

Eris

ERIS LIFESCIENCES LIMITED

Registered Office: 8th Floor, Commerce House IV, Prahladnagar,
100 Feet Road, Ahmedabad – 380015

Email: complianceofficer@erislifesciences.com Website: www.eris.co.in
Tel: +91 79 3045 1000 Fax: +91 79 3017 9404
CIN: L24232GJ2007PLC049867

NOTICE

NOTICE IS HEREBY given that the twelfth Annual General Meeting (AGM) of the Members of Eris Lifesciences Limited will be held on Saturday, September 29, 2018, at 11:00 A.M., at HT Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including consolidated financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Inderjeet Singh Negi, (DIN: 01255388) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019 and in this regard, to pass with or without modification(s) the following resolution as an Ordinary Resolution
"RESOLVED THAT subject to the provisions of Section 148 and the other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactments thereof), the Company hereby ratifies the remuneration to be paid as set out in the Explanatory Statement annexed to the Notice convening the twelfth AGM payable to M/s. Kiran J Mehta & Co. (FRN-000025), Cost Accountants, Ahmedabad, appointed as the Cost Auditors by the Board of Directors to conduct the audit of cost records maintained by the Company for the Financial Year 2018-19.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution."

4. To appoint Mr. Prashant Gupta as an Independent Director and in this regard to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Prashant Gupta (DIN 08122641), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 30, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT subject to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Prashant Gupta, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, commencing April 30, 2018 to April 29, 2023, be and is hereby approved."

5. To approve the change in the 'Object Clause' of the Memorandum of Association of the Company and in this regard to pass the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s)), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to such approvals, permissions and sanctions of appropriate authorities, consent of the members of the Company be and is hereby accorded for the addition of clauses in the object clause of the Memorandum of Association of the Company in the manner set-out below.

Clause III. [A] 3 be and is hereby inserted after the clause III. [A] 2 as under:

"To carry on the business of manufacturing, trading, importing, exporting, supplying, innovating, researching, developing, improvising, allowing hired use, loaning equipment relating to fitness, wellness, fitness testing or measurement (whether electronic, electrical, mechanical or any combination thereof), healthcare, laboratory, patient need tools, implements, equipment, healthcare, recuperative or preventive intervention."

Clause III. [A] 4 be and is hereby inserted after the clause III. [A] 3 as under:

"To carry on the business of manufacturing, trading, importing, exporting, supplying, innovating, researching, developing Cosmetics, Cosmeceutical, beauty, appearance enhancement products, essences, personal hygiene or personal care products, health Care products, substances adapted for medical use, nutritional products, nutritional additives or supplements and any other like healthcare, wellness, recuperative or preventive intervention including without limitation dietary supplements, vitamins, minerals, fibre, fatty acids, amino acids, protein containing supplements, modified foods, dietetic substances, health foods and allied foods products, whether in ready to drink or eat form or otherwise."

6. To authorise the Board of Director to sell, lease or dispose of the undertaking of the company and in this regard to pass the following resolution as a Special Resolution:

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or amendments thereof) and Rules made thereunder, to create security by way of mortgage, hypothecation, pledge and / or charge, in addition to the mortgage(s), hypothecation(s), pledge(s) and/or charge(s) already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully/ partly Convertible Debentures and/or Secured/Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1) (c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation/ revaluation/fluctuation in the rate of exchange etc.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

