



**ERIS LIFESCIENCES LIMITED**

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**CIN: L24232GJ2007PLC049867**

**DISCLOSURES WITH RESPECT TO EMPLOYEES' STOCK OPTION PLAN, 2017 OF THE COMPANY PURSUANT TO REGULATION 14 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND SEBI CIRCULAR CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 AS ON MARCH 31, 2017:**

- (A) Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time**

Members may refer to the audited financial statements prepared as per Indian GAAP for the year 2016-17.

- (B) Diluted EPS on issue of shares in accordance with 'Accounting Standard 20 –Earnings Per Share' issued by ICAI :**

NA, since the options were granted on April 12, 2017

- (C) Details related to Employees' Stock Option Plan, 2017 ("ESOP 2017")**

<b>Sr. No.</b>	<b>Description</b>	<b>Details</b>
<b>1</b>	Date of Shareholders' Approval	03 <sup>rd</sup> February, 2017
<b>2</b>	Total Number of Options approved under ESOPs	Not more than 3,91,599 equity shares
<b>3</b>	Vesting requirements	Options granted under ESOP 2017 would vest not earlier than 1 (One) year and not later than 5 (Five) years from the date of Grant of such Options.

		<p>The Option would vest on completion of vesting period and the vesting of options would be subject to continued employment/service with the Company. The Nomination and Remuneration Committee of the Company/Compensation Committee may specify certain performance parameters subject to which the Options would vest.</p> <p>The Options would vest in a Director only if he continues to remain a Director of the Company on the date of the Vesting of Options.</p> <p>Vesting of Options in case of Employees on long leave: The period of leave shall not be considered in determining the Vesting Period in the event the Employee is on a sabbatical. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Board.</p>
4	Exercise Price	<p>The Exercise Price per Option shall be such price as may be determined by the Nomination and Remuneration Committee of the Company /Compensation Committee being not less than the face value of an equity share of the Company as on the date of grant of Option. The Exercise price of options (as of the date of grant of options) was Rs.451.04.</p>

	Pricing Formula	Discount to fair market value of the Equity Shares as on the date of grant.
<b>5</b>	Maximum term of option granted	The options would vest over a maximum period of 5 years from the date of vesting of Options.
<b>6</b>	Sources of Shares	Primary
<b>7</b>	Variation in terms of options	Nil
<b>8</b>	Method used to account for ESOPs	The Company shall use any recognised method for valuation of the options.
<b>9</b>	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall be disclosed	NA
<b>10</b>	Option movement during the year as on March 31, 2017	
	a. Number of options outstanding at the beginning of the period	Nil
	b. Number of options granted during the year	Nil
	c. Number of options forfeited/lapsed during the year	Nil
	d. Number of option vested during the year	Nil
	e. Number of options exercised during the year	Nil
	f. Number of shares arising as a result of exercise of options	Nil

	g. Money realised by exercise of options (INR), if scheme is implemented directly by the company	Nil
	h. Loan repaid by the trust during the year from exercise price received	NA
	i. Number of options outstanding at the end of the year	Nil
	j. Number of options exercisable at the end of the year	Nil
<b>11</b>	Weighted average exercise prices and weighted average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	NA
<b>12</b>	Employee- wise details of options granted during the year to:	
	i. Senior Managerial Personnel	NA
	ii. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	NA
	iii. Identified employees who were granted option, during any one year, equal to or	NA

**13. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**

- a) The weighted average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk free interest rate and any other inputs to the model:

<b>Sr. No</b>	<b>Particular</b>	<b>2016-17</b>
a.	weighted average risk free interest rate	6.91%
b.	weighted average expected option life (in Years)	5.50
c.	weighted average expected volatility	20.56%
d.	weighted average expected dividend yield	1.00%
e.	weighted average share price	601.38
f.	weighted average exercise price (rounded to nearest decimal)	451.00

- b) **The method used and the assumptions made to incorporate the effects of expected early exercise:** Black Scholes Option Pricing Model. The assumptions are as stated in the above table.

- c) **How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility:**  
The expected volatility has been calculated based on the nearest comparable peers prices, as the historical data of the Company is not available considering the unlisted status of your Company as at the end of the period under review.

- d) **Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition:** Yes, the features are mentioned below, viz:
- a. weighted average risk free interest rate
  - b. weighted average expected volatility
  - c. weighted average share price

**Disclosures in respect of grants made in three years prior to IPO under each ESOP:**

During the period under review the Company has not granted any options to its employees under the ESOP 2017. However on April 12, 2017 all options i.e. 391,599 options has been granted prior to the IPO and there has no exercise of the options or there are any lapse of the option.

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