



ERIS LIFESCIENCES LIMITED

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CIN: L24232GJ2007PLC049867

NOTICE

NOTICE IS HEREBY given that the fifteenth Annual General Meeting (AGM) of the Members of Eris Lifesciences Limited will be held on Wednesday, September 01, 2021, at 11:00 A.M., through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements including Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kaushal Shah, (DIN: 01229038) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditor of the Company for four years, i.e, FY 2021-22 to FY 2024-25 and in this regard, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W100018) be and is hereby re-appointed as the Statutory Auditors of the Company for four years to hold office from the conclusion of the Fifteenth Annual General Meeting till the conclusion of the Nineteenth Annual General Meeting of the Company, at such remuneration as may be decided by the Board of Directors of the Company.

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.”

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2022 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 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 fifteenth annual general meeting 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 2021-22.

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.”

5. To appoint Mr. Rajeev Dalal as an Independent Director of the Company and in this regard, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Rajeev Dalal (DIN 00222650), who was appointed as an additional and independent director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and whose term of office expires at this Annual General Meeting and who is eligible for appointment as an Independent Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee proposing his candidature for office of Director, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of five years up to December 18, 2025.

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.”

6. To appoint Ms. Kalpana Unadkat as an Independent Director of the Company and in this regard, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Ms. Kalpana Unadkat (DIN 02490816), who was appointed as an additional and independent director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and whose term of office expires at this Annual General Meeting and who is eligible for appointment as an Independent Director and in respect of

whom the Company has received recommendation from the Nomination and Remuneration Committee proposing her candidature for office of Director, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of five years up to January 04, 2026.

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.”

7. To re-appoint Mrs. Vijaya Sampath as an Independent Director of the Company and in this regard, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Vijaya Sampath (DIN: 00641110) who was appointed as an Independent Director of the Company at the extra ordinary general meeting held on February 03, 2017 and holds office as an independent director up to February 02, 2022 and who is eligible for re-appointment and who meets the criteria for Independence as provided under section 149 (6) of the Act along with rules framed thereunder and Regulation 16 (1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee proposing her candidature for office of Director be and is hereby re-appointed as an independent director, not liable to retire by rotation, for a second term of five years with effect from February 03, 2022 up to February 02, 2027.

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.”

8. To re-appoint Mr. Amit Bakshi as the Managing Director of the Company and in this regard, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amended Listing Regulations”) along with the provisions of the Section 2(51), 203, 196, 197 and other relevant provisions of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Amit Bakshi (DIN: 01250925) as the Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years commencing from 1st April, 2021 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice.

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.”

9. To appoint Mr. Krishnakumar Vaidyanathan as a Director of the Company and in this regard, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Krishnakumar Vaidyanathan (DIN: 08976508), who was appointed as an additional director, pursuant to Sections 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and whose term of office expires at this Annual General Meeting and who is eligible for appointment as Director and in respect of whom the Company has received recommendation from the Nomination and Remuneration Committee proposing his candidature for office of Director, be and is hereby appointed as a director of the Company, liable to retire by rotation.

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.”

10. To appoint Mr. Krishnakumar Vaidyanathan as the Whole-Time Director of the Company and in this regard, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of the Section 2(51), 203, 196, 197 and other relevant provisions of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Krishnakumar Vaidyanathan (DIN: 08976508) as the Whole-time Director (designated as Executive Director) of the Company, liable to retire by rotation, for a period of 5 (five) years commencing from the date of this Annual General Meeting on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice.

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.”

11. To re-appoint Mr. Inderjeet Singh Negi as the Whole-Time Director of the Company and in this regard, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amended Listing Regulations”) along with the provisions of the Section 2(51), 203, 196, 197 and other relevant provisions of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Inderjeet Singh Negi (DIN: 01255388) as the Whole-time Director

(designated as Executive Director) of the Company liable to retire by rotation, for a period of 5 (five) years commencing from 1st April, 2021 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice.

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.”

