectives.

## 2. Introduction

### 2.1. About OISPL

Optiver India Securities Private Limited, (OISPL) is a part of Optiver Group, which is widely recognised as a leading market maker, providing liquidity to exchanges around the world.

OISPL was incorporated in India on 25 Oct 2023 and obtained its Stock Broking licenses with SEBI/NSE/BSE in 2024. Since starting its business in India, OISPL has become an important market maker providing liquidity on Indian Stock Exchanges (NSE/BSE).

With its advanced technology, competitive pricing, strong execution capabilities and robust risk management, OISPL strives to make markets more efficient.

### 2.2. About its CSR obligations

Section 135 of the Companies Act, 2013 read with the Companies (CSR Policy) Rules, 2014 made thereunder states as follows:

- Every company having a net worth of Rs.500 (five hundred) crores or more, or a turnover of Rs.1,000 (one thousand) crores or more, or a net profit of Rs. 5 (five) crores or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director (should the Company be needed to appoint one).
- Where a company is not required to appoint an independent director (which is the case for OISPL), it shall have in its Corporate Social Responsibility Committee of two or more directors.
- The Board of every company shall ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years, or where the company has not completed the period of three financial years since its

incorporation, during such immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

- The Company shall outline its CSR Obligation for the financial year based on the parameters laid down in Section 135(1) of the Companies Act, 2013 (the Act).
- In line with the mandates of the CSR regulations, the Company shall allocate its CSR obligation to be spent on CSR Activities that fall under the purview of Schedule VII of the Act.
- The CSR Committee of a company shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy.
- The Board of Directors of a Company shall mandatorily disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on their website, if any.

### **2.3. Expenditure on CSR**

Section 135 of the Companies Act, 2013 read with the Companies (CSR Policy) Rules, 2014 made thereunder states as follows:

- ✓ The Company may build CSR capabilities of their own personnel as well as of their Implementing Agencies, and such expenditure shall not exceed 5% of the total CSR spend of the Company as stated in the Rules from time to time.
- ✓ Determination of whether expenses fall within this 5% cap can be decided in consultation with the Chief Financial Officer of the Company based on the clarification available from time to time in this regard.
- ✓ Surplus arising out of the CSR initiatives shall not form part of the business profits of the Company and shall be reinvested back into the CSR activities of the Company.
- ✓ In case the Company spends in excess of its obligation in any given financial year, the excess amount spent may, at the discretion of the Board on the recommendation of the CSR Committee, be set-off against the obligation of the Company within the succeeding three financial years, failing which such set-off provision shall lapse.
- ✓ If a company spends less than the amount required to be spent under their CSR obligation, the CSR Committee shall submit a report to the Board and the Board shall specify the reasons for not spending in the Board's report and shall deal with the unspent amount in the following manner:
  - If the unspent amount pertains to "ongoing projects", the Company will transfer such unspent amount to a separate bank account of the Company to be called "unspent CSR Account" within 30 days from the end of the financial year.
  - If the unspent amount pertains to "other than ongoing projects", the Company shall transfer unspent amount to any fund included in Schedule VII of the Act within 6 months from the end of the financial year.

## 3. CSR Philosophy and Mission

### 3.1. Philosophy

OISPL is committed to doing the right thing while aiming for excellence. This commitment extends beyond the financial markets and defines how it engages with the society and the environment. By taking a very thoughtful approach to CSR, OISPL aims to create long term value for its people, its stakeholders, and the communities it engages with.

### 3.2. Mission

OISPL's mission is to positively impact the society and the environment by enabling equal chances for everyone and creating a sustainable environment through technology, science, and education. OISPL is committed to contributing to a world where everyone has equal opportunities to thrive, regardless of their background, by championing access to education, advancing gender equality, and supporting a sustainable future driven by science and innovation.

OISPL believes that education is a catalyst for socioeconomic mobility and is essential for escaping poverty and hence an important element of creating equal chances for everyone. OISPL is committed to promoting diversity and inclusion, with a strong focus on gender equality, recognizing that women and girls represent half of India's potential. OISPL acknowledges climate change as a critical global and national challenge and support the preservation, protection, and restoration of ecosystems it operates in.

Technology, science, and education are close to OISPL's business and constitute an important aspect of the mission.