By order of the Board of Directors

Date: August 9, 2018
Place: Ahmedabad

Milind Talegaonkar
Company Secretary
Mem. No. A26493

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy need not be a member of the Company.
A Proxy form is attached herewith. Proxy form must be received at the Registered Office of the Company, not later than 48 hours before the commencement of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company, then such proxy shall not act as a proxy for any other person or member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Corporate members intending to authorize its representatives to attend the Meeting are requested to submit to the Company at its Registered Office, a certified copy of the Board Resolution / authorization document authorizing their representative to attend and vote on their behalf at the Meeting.
3. Only Registered Members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non Members from attending the meeting.
4. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of business under Item Nos. 3 to 6 of the Notice, are annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.
5. The Register of Members and Share Transfer Books of the Company shall be closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 [both days inclusive]
6. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. The information of the Director retiring by rotation and being eligible seeking re-appointment at the ensuing Annual General Meeting is given in the Corporate Governance Report.
8. Notice of the twelfth Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members, whose email addresses are registered with the Company or Depository Participant[s] for communication purposes unless any member has requested for a hard copy of the same.
9. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to carry your folio number/ demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
10. The Companies (Management and Administration) Rules, 2014 allows the companies to serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Accordingly, the Notice of the Annual General Meeting along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website www.eris.co.in.
11. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to Link Intime India Private Limited (Company's Registrar and Share Transfer Agent). Members holding the Company's shares in dematerialized form are requested to register/ update their e-mail address with their Depository Participant(s) directly.
12. The certificate from the Auditors relating to the Company's Stock Options regarding implementation of ESOP, under SEBI (Share Based Employee Benefits) Regulations, 2014 will be available for inspection at the Annual General Meeting.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
14. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India for permanent settlement, immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be.
15. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours except on holidays.
16. Voting through electronic means
 - a. The business as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with the Companies [Management and Administration] Rules, 2014, Secretarial Standards-2 issued by the Institute of Companies Secretaries of India on General Meetings and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with Central Depository Services (India) Limited (CDSL) to facilitate the members to cast their votes from a place other than venue of the AGM [remote e-voting]. The facility for voting shall be made available at the AGM through polling paper and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Please note that the voting through electronic means is optional for the members.
 - b. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.
 - c. The Notice will be displayed on the website of the Company www.eris.co.in and on the website of CDSL www.evotingindia.com.
 - d. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again.
 - e. The Members whose names appear in the Register of Members / List of Beneficial Owners prior to commencement of book closure date are entitled to vote on Resolutions set forth in the Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date may approach CDSL for issuance of the USER ID and Password for exercising their right to vote by electronic means.
 - f. Members are requested to follow the instructions below to cast their vote through e-voting:
 - (i) The remote e-voting period will commence at 9:00 a.m.(IST) on Wednesday, September 26, 2018 and will end at 5:00 p.m. (IST) on Friday, September 28, 2018. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 22, 2018 may cast their vote by remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Eris Lifesciences Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details: Mr. Rakesh Dalvi, Dy. Manager, CDSL 16th Floor, PJ Towers, Dalal Street, Fort, Mumbai–400 001 Email : helpdesk.evoting@cdslindia.com Tel: 18002005533

A member can opt for only one mode of voting i.e. either through remote e-voting or voting at the meeting. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.

17. The board of directors has appointed Mr. Ravi Kapoor, Practicing Company Secretary (FCS No. 2587; COP No 2407) to act as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
18. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The results declared along with the Scrutinizer’s report, will be posted on the website of the Company www.eris.co.in and on the website of CDSL and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and communicated to the Stock Exchanges.
19. Members are requested to bring their copy of the Annual Report to the meeting. Members/ proxies should bring the attendance slips duly filled in for attending the meeting.

Ahmedabad, 9th August, 2018

By Order of the Board of Directors

Milind Talegaonkar

Company Secretary

Mem. No.: A26493

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 3

In accordance with the provisions of section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the Company pertaining to the applicable products manufactured by the Company. On the recommendation of the Audit Committee, the Board of Directors have approved the re-appointment of M/s. Kiran J Mehta & Co. (FRN-000025), Cost Accountants, Ahmedabad as the Cost Auditors to conduct audit of cost records of the Company for the financial year 2018-2019, at a remuneration of Rs. 75,000/-.

M/s. Kiran J Mehta & Co. Cost Accountants have furnished a certificate regarding their eligibility for appointment as the Cost Auditors of the Company. As per the provisions of the Act read with the Rules, the remuneration payable to the Cost Auditors shall be ratified by the members of the Company.

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out in Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

Item No. 4

The Board of Directors had appointed Prashant Gupta (DIN 08122641), as an Additional Director of the Company classified as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from April 30, 2018 to April 29, 2023, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Prashant Gupta shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received recommendation of Nomination and Remuneration Committee of the Company, recommending his candidature for the office of Director.

The Company has received consent and declaration from Mr. Prashant Gupta to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Prashant Gupta fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as Independent Director. The terms and conditions of his appointment shall be available on the website of the Company and open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM. He does not hold any shares in the company either by himself or for the benefit of other.

Mr. Prashant Gupta holds a degree of Bachelor of Arts in Jurisprudence and Master of Arts in Jurisprudence from the University of Oxford, England, and a Bachelor of Commerce from the Shri Ram College of Commerce, University of Delhi. He is member of the Bar Council of Delhi and State Bar of California. He is a Partner in the corporate department of Shardul Amarchand Mangaldas. Prashant has been recognized by Who's Who Legal, Chambers Asia, Indian Lawyer 250, Legal500 and other legal industry publications as one of the leading capital markets practitioners in India. He has also been selected by the Indian Business Law Journal as one of the top 100 lawyers in India in 2016 and 2017. Considering his experience, the Board recommends the said appointment.

Further details of Mr. Prashant Gupta have been given in the corporate governance report which forms part of annual Report.

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out in Item No. 4 of the Notice.