12. To consider and approve Eris Lifesciences Employees Stock Option Plan, 2021 (ESOP-2021) and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) made thereunder (including any amendment, modification, variation or re-enactment thereof), the Memorandum and Articles of Association of the Company and pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and subject to such other rules, regulations and guidelines as may be applicable from time to time and subject to the approval(s), consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies and subject to such terms and conditions as may be prescribed / imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board”), which term shall be deemed to include any authorised Committee which the Board has constituted or would constitute to exercise its powers, including the powers conferred by this resolution, consent of the members of the Company be and is hereby accorded to introduce and implement “Eris Lifesciences Employee Stock Option Plan-2021” (“ESOP-2021”) scheme and to create, grant and offer upto 13,58,630 Employee Stock Options to the present and / or future permanent employees of the Company, at such price and on such terms and conditions and in such tranches as the Board of the Company may deem fit and in compliance with the provisions of the Act and the Rules and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, changes in capital structure, merger and sale of division/undertaking or any other re-organization of capital structure of the Company, as the case may be, the number of Stock Options and/or the shares to be allotted upon exercise of Stock Options shall be reasonably adjusted in accordance with the provisions of the ESOP-2021 scheme, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOP-2021 Scheme.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI (Share Based Employee Benefits) Regulations, 2014 (“SBEB”) Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP-2021 scheme.

RESOLVED FURTHER THAT the equity shares to be issued as stated aforesaid shall rank pari-passu with all the existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to the appointment of various intermediaries including Merchant Bankers, Registrars, Compliance Officer, and other Advisors, Valuers, Consultants or Representatives, being incidental to the effective implementation and administration of the ESOP-2021 Scheme, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage and all the acts, deeds, matters and things done by the Board are hereby ratified, confirmed and approved, without being required to seek any further consent or approval of the members of the Company, and further to execute all such agreements, deeds, documents, writings etc. and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to ESOP-2021 scheme including any modification, alteration, amendment, suspension, withdrawal or termination of ESOP-2021 Scheme and to take all such steps and do all such acts, deeds, things as may be incidental or ancillary thereto in compliance with the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary including authority to delegate all or any of the powers conferred herein, to any Committee of the Company, with power to such Committee to further delegate such powers to any executives / officers of the Company to give effect to this resolution.”

By order of the Board of Directors

Date: July 29, 2021
Place: Ahmedabad

Milind Talegaonkar
Company Secretary
Mem. No. A26493

NOTES:

1. In view of the massive outbreak of COVID-19 pandemic and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 02/2021 and 10/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, September 28, 2020, December 31, 2020, January 13, 2021 and June 23, 2021, respectively, issued by Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, issued by Securities and Exchange Board of India (hereinafter collectively referred to as ‘SEBI Circulars’), the fifteenth AGM of the Company will be held through VC / OAVM. The facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 8th Floor, Commerce House- IV, Prahladnagar, 100 ft road Ahmedabad GJ 380015.
3. The Company has engaged the services of National Securities Depository Limited (NSDL), as the authorized agency for conducting the e-AGM, providing remote e-voting and e-voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent paragraphs.
4. Corporate members intending to authorize its representatives to attend the Meeting are requested to submit to the Company, a certified copy of the Board Resolution / authorization document authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of business under Item No. 4 to 12 of the Notice, is annexed hereto. All documents referred to in the accompanying Notice and the Registers under the Companies Act, 2013 will be available electronically for inspection by the members during the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed on August 25, 2021.
7. In compliance with above MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company’s website <https://eris.co.in/>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The information required to be given for the Director(s) seeking appointment/ reappointment at the AGM as per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretary of India and notified by the Ministry of Corporate Affairs forms part of the Notice as “Annexure”.
10. Notice of the fifteenth Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to the members, whose email addresses are registered with the Company or Depository Participant[s] for communication purposes.
11. Members who have not registered their e-mail address with the Company may temporarily register the same with the Company’s Registrar and Share Transfer Agent i.e. M/s Link Intime India Private Limited as per process described below:
 - 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.
12. 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. Further, 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.

