



ERIS LIFESCIENCES LIMITED

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

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CIN: L24232GJ2007PLC049867

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE IS HEREBY given pursuant to the provisions of Section 110 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings (“SS-2”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 (the “General Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) that Eris Lifesciences Limited (“the Company”), is seeking approval of the members by way of passing an Ordinary Resolution for reclassification of shareholders belonging to promoter group category to Public category, through postal ballot i.e., voting by electronic means.

Further, the MCA has, vide the aforementioned Circular dated 13th April 2020, permitted the dispatch of Postal Ballot Notices by email to the shareholders who have registered their email ids with the Company / RTA / Depository Participant / Depository and secure their votes through e-voting. In respect of those shareholders who have not registered their email ids, the Company has provided the mechanism in this notice to register their email ids and a public notice to that effect will be published.

The proposed Ordinary Resolution and Explanatory Statement pursuant to Section 102 of the Act setting out all material facts relating to the proposed resolution is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (FCS No. 2587; COP No 2407), proprietor of M/s. Ravi Kapoor & Associates, Ahmedabad as Scrutinizer for conducting the E-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility to enable the shareholders of the Company to cast their votes electronically, instead of Postal Ballot Form. The reasons for not enclosing the Postal Ballot form have already been explained in the foregoing paras. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by E-voting. The Company has engaged the services of Link Intime India Private Limited ("RTA"), for the purpose of providing e-voting facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the section 14 'General instruction relating to e-voting' in this Notice and cast their votes not later than 5:00 p.m. on Saturday, July 24, 2021.

The Scrutinizer will submit his report to the Chairman of the Company or any other Director/person of the Company as authorised by the Board, if any, upon completion of scrutiny of votes cast through e-voting facility in a fair and transparent manner and the result of the Postal Ballot through e-voting facility will be announced on or before Monday, July 26, 2021 at the Company's Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website www.eris.co.in, besides communicating to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

RESOLUTION PUT THROUGH POSTAL BALLOT

SPECIAL BUSINESS:

ITEM NO. 1 - TO APPROVE THE RE-CLASSIFICATION OF SHAREHOLDERS BELONGING TO PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY

To consider and if thought fit, to assent/ dissent to the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval from the BSE Limited, National Stock Exchange of India Limited and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force),

approval of the Members be and is hereby accorded for re-classification of following persons (Applicants), from the "Promoter and Promoter Group" Category to the "Public" Category.

Sr. NO.	NAME OF PERSON / ENTITY
1	Himanshu Jayantbhai Shah
2	Nimisha Himanshu Shah
3	Urmila Jayantbhai Shah
4	Saurabh Jayantbhai Shah
5	Harsh Himanshu Shah
6	Asmi Himanshu Shah
7	Subodhchandra H. Shah
8	Hansaben S. Shah
9	Hetal Vasani
10	Vishant Shah
11	Himanshu Jayantbhai Shah HUF
12	Saurabh Jayant Shah HUF

RESOLVED FURTHER THAT on receipt of approval from the Stock Exchange(s), the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Executive Directors and the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings to stock exchange(s), seeking approvals from the BSE Limited, the National Stock Exchange of India Limited(as applicable), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.”

By order of the Board of Directors

Date: June 12, 2021

Place: Ahmedabad

Milind Talegaonkar

Company Secretary

Mem. No. A26493

NOTES:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business is annexed hereto.

1. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office and the Corporate Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will also be made available on the website of the Company during the abovementioned period.
2. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively issued by the Ministry of Corporate Affairs (MCA) the Company is pleased to offer e-voting facility to its Members holding equity shares as on June 18, 2021 being the cut-off date, to exercise their right to vote electronically on the above resolution.
3. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'General instruction relating to e-voting' in this Notice.
4. Pursuant to the Circular dated 13th April 2020 issued by MCA, the Notice, together with the documents accompanying the same, is being sent to all the Members electronically by e-mail who have registered their e-mail ids with the Company / Registrar and Transfer Agents/ NDSL/ CDSL/ Depository Participants) and whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on June 18, 2021.
5. **Process for registration of email addresses is as under:**
 - Members holding shares in electronic/demat form, please update your email address with your depository participants. However, Members may temporarily register the same with the Company's Registrar and Share Transfer Agent i.e. M/s. Link Intime India Private Limited at https://web.linkintime.co.in/EmailReg/Email_Register.html on their website <https://linkintime.co.in/> in the Investor Services tab by providing details such as Name, DP ID, Client ID, PAN mobile number and e-mail address.
 - Members holding shares in physical form and who have not registered their email address may register the same with the Company's Registrar and Share Transfer Agent i.e. M/s. Link Intime India Private Limited at

https://web.linkintime.co.in/EmailReg/Email_Register.html on their website <https://linkintime.co.in/> in Investor Services tab by providing details such as Name, Folio number, Certificate number, PAN mobile number and email address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB)

On submission of the above member detail, One Time Password (OTP) will be received by the Member which needs to be entered in the link for verification.