Except Mr. Prashant Gupta and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

Item No. 5

The Company is in the business of manufacturing and commercializing branded pharmaceutical products in selected therapeutic areas within the chronic and acute categories of Indian Pharmaceutical Market, such as: cardiovascular; anti-diabetics; vitamins; gastroenterology; and anti-infectives. The Company intends to expand and diversify its business and operate in new areas. Hence, the Board of Directors in their meeting held on 9th August,

2018 has considered and approved the proposed amendment in the object clause as set in the resolution. The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing activities of the Company.

Copy of the existing MOA, and a copy depicting the proposed amendments and other allied documents, if any, being referred in this resolution would be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.

Pursuant to the provisions of the Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s), alteration in object clause of the MOA requires the approval of Members by way of special resolution.

Accordingly, consent of the members is sought by way of a special Resolution as set out in Item No. 5 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

Item No. 6

Considering the Company's future growth plans and possible requirement of additional funds for its operations, and modernization, the borrowings, if and when required, may need to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender(s) including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

As advised, it would be judicious for the Company to seek the consent of its members before exercising the powers mentioned in Section 180(1)(a) of the Companies Act, 2013 read with applicable rules framed thereunder, since creation of such securities or any possible invocation thereof may be construed as disposal of the undertaking of the Company.

The resolution contained in item no. 6 of the accompanying Notice, accordingly, seek members' approval in respect of the borrowing limits and disposal of the Company's undertaking(s) by way of creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (including a Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection thereto.

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolutions.

Accordingly, consent of the members is sought by way of a special Resolution as set out in Item No. 6 of the Notice.

Ahmedabad, 9th August, 2018

By Order of the Board of Directors

Milind Talegaonkar

Company Secretary

Mem. No.: A26493

Eris

ERIS LIFESCIENCES LIMITED

Registered Office: 8th Floor, Commerce House IV, Prahladnagar,
100 Feet Road, Ahmedabad – 380015

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Tel: +91 79 3045 1000 Fax: +91 79 3017 9404
CIN: L24232GJ2007PLC049867

ATTENDANCE SLIP

VENUE OF THE MEETING: HT Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015

DAY, DATE & TIME: Saturday, September 29, 2018, at 11:00 A.M

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name of Member(s)	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No.	

*Applicable for investors holding shares in Electronic form.

I certify that I am a registered shareholder(s)/proxy for the registered shareholder of the Company.

I hereby record my presence at the twelfth Annual General Meeting of the Company to be held on Saturday, September 29, 2018, at 11:00 A.M at HT Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015

Signature of Member/Proxy

Notes

1. Please check the details carefully for their correctness before submitting the slip.
2. Please carry this attendance slip (or its copy or printout) with you while coming to the meeting.



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Tel: +91 79 3045 1000 Fax: +91 79 3017 9404
CIN: L24232GJ2007PLC049867

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

VENUE OF THE MEETING: HT Parekh Hall, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015

DAY, DATE & TIME: Saturday, September 29, 2018, at 11:00 A.M

Name of Member(s)	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No.	

*Applicable for investors holding shares in Electronic form.

I/We, _____, being the member(s) of _____ shares of Eris Lifesciences Limited hereby appoint the following as my/our Proxy to attend and vote on a poll (for me/us and on my/our behalf at the twelfth Annual General Meeting of the Company to be held on Saturday, September 29, 2018, at 11:00 A.M and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Name:

Registered address:

Email id:

Signature: _____, or failing him/her

2. Name:

Registered address:

Email id:

Signature: _____, or failing him/her

3. Name:

Registered address:

Email id:

Signature: _____, or failing him/her

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sr.No.	Resolution	Number of shares held	For	Against
ORDINARY BUSINESS				
1	To receive, consider and adopt the Audited Financial Statements including consolidated financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Mr. Inderjeet Singh Negi, (DIN: 01255388) who retires by rotation and, being eligible, offers himself for re-appointment.			
SPECIAL BUSINESS				
3	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019.			
4	To appoint Mr. Prashant Gupta as an Independent Director.			
5	To approve the change in the 'Object Clause' of the Memorandum of Association of the Company.			
6	To authorise the Board of Directors to sell, lease or dispose of the undertaking of the Company.			

This is optional. Please put a tick mark(√) in the appropriate column against the resolution indicated in the box. If a Member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a Member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signed this ____ day of _____ 2018.

Signature of Shareholder: _____ Signature of Proxy Holder(s): _____

Affix Revenue Stamp

Notes

1. Proxy form must be received at the Registered Office of the Company, not later than 48 hours before the commencement of the Annual General Meeting.
2. A Proxy need not be a Member of the Company.
3. In the case of joint holders, the vote of the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. Shareholders may vote either for or against each resolution.



HT Parekh Hall,

Ahmedabad Management Association,
ATIRA Campus,
Dr. Vikram Sarabhai Marg,
Ahmedabad – 380 015