13. 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 electronically for inspection at the Annual General Meeting.
14. 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.
15. 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.
16. 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 e-voting and remote e-voting process in a fair and transparent manner.
17. The Scrutinizer will submit his report to the Chairperson or any other director/person of the Company as authorised by the Board, if any, 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 meeting will be announced on or before Friday, September 03, 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.
18. 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 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 NSDL to facilitate the members to cast their votes from a place other than the venue of the AGM [remote e-voting].
 - 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 e-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 NSDL i.e www.evoting.nsdl.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 e-vote again.
 - e) The remote e-voting period will commence at 9:00 a.m. (IST) on Sunday, August 29, 2021 and will end at 5:00 p.m. (IST) on Tuesday, August 31, 2021. 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. Wednesday, August 25, 2021 may cast their vote by remote e-voting. The e-voting module shall be disabled by NSDL for voting thereafter.
19. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
20. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, August 29, 2021 at 09:00 A.M. and ends on Tuesday, August 31, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, August 25, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 25, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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 3. 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users 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. 2. 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. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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 i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ravi@ravics.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to complianceofficer@erislifesciences.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to complianceofficer@erislifesciences.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 4 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@erislifesciences.com.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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. 4

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 2021-2022, at a remuneration of Rs. 1,70,000/-.

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 is required to be ratified by the members of the Company.

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. 4 of the Notice.

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

The Board recommends the Resolution for your approval and ratification.

Item No. 5

The Board of Directors had appointed Mr. Rajeev Dalal, (DIN: 00222650), as an Additional Director of the Company classified as an Independent Director, for a term of five years commencing from December 19, 2020, subject to the approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Rajeev Dalal shall hold office upto the date of this AGM and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received a recommendation of Nomination and Remuneration Committee of the Company, recommending his candidature for the office as an Independent Director.

Accordingly, it is proposed to approve the appointment of Mr. Rajeev Dalal as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from December 19, 2020 upto December 18, 2025.

Mr. Rajeev Dalal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as an Independent Director and has given his consent to act as an Independent Director. The Company has also received a declaration from Mr. Rajeev Dalal that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Details of Mr. Rajeev Dalal are provided in Annexure to this Notice, pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. 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.

Brief profile: Mr. Rajeev Dalal is a Member of the Institute of Company Secretaries of India. Further he also holds degree of Bachelor of Law and Bachelor of Commerce. He has also been a member of the Committee appointed by the Securities Exchange Board of India (SEBI) for improving disclosure standards in public documents of Corporates for Capital issues. He has over 35 years of Corporate Finance experience covering 100+ M&A (domestic and cross border) transactions and Private Equity deals in sectors such as Pharma, Chemicals, FMCG, Metals & Mining, Industrials and Financial Services. He was associated with Ernst & Young LLP as transactions partner in 2002, prior to that he was associated with Ind Global Finance Trust (a category 1 investment bank), HSBC and JM Financial in their investment banking divisions.

Mr. Rajeev Dalal is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Rajeev Dalal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

The Board recommends the Resolution for your approval.

Item No. 6

The Board of Directors had appointed Ms. Kalpana Unadkat, (DIN: 02490816), as an Additional Director of the Company classified as an Independent Director, for a term of five years commencing from January 05, 2021, subject to the approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Ms. Kalpana Unadkat shall hold office upto the date of this AGM and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received a recommendation of Nomination and Remuneration Committee of the Company, recommending her candidature for the office as an Independent Director.

Accordingly, it is proposed to approve the appointment of Ms. Kalpana Unadkat as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from January 05, 2021 upto January 04, 2026.

Ms. Kalpana Unadkat is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as an Independent Director and has given her consent to act as an Independent Director. The Company has also received a declaration from Ms. Kalpana Unadkat that she meets the criteria of independence as prescribed in under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Details of Ms. Kalpana Unadkat are provided in Annexure to this Notice, pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The terms and conditions of her 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.

Brief profile: Ms. Kalpana Unadkat is a qualified Solicitor registered with the Bombay Incorporated Law Society and the Law Society of England & Wales. She brings over two decades of legal experience and is presently a Partner with Khaitan & Co. Prior to Khaitan & Co., Ms. Kalpana Unadkat spent 10 years with the London offices of Ashurst LLP. She is a well-recognised expert on M&A and Corporate Governance principles. She also advises on board effectiveness, particularly around issues of corporate governance, leadership, organisational climate, and decision-making. In this regard, she has led several workshops and trained more than 300 directors with a comprehensive approach to director development. She is also an independent director on the board of public companies (listed and unlisted). She is a co-author of the research "Women on Board" and has been frequently quoted in the media on corporate governance and M&A deals in India.