6. The aforementioned mechanism of registration of email ids for the purpose of e-voting will be also given by the Company in the Public Notice.
7. The Notice will be displayed on the website of the Company viz., www.eris.co.in and on the website of Link Intime India Private Limited, Registrar and share transfer agent of the company (<https://instavote.linkintime.co.in>). The notice shall also be uploaded on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.
8. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in newspapers having wide circulation in the district where the Registered Office of Company is situated.
9. The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No. FCS 2587) and proprietor of M/s. Ravi Kapoor & Associates, Ahmedabad as the Scrutinizer for conducting e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the e-votes submitted. The Scrutinizer's decision on the validity of the e-votes shall be final. The results of the postal ballot through e-voting will be announced on or before Monday, July 26, 2021 at the Registered Office of the Company. The results, together with the Scrutinizer's Report, will be displayed at the Registered Office of the Company and on the Company's website viz., www.eris.co.in, besides being communicated to BSE Limited and the National Stock Exchange of India Limited.
11. Kindly note that in view of the current outbreak of COVID-19 and also the urgency of the business to be transacted, the Members are allowed only one mode for voting i.e. e-voting.
12. The e-voting period commences on Friday, June 25, 2021 at 9:00 a.m. IST and ends on Saturday, July 24, 2021 at 5:00 p.m. IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e., June 18, 2021, are requested to cast their vote electronically. The e-voting module shall be disabled by RTA for voting on July 24, 2021 at 5.00 p.m. IST. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

13. General information relating to e-voting

- i) Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its Members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice.

The Company has engaged the services of Link Intime India Private Limited as the Authorized Agency to provide e-voting facilities. The e-voting facility shall be available during the following voting period:

- a) Commencement of e-voting: Friday, June 25, 2021 at 9.00 a.m.
b) End of e-voting: Saturday, July 24, 2021 at 5.00 p.m.

- ii) The cut-off date for the purpose of e-voting is Friday, June 18, 2021.
- iii) This communication forms an integral part of the Postal Ballot Notice, which is also available on the website of the Company (www.eris.co.in).
- iv) Please read the instructions for e-voting given below before exercising the vote.

14. General instruction relating to e-voting :

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.

1. Open the internet browser and launch the URL:
<https://instavote.linkintime.co.in>

▶ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.

5. E-voting page will appear.

	<p>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO. 1: TO APPROVE THE RE-CLASSIFICATION OF SHAREHOLDERS BELONGING TO PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY

The Company had received a letter dated 18th February, 2021 from the following persons falling under the category of “Promoters / Promoter Group” of the Company requesting to be re-classified from the category of “Promoters / Promoter Group” to “Public Category”:

Sr. NO.	NAME OF PERSON / ENTITY
1	Himanshu Jayantbhai Shah
2	Nimisha Himanshu Shah
3	Urmila Jayantbhai Shah
4	Saurabh Jayantbhai Shah
5	Harsh Himanshu Shah
6	Asmi Himanshu Shah
7	Subodhchandra H. Shah
8	Hansaben S. Shah
9	Hetal Vasani
10	Vishant Shah
11	Himanshu Jayantbhai Shah HUF
12	Saurabh Jayant Shah HUF

Pursuant to Regulation 31A of Listing Regulations along with amendments thereto, the Board of Directors of the Company analysed and approve the request, and decided to place the same before the shareholders in a general meeting for approval and thereafter apply for stock exchanges' approval.

Background:

Mr. Himanshu Shah along with other Applicants are the part of our promoter and promoter group of the Company since inception. Mr. Himanshu Shah holds 8,08,348 shares representing 0.60% of the capital of the Company as on date of this notice. Other than Mr. Himanshu Shah none of the other applicant holds shares of the Company.

Request for reclassification:

Applicants vide their Request Letter sought re-classification from Promoter group to public group due to below reasons.

At the present stage, where Mr. Himanshu Shah, has had a fulfilling professional career in the Industry in general and as one of the promoters with Eris Lifesciences in particular, he now

aspires to dedicate the remaining part of his life to the pursuit of his other callings, interests and passions and also yearns to spend more time with the family, relatives, and social circles in general. He was relieved from the Board Position of Executive Director on 31st May, 2020 and further decided to bid adieu to the Eris team on 2nd February, 2021.

Further, the Applicants have confirmed that they:

- i) do not, together, hold more than 10% (ten percent) of the total voting rights in the Company;
- ii) do not exercise control over the affairs of the Company, directly or indirectly;
- iii) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) are not represented on the board of directors of the Company (including through nominee director);
- v) are not acting as a key managerial person in the Company;
- vi) are not 'wilful defaulters' as per the Reserve Bank of India Guidelines; and
- vii) are not fugitive economic offenders.

Further, the Applicants have confirmed that subsequent to their reclassification, they shall continue to comply with the provisions of Regulation 31A(4) of the Listing Regulations.

Impact of exit of Applicants from Eris Promoters and Promoter Group

Pursuant to said transaction the holding of Promoters and Promoter group will reduce to the extent of shareholding of Applicants.

The said requests for reclassification were considered and analysed by the Board of Directors at its meeting held on May 13, 2021 and approved, subject to members 'approval and stock exchanges' approval subsequently.

None of the Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 1.

The Board recommends the resolution set forth in Item no. 1 for the approval of the Members.

By order of the Board of Directors

Date: June 12, 2021

Place: Ahmedabad

Milind Talegaonkar

Company Secretary

Mem. No. A26493