## 4. Approach to CSR

### 4.1. Model of Implementation

OISPL may discharge its CSR obligation for a financial year through the activities route or the contribution route. When discharging its obligation through the activities route, it may do so by implementing projects itself, or through eligible implementation agencies as prescribed under the CSR regulations, or in collaboration with one or more companies as prescribed under the CSR regulations.

OISPL may engage international organisations for support across areas such as designing, monitoring, and evaluation of CSR projects, capacity building of its personnel involved in CSR activities, but shall not engage an international organisation for the implementation of its CSR activities.

## 4.2. Priorities and Focus Areas

OISPL shall ensure that any activity undertaken in discharge of its CSR obligation in any given financial year shall be in line with the thematic areas listed under Schedule VII of the Companies Act, 2013.

OISPL shall ensure that in line with the CSR regulations, the following activities are not carried out in discharge of its obligation:

- (i) Activities undertaken in pursuance of normal course of business of OISPL
- (ii) Activities undertaken outside India, except for training of Indian sports personnel representing any State or Union Territory at national level or India at international level
- (iii) Contribution of any amount, directly or indirectly, to any political party under section 182 of the Act
- (iv) Activities benefitting employees of the OISPL as defined in section 2(k) of the Code on Wages, 2019
- (v) Sponsorship activities for deriving marketing benefits for products/services
- (vi) Activities for fulfilling statutory obligations under any law in force in India.

To the extent feasible and required, OISPL shall give preference to local areas when it comes to selecting geographies for implementing its CSR projects, however, the it shall ensure that local area preference is balanced with national priorities.

## 5. CSR Governance

### 5.1. Formulation of CSR Committee

OISPL shall ensure that it forms a CSR Committee comprising of two or more directors or as required under the law. Currently, as OISPL is not required to appoint an independent director under any regulation, its CSR Committee shall not have any independent director.

Should the CSR obligation of the OISPL fall below INR 50,00,000 (Rupees Fifty Lakh / Five Million Only) the Board may be authorised to discharge the functions of the CSR Committee and the CSR Committee shall cease to exist.

### 5.2. Roles and Responsibilities of the CSR Committee

The CSR Committee shall be responsible for:

- (i) formulating and recommending to the Board for approval the CSR policy.
- (ii) recommending to the Board for approval the amount of expenditure to be incurred on CSR activities.
- (iii) monitoring the CSR policy of OISPL from time to time.

- (iv) formulating and recommending to the Board for approval, an Annual Action Plan (AAP) in pursuance of this Policy, which shall include the items as mentioned in rule 5(2) of the Companies (CSR Policy) Rules, 2014; and
- (v) any other responsibility it has been tasked with by the Board

Where possible, CSR Committee may align its CSR projects and activities with Optiver Group / Optiver Foundation.

### **5.3. Frequency of the Meetings of the CSR Committee**

The CSR Committee shall meet at least 2 (Two) times in a year. Members of the CSR Committee can agree mutually regarding time and place for the said meetings. Quorum for the meeting shall be 2 members. The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio-visual means in accordance with the provisions of the Companies Act, 2013 and rules made thereunder from time to time.

### **5.4. Roles and Responsibilities of the Board:**

The Board shall be responsible for the following matters:

- (i) approving the CSR policy.
- (ii) disclosing the contents of such policy in its report and placing it on the website, if any.
- (iii) ensuring that the activities included in this Policy are undertaken by OISPL.
- (iv) ensuring that OISPL spends, in every financial year, at least two per cent of the average net profits made during the three immediately preceding financial years or during the immediately preceding financial year(s) applicable.
- (v) satisfying itself regarding the utilisation of the disbursed CSR funds; and
- (vi) if OISPL fails to spend at least two per cent of the average net profits, the Board shall, in its report made under clause (o) of sub-section (3) of section 134, specify the reasons for not spending the amount and transfer the unspent CSR amount as per provisions of sections 135(5) and 135(6) of the Act, as applicable.

The CSR Committee and the Board may approve any items related to the CSR such as its obligation, annual action plan, modifications to the annual action plan, etc., via circular resolutions in case holding meetings for any purpose is not feasible for any reason.