Ms. Kalpana Unadkat is interested in the resolution set out at Item No. 6 of the Notice with regard to her appointment. Relatives of Ms. Kalpana Unadkat may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

The Board recommends the Resolution for your approval.

Item No. 7

Mrs. Vijaya Sampath was appointed as an Independent Director on the Board of the Company at the meeting of the Members held on 3rd February, 2017, to hold office upto 2nd February, 2022 ("first term").

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considered her professional background, expertise and experience and contributions made by her towards the Company during her tenure and found that the continued association of Mrs. Vijaya Sampath would be beneficial to the Company. Hence, it is desirable to re-appoint her in order to avail her services as an Independent Director without any disruption.

Accordingly, it is proposed to approve and ratify the re-appointment of Mrs. Vijaya Sampath as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 3rd February, 2022 upto 2nd February, 2027.

Mrs. Vijaya Sampath is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 ("the Act") nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as an Independent Director and has given her consent to act as a Director. The Company has also received a declaration from Mrs. Vijaya Sampath that she meets the criteria of independence as prescribed in under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Details of Mrs. Vijaya Sampath are provided in Annexure to this Notice, pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The terms and conditions of her 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.

Brief profile: Mrs. Vijaya Sampath brings more than 38 years of experience in the legal profession and is proficient in corporate law, joint ventures, mergers and acquisitions and commercial contracts. She has previously worked with the Indian Aluminium Company. She was also associated with Bharti Airtel Limited for eight years as Group General Counsel and Company Secretary. She holds a bachelor's degree in Arts from Madras University and a law degree from Mysore University. She is also a fellow member of the Institute of Company Secretaries of India. She has attended the Advanced Management Program of Harvard Business School, USA and a program on Managing Strategic Alliances conducted by the Wharton School, University of Pennsylvania, USA.

Mrs. Vijaya Sampath is interested in the resolution set out at Item No. 7 of the Notice with regard to her re-appointment. Relatives of Mrs. Vijaya Sampath may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 7 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 8

Mr. Amit Bakshi is the Chairperson and Managing Director of the Company. He has been on the Board of Directors since the inception of the Company. During the year, his term as Managing Director came to end as on 31st March, 2021. Hence, it is desirable to consider his re-appointment.

Mr. Amit Bakshi has good leadership track record, deep strategic expertise and proven experience in the Indian pharmaceutical industry across multiple Indian pharmaceutical companies. Hence, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, it is desirable to re-appoint him in order to avail his services as the Managing Director without any disruption.

Accordingly, it is proposed to approve the re-appointment of Mr. Amit Bakshi as the Managing Director of the Company, liable to retire by rotation, for a term of five consecutive years commencing from 1st April, 2021 upto 31st March, 2026.

Mr. Amit Bakshi is not disqualified from being appointed as the Managing Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as the Managing Director and has given his consent to act as a director.

Further, pursuant to the Section 196, 197 read with Schedule V of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee, the Board at its meeting held on March 31, 2021, had re-appointed Mr. Amit Bakshi as the Managing Director of the Company w.e.f. April 01, 2021 subject to the approval of Members. Details of Mr. Bakshi are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

The Board seeks the consent of the Members of the Company, for the re-appointment of Mr. Bakshi as the Managing Director for a period of five years at the remuneration set out below:

Particulars	Remuneration per annum (in Rs.)
Basic salary	1,05,00,000
Leave Travel Allowance	60,00,000
House rent allowance	42,00,000
Child allowance	2,400
Hostel allowance	7,200
Transport allowance	19,200
Medical reimbursement	15,000
Bonus	24,000
Others	84,13,800
Gross	2,91,81,600
Gratuity	4,36,800
Company Provident Fund	21,600
Driver Salary and Fuel	3,60,000
Total Fixed Component	3,00,00,000
Variable Component	
Maximum Rs. 2,00,00,000/- Subject to approval of Nomination and remuneration committee	2,00,00,000
Total Variable Component	2,00,00,000
Total	5,00,00,000

Brief profile: Mr. Amit Bakshi has been on the Board of Eris since inception and serves as Chairman and Managing Director. He has over two decades of experience in the Indian pharmaceutical industry across multiple Indian pharmaceutical companies. He takes responsibility for setting the strategic direction for Eris as well as maintaining high governance standards. He oversees the company's business with special focus on enhancing patient engagement and architecting total healthcare solutions. Mr. Bakshi has been recognized as 'Entrepreneur of the Year, 2013' by Ernst & Young LLP.

