



Aptus Pharma Limited

Connecting.....Life

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Contents

1. Preamble	3
2. Objective	3
3. Definitions.....	3
4. Familiarisation Programmes	3
5. Policy Review	4
6. Interpretation.....	5
7. Disclosure	5

1. Preamble

The Policy on Familiarization Programme for Independent Directors is framed by Aptus Pharma Limited in compliance of Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with Section 149 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time.

2. Objective

The primary objective of this policy is to conduct the familiarization programme which aims to familiarize Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the Industry and business model of the Company, etc.

3. Definitions

- a) **“Act”** means the Companies Act, 2013, as may be amended from time to time.
- b) **“Board of Directors” or “Board”** means the Board of Directors of **Aptus Pharma Limited, as constituted from time to time.**
- c) **“Company”** means Aptus Pharma Limited.
- d) **“Independent Director”** means a Director of the Company, not being a whole-time director and who satisfies other criteria for independence under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- e) Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation, amended from time to time.

4. Familiarisation Programmes

A. Initial Familiarisation

The Company shall issue a detailed letter of appointment to the Independent Directors at their appointments/re-appointment containing, inter alia, their role, responsibilities etc.

To get familiarised with the business and operations of the Company, the Company shall also provide to the new Independent Directors, an induction kit which shall consist of following information/Documents:

- a. Brief introduction of the Company;
- b. Memorandum & Articles of Association of the Company;
- c. Profile of Board of Directors and senior management personnel;
- d. Details of Composition of various Committees of the Board and terms of reference thereof;
- e. Code of Conduct for prevention of Insider Trading;
- f. Various Policies / Charters adopted by the Board; and
- g. Latest Annual Report.

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- h. note on Directors' roles, functions, duties, responsibilities and liabilities under the Act Listing Regulations;
 - i. the publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients; and
 - j. the meeting shall be arranged with the Managing Director and Chief Financial Officer to discuss the functioning of the Board and the nature of Company's business & operational activities.

Apart from Independent Directors, Non-Executive Directors shall also be eligible to attend the familiarization programmes.

B. Continual Familiarisation

The Presentations will regularly be made to the Board and its various committees, where the Directors/Committee Members get an opportunity to interact with the senior management team including the statutory and the internal auditors of the Company. Such presentations inter alia cover the following:

- a) the performance of the Company,
- b) operating results,
- c) management outlook on business,
- d) economic/industry developments,
- e) Industry updates,
- f) review of ongoing projects,
- g) financials, risks and mitigation plans,
- h) initiatives on health and safety,
- i) compliances,
- j) major litigations, and
- k) regulatory scenario etc.

Each director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's Familiarisation Programmes for Independent Directors management.

5. Policy Review

The policy shall be periodically reviewed and brought in conformity with statutory and regulatory requirements, as and when required. This Policy has been approved at the Meeting of the Board of Directors held on 25th February, 2025.

6. Interpretation

In any circumstance where the provisions of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedence over this Policy until such time as this Policy is changed to conform to the said law, rule, regulation or standard.

7. Disclosure

Under Regulation 46(2)(i) of the Listing Regulations, the Company shall periodically upload on its website and shall provide in the annual report the following information regarding the familiarization programs conducted for independent directors:

- a. number of programs attended by Independent Directors (during the year and on a cumulative basis till the date of disclosure);
- b. number of hours spent by Independent Directors in familiarization programs (during the year and on cumulative basis till date); and
- c. other relevant details regarding the familiarization programs.

The Policy is disclosed on Company's website i.e. www.aplus-pharma.com.
