



Aptus Pharma Limited

Connecting.....Life

POLICY ON BOARD DIVERSITY

Contents

1. Preamble	3
2. Objective.....	3
3. Definition	3
4. Policy statement	3
5. Optimum Composition.....	4
6. Policy Review	5
7. Interpretation.....	5
8. Disclosure	5

1. Preamble

The Policy on Board Diversity is framed by Aptus Pharma Limited in compliance of Regulations 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

2. Objective

The Company believes that composition of Board of Directors is one of the pillars for an ensuring high standard of Corporate Governance. A diverse Board will leverage difference in thoughts, enhance the quality of the decisions by utilizing the different skills, qualification, professional experience, knowledge etc. of the members of the Board which is necessary for achieving the growth of the Company.

3. Definitions

- a) “Act” means the Companies Act 2013, as 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) “Nomination and Remuneration Committee or NRC or Committee” means the committee constituted by the Board of Directors of the Company in accordance with section 178 of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as constituted from time to time.
- e) “Policy” means Policy of Board Diversity, as amended from time to time.
- f) 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. Policy Statement

- I. The Board shall have an optimum combination of Executive, Non-Executive Director(s) and Independent Director(s), & the Company shall comply with all the statutory requirements with respect to composition and diversity of the Board.
- II. The NRC shall play an important role in identifying suitable candidates, and in recommending their candidature for appointment on the Board of the Company as and when the need arises.
- III. The NRC shall give due regard to the followings guidelines, while identifying the candidature, for appointment on the Board of the Company:
 - a. No discrimination or bias on grounds of age, ethnicity, gender, religion or other socio-cultural factors;



-
- b. The appointment on the Board will be made on merit, which shall take into consideration the skills, experience, and competencies required for effective functioning and independence of the Board, and also personal qualities of integrity and ethical conduct, team-playing capabilities and other positive attributes of the Director.
 - c. Endeavour to have individuals on the Board, with a diverse set of personalities, demographics, ideally representing a wide cross-section of industries, professions, backgrounds, occupations and functions, and possessing a blend of skills, domain and functional knowledge, experiences, educational qualifications.
 - d. Take into consideration the present composition of the Board, the competencies required to further strengthen the Board, the time and availability of the candidate being recommended for appointment and the personal attributes referred to above.
- IV. All Directors shall be encouraged to express their views openly, constructively, independently and without any concern, on all matters placed before the Board for discussion.
- V. The Board and Nomination and Remuneration Committee, while appointing any person as a Board Member, shall consider this Policy on Board Diversity.

5. Optimum Composition

- 1. In compliance with Regulation 17(1)(a) of the Listing Regulations:
 - a) The Board shall have an optimum combination of executive and non-executive directors and not less than fifty percent (50%) of the Board shall comprise of non-executive directors.
 - b) The Company shall have at least one-woman director on the Board to ensure that there is no gender inequality on the Board.

- 2. In compliance with Regulation 17(1)(b) of the Listing Regulations.

At least half of the Board shall comprise of Independent Directors (where the Chairman of the Board is executive) or at least one third of the Board consisting of independent directors (where the chairman of the Board is non-executive director). Provided, at least half of the Board shall comprise of Independent Directors, where the non-executive chairperson is a promoter of the Company or is related to any promoter or person occupying management positions at the level of the Board or at one level below the Board.

- 3. In compliance with Regulation 17(IC) of the Listing Regulations.

In any case, the Company shall ensure that approval of shareholders for appointment of a person on the Board is taken at the next general meeting or

within a time period of three months from the date of appointment, whichever is earlier.

6. 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 January, 2025.

7. 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.

8. Disclosure

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