Mr. Amit Bakshi is interested in the resolution set out at Item No. 8 of the Notice with regard to his re-appointment. Relatives of Mr. Amit Bakshi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 8 of the Notice.

The Board recommends the Resolution for your approval and ratification.

Item No. 9 and 10

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, had appointed Mr. Krishnakumar Vaidyanathan (DIN: 08976508) as an Additional Director of the Company with effect from December 20, 2020. Pursuant to Section 161(1) of the Act, Mr. Krishnakumar Vaidyanathan holds office up to the date of this meeting.

Mr. Krishnakumar Vaidyanathan is not disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as the Whole-time Director and has given his consent to act as a director.

Further, pursuant to the Section 196, 197 read with Schedule V of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee, the Board at its meeting held on May 13, 2021, had appointed Mr. Krishnakumar Vaidyanathan as the Whole-time Director of the Company subject to the approval of Members. Details of Mr. Krishnakumar Vaidyanathan are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

The Board seeks the consent of the Members of the Company, for the appointment of Mr. Krishnakumar Vaidyanathan as the Whole Time Director (designated as Executive Director) for a period of five years from the date of this annual general meeting at the remuneration set out below:

Particulars	Remuneration per annum (in Rs.)
Basic salary	1,35,00,000
Leave Travel Allowance	-
House rent allowance	-
Child allowance	-
Hostel allowance	-
Transport allowance	-
Medical reimbursement	-
Bonus	-
Others	2,88,52,050
Gross	4,23,52,050
Gratuity	6,49,350
Company Provident Fund	16,20,000
Driver Salary and Fuel	3,60,000
Telephone	12,000
Medicclaim	6,600
Total	4,50,00,000

Brief profile: Currently, Mr. Krishnakumar in his role as Chief Operating Officer oversees the business operations of the company. He has over two decades of professional experience across Lifesciences, Corporate Finance and Management Consulting. His core areas of expertise include Strategic Planning, Business Building, Mergers & Acquisitions, Corporate Finance and Operational Excellence. Prior to joining Eris, Mr. Krishnakumar was a Corporate Finance Partner with Ernst & Young LLP for 9 years. Prior to Ernst & Young, Krishnakumar has worked with Avendus Capital, Piramal Pharma Solutions and McKinsey & Company. Mr. Krishnakumar holds an MBA in Finance from IIM Calcutta and a B.Tech from VJTI, Bombay University.

Mr. Krishnakumar Vaidyanathan is interested in the resolution set out at Item No. 9 and 10 of the Notice with regard to his appointment. Relatives of Mr. Krishnakumar Vaidyanathan may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, consent of the members is sought by way of an Ordinary Resolution and a Special Resolution respectively as set out in Item No. 9 and 10 of the Notice.

The Board recommends the Resolution for your approval and ratification.

Item No. 11

Mr. Inderjeet Singh Negi is the Whole time Director of the Company. He has been on the Board of Directors since the inception of the Company. During the year, his term as the whole time Director came to end as on 31st March, 2021. Hence, it is desirable to consider his re-appointment.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee (the "NRC Committee"), considered his professional background, expertise and experience, on the basis of which it was decided to re-appoint Mr. Inderjeet Singh Negi as the Whole Time Director of the Company.

Accordingly, it is proposed to approve and ratify the re-appointment of Mr. Inderjeet Singh Negi as the Whole Time Director of the Company, liable to retire by rotation, for a term of five consecutive years commencing from 1st April, 2021 upto 31st March, 2026.

Mr. Inderjeet Singh Negi is not disqualified from being appointed as the whole-time Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as the whole time Director and has given his consent to act as a director.