## **6. Annual Action Plan**

The Annual Action Plan (AAP) or Annual CSR Plan is a yearly plan of CSR activities that shall be placed before the Board of Directors of OISPL for their approval based on the recommendation of the CSR Committee, which outlines the following aspects of CSR initiatives:

- ✓ the list of projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act
- ✓ the manner of execution of such projects or programmes

- ✓ the modalities of utilisation of funds and implementation schedules for the projects or programmes
- ✓ monitoring and reporting mechanism for the projects or programmes.
- ✓ details of need and impact assessment, if any, for the projects

The Board of OISPL may, based on reasonable justification provided, at any time during the course of a financial year, alter the AAP as per the recommendations of the CSR Committee.

## 7. Collaboration

OISPL may contribute on its own or may collaborate with any other company/ies from time to time for undertaking CSR activities and the Board may report separately on such activities in accordance with the CSR regulations.

## 8. Criteria for Selection, Implementation & Monitoring Process

Criteria for selection, implementation and monitoring of CSR initiatives and projects will be as under:

### 8.1. Selection and approval of projects

OISPL shall form a working group (CSR working Group) which shall work closely with CSR Implementation partners to identify and shortlist the projects which fall within OISPL's stated CSR objections and its CSR policy.

CSR Working Group, shall invite the proposals from CSR NGO partners, review these proposals and perform adequate due diligence with the help of CSR Implementation Partners. CSR working Group shall present and recommend the shortlisted proposals to CSR Committee for their final review and consideration.

### 8.2. Project implementation guidelines including Monitoring and Evaluation (M&E) process.

Guidelines shall be put in place for the continued monitoring through the project life cycle to ensure the timely disbursement of funding and the implementation of activities as per the Annual Action Plan. OISPL may undertake monitoring and evaluation of projects itself, or through an agency identified by it for this purpose. OISPL shall ensure that any money from its CSR obligation which is used towards the acquisition or creation of a capital asset shall not be held by it, but shall be held by an eligible implementation entity, or beneficiaries of the CSR project in the form of self-help groups, collectives, etc., or a public authority. Any expenses incurred related to the transfer of assets created using CSR funds such as stamp duty payment, registration fees, etc., shall be considered as CSR spends.

OISPL shall disburse funds to implementation entities against the achievement of mutually agreed milestones and documentation substantiating such claims by the implementation entity. In case any GST related expenses are incurred by OISPL, no input credit shall be claimed on the same.

OISPL may, at its discretion, claim benefits under section 80G of the Income Tax Act, 1961, towards grant monies provided in discharge of its CSR obligation to eligible implementation entities.

### **8.3. Impact assessment**

Wherever mandatory in line with the CSR regulations, Impact assessment shall be carried out minimum one year after completion of CSR project. OISPL shall ensure that such mandatory impact assessments, if any, shall be carried out by an independent agency selected by the Board and OISPL shall not spend more than the higher of INR 50,00,000 (Rupees Fifty Lakh / Five Million Only) or 2% of its spends in the financial year on CSR on impact assessment.

Impact assessment shall only be undertaken for projects having a cumulative outlay of INR 1,00,00,000 (Rupees One Crore / Ten Million) or more, once the average obligation of OISPL over the immediately preceding three financial years reaches INR 10,00,00,000 (Rupees Ten Crore / Hundred Million Only) or more.

## **9. Reporting and Disclosures**

The Chief Financial Officer (CFO) or person responsible for financial management of OISPL shall ensure that they certify to the Board that the CSR obligation of OISPL for every financial year has been discharged completely in the manner and for the purpose approved by the Board.

The Board shall also prepare an annual report on CSR which shall feed into the annual report of OISPL in accordance with the formats prescribed under the CSR regulations and ensure that any other reporting requirements in line with the regulations are complied with.

## **10. Publication of CSR Policy and Programmes**

The Board of OISPL shall disclose on the website, if any, for public access, the composition of its CSR Committee, its CSR Policy and the project approved by the Board.

## 11. Policy review and future amendments

The CSR Committee shall review this Policy from time to time and make suitable changes as may be required and submit the same for the approval of the Board.

### Document Control

Document Version	Date of Issue	Changes Made	Author	Approved By
Version 1	16-June-2025	New Policy	Vipul Chatwani	CSR Committee