Further, pursuant to the Section 196, 197 read with Schedule V of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee, the Board at its meeting held on May 13, 2021, had re-appointed Mr. Inderjeet Singh Negi as the Whole Time Director of the Company subject to the approval of Members. Details are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

The Board seeks the consent of the Members of the Company, for the re-appointment of Mr. Inderjeet Singh Negi as the Whole Time Director for a period of five years at the remuneration set out below:

Particulars	Remuneration per annum (in Rs.)
Basic salary	45,50,004
Leave Travel Allowance	26,00,004
House rent allowance	18,20,004
Child allowance	2,400
Hostel allowance	7,200
Transport allowance	19,200
Medical reimbursement	15,000
Bonus	24,000
Others	33,61,732
Gross	1,23,99,544
Gratuity	2,18,856
Company Provident Fund	21,600
Driver Salary and Fuel	3,60,000
Telephone	-
Medicclaim	-
Total	1,30,00,000

Brief profile: Mr. Inderjeet Singh Negi has been on the Board of Eris since inception and serves in the capacity of Executive Director. He is responsible for driving supply chain and sales administration in line with the overall strategic direction of the company. Mr. Negi has worked with several pharmaceutical companies including Sun Pharma and Intas Pharma in various capacities and has more than 20 years' cumulative professional experience. Mr. Negi is a science graduate from HNB Garhwal university.

Mr. Inderjeet Singh Negi is interested in the resolution set out at Item No. 11 of the Notice with regard to his re-appointment. Relatives of Mr. Inderjeet Singh Negi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 11 of the Notice.

The Board recommends the Resolution for your approval and ratification.

Item No. 12

As the members are aware, stock options have long been recognized as an effective instrument to attract and retain the key critical talent in an increasingly competitive environment. This ESOP scheme will help to align the senior stakeholders to drive the Company Vision and a high performance culture by being the shareholders and having an opportunity to maximize wealth creation.

With the above objective and based on the recommendation of the Nomination and Remuneration Committee of the Company and subject to approval of the members of the Company, the Board of Directors of the Company pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Share Capital and Debenture) Rules, 2014 and other applicable laws, at their meeting held on July 29, 2021 approved introduction and implementation of 'Eris Lifesciences Limited Employee Stock Option Plan 2021' ("ESOP-2021") scheme. The ESOP scheme has been formulated in accordance with the applicable laws.

The ESOP Scheme will be implemented directly and administered by the Nomination and Remuneration ("NRC") Committee of the Company.

The salient features of the scheme are as follows:

a)	Brief description of the scheme and particulars of benefits for the employees	The scheme would enable eligible employees to acquire ESOPs at an exercise price which would be at a 20% discount to the Eris share price at the time of the grant. Additional details appear below.
b)	Total number of options to be granted	A total of up to 13,58,630 options would be available for grant in multiple tranches which could be spread over a period of up to 6 years.
c)	Identification of class of employees entitled to participate	The permanent employees at senior levels would be entitled to participate in the ESOP scheme.
d)	Requirements of vesting and period of vesting	The requirement of vesting would be continuity of employment with the company. The granted options shall vest over a period of 4 (four) years following the grant. Thus 25% of the granted options shall vest at each anniversary of the grant.
e)	Maximum period within which options shall be vested	The maximum vesting period shall not be more than 4 (four) years from the date of grant of stock options.
f)	Exercise price or pricing formula	The exercise price shall be 80% of the closing price (CMP) of the equity shares of the company on the National Stock Exchange of India Limited on the date immediately preceding the date of grant and if such a date is a trading holiday, the earliest such preceding day which is not a trading holiday.
g)	Exercise period and process of exercise	Each vested lot of the granted options shall be capable of being exercised on or before the seventh anniversary of the date of vesting. The exercise shall be made by means of a formal application duly signed by the option grantee (or his nominee in case of death of the option grantee).
h)	The appraisal process for determining the eligibility of employees for the scheme	The NRC of the company shall determine the eligibility of employees to the ESOP scheme. It may be guided by suitable external agencies in this regard.
i)	Maximum number of options to be issued per employee and in aggregate	A maximum of 4,00,000 options per employee could be issued. A maximum of 1,358,630 options would be issued in aggregate.
j)	Maximum quantum of benefits to be provided per employee under the scheme	The Maximum quantum of benefits per employee shall not exceed: 20% of the CMP as on the respective dates of grant, aggregated across all the grants made to that particular employee.
k)	Whether the scheme is to be implemented and administered directly by the Company or through a trust	Directly by the Company through its Nomination and Remuneration Committee.
l)	Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both	The scheme involves new issue of shares by the Company.

m)	The amount of loan to be provided for the implementation of the scheme by the Company to the ESOP Trust	Not applicable.
n)	Maximum percentage of secondary acquisition (subject to limits specified under the SEBI Regulations) that can be made by the ESOP trust for the purpose of Plan	Not applicable.
o)	Statement to the effect that the company shall comply with the applicable accounting standards	The Company shall comply with the applicable accounting standards.
p)	The method which the company shall use to value its options	Black Scholes formula
q)	Any interest of key managerial personnel, directors or promoters in such scheme and effect thereof	No key managerial personnel, and directors are interested in the scheme and effect thereof except to the extent of the possible grant that may be made to them. None of the promoters and independent directors are interested in the scheme and effect thereof.
r)	The details about how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised.	Employees who are granted the options would exercise the voting rights in respect of the equity shares resulting from the allotment against exercised options on their own.
s)	Lock-in period	There shall be no lock in period on the shares allotted against the exercise of vested options.
t)	The conditions under which options vested in employees may lapse	The options vested and exercisable by the employees may lapse, inter alia, upon: <ol style="list-style-type: none"> 1. Termination of employment: For any misconduct or other just cause. 2. Resignation of the employee: In case the vested options are not exercised on or before the date of relieving from the Company. 3. Retirement of the employee: In case the vested options are not exercised on or before the expiration of 6 months from the date of retirement. 4. Death of the employee: Non-exercise (by the nominee of the deceased employee) within the stipulated period of 6 months from the date of demise. 5. Others: Non-exercise by the employee (of the options vested in him) in cases of change of employment made at the behest of the Company, e.g., intra group transfer, divestment of business unit, division and the likes, within a stipulated period of 6 months from the effective date of such change/s.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding, if any.

Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 12 of the Notice.

The Board recommends the Resolution for your approval.

By order of the Board of Directors

Date: July 29, 2021
Place: Ahmedabad

Milind Talegaonkar
Company Secretary
Mem. No. A26493

ANNEXURE TO THE NOTICE

The information required to be given for the Directors seeking appointment/ reappointment at the Annual General Meeting as per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are as under:

Mr. Rajeev Dalal	
Age	-64 years
Qualifications	Member of the Institute of Company Secretaries of India. He also holds degree of Bachelor of Law and Bachelor of Commerce.
Experience	
Expertise in specific functional areas	Please refer explanatory statement Item No. 5.
Date of first appointment on the Board	19/12/2020
Shareholding in the Company as on March 31, 2021	0
Remuneration last drawn (FY 2020-21)	Rs. 1.08 million
Remuneration proposed to be paid	Fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.
Relationship between directors inter-se, Manager and other Key Managerial Personnel of the company	None
Directorships held in other Listed Companies as on March 31, 2021 (Other than Eris Lifesciences Limited)	0
Memberships / Chairmanships of Committees (Audit and Stakeholder) in includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on March 31, 2021	1
Number of Board Meetings attended	2
Justification for choosing the appointees for appointment as Independent Directors shall be disclosed	Demonstrated proficiency and Independence during the meetings of the Board and Committees attended since the appointment made by the Board.
Ms. Kalpana Unadkat	
Age	-51 years
Qualifications	Solicitor, England & Wales; Solicitor, Mumbai; LL.B., Government Law College.
Experience	
Expertise in specific functional areas	Please refer explanatory statement Item No. 6.
Date of first appointment on the Board	05/01/2021
Shareholding in the Company as on March 31, 2021	0
Remuneration last drawn (FY 2020-21)	Rs. 0.91 million
Remuneration proposed to be paid	Fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.
Relationship between directors inter-se, Manager and other Key Managerial Personnel of the company	None

Directorships held in other Listed Companies as on March 31, 2021 (Other than Eris Lifesciences Limited)	1
Memberships / Chairmanships of Committees (Audit and Stakeholder) in includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on March 31, 2021	3
Number of Board Meetings attended	1
Justification for choosing the appointees for appointment as Independent Directors shall be disclosed	Demonstrated proficiency and Independence during the meetings of the Board and Committees attended since the appointment made by the Board.

Mrs. Vijaya Sampath

Age	~68 years
Qualifications	Bachelor's degree in Arts from Madras University and a law degree from Mysore University. She is also a fellow member of the Institute of Company Secretaries of India.
Experience	Please refer explanatory statement Item No. 7.
Expertise in specific functional areas	
Date of first appointment on the Board	03/02/2017
Shareholding in the Company as on March 31, 2021	2220 Equity Shares
Remuneration last drawn (FY 2020-21)	Rs. 1.55 million
Remuneration proposed to be paid	Fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.
Relationship between directors inter-se, Manager and other Key Managerial Personnel of the company	None
Directorships held in other Listed Companies as on March 31, 2021 (Other than Eris Lifesciences Limited)	6
Memberships / Chairmanships of Committees (Audit and Stakeholder) in includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on March 31, 2021	6
Number of Board Meetings attended	6
Justification for choosing the appointees for appointment as Independent Directors shall be disclosed	Demonstrated proficiency and Independence during the meetings of the Board and Committees attended since her last appointment.

Mr. Amit Bakshi	
Age	~46 years
Qualifications	Indian School Certificate Examination.
Experience	Please refer explanatory statement Item No. 8.
Expertise in specific functional areas	
Date of first appointment on the Board	27/01/2007
Shareholding in the Company as on March 31, 2021	54698423 Equity Shares
Remuneration last drawn (FY 2020-21)	Rs. 26.70 million
Remuneration proposed to be paid	The remuneration structure can be reviewed and/ or revised by the Board on the recommendation of the Nomination & Remuneration Committee within the limits prescribed under the Companies Act 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the term of his appointment.
Relationship between directors inter-se, Manager and other Key Managerial Personnel of the company	None
Directorships held in other Listed Companies as on March 31, 2021 (Other than Eris Lifesciences Limited)	0
Memberships / Chairmanships of Committees (Audit and Stakeholder) in includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on March 31, 2021	0
Number of Board Meetings attended	6

Mr. Krishnakumar Vaidyanathan	
Age	~47 years
Qualifications	MBA in Finance from IIM Calcutta and a B.Tech from VJTI, Bombay University.
Experience	Please refer explanatory statement Item No. 9 and 10.
Expertise in specific functional areas	
Date of first appointment on the Board	20/12/2020
Shareholding in the Company as on March 31, 2021	0
Remuneration last drawn (FY 2020-21)	Rs. 35.65 million
Remuneration proposed to be paid	The remuneration structure can be reviewed and/ or revised by the Board on the recommendation of the Nomination & Remuneration Committee within the limits prescribed under the Companies Act 2013 during the term of appointment.
Relationship between directors inter-se, Manager and other Key Managerial Personnel of the company	None
Directorships held in other Listed Companies as on March 31, 2021 (Other than Eris Lifesciences Limited)	0
Memberships / Chairmanships of Committees (Audit and Stakeholder) in includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on March 31, 2021	1
Number of Board Meetings attended	2

Mr. Inderjeet Singh Negi	
Age	~50years
Qualifications	Bachelor's degree in science
Experience Expertise in specific functional areas	Please refer explanatory statement Item No. 11.
Date of first appointment on the Board	27/01/2007
Shareholding in the Company as on March 31, 2021	5939833 Equity Shares
Remuneration last drawn (FY 2020-21)	Rs. 11.59 million
Remuneration proposed to be paid	The remuneration structure can be reviewed and/ or revised by the Board on the recommendation of the Nomination & Remuneration Committee within the limits prescribed under the Companies Act 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the term of his appointment.
Relationship between directors inter-se, Manager and other Key Managerial Personnel of the company	None
Directorships held in other Listed Companies as on March 31, 2021 (Other than Eris Lifesciences Limited)	0
Memberships / Chairmanships of Committees (Audit and Stakeholder) in includes all public companies (including this Company) and does not include private limited, foreign and Section 8 Companies as on March 31, 2021	1
Number of Board Meetings attended	5

By order of the Board of Directors

Date: July 29, 2021
Place: Ahmedabad

Milind Talegaonkar
Company Secretary
Mem. No. A26493