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Date: 02 July 2025

To BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001	To National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai – 400051
Security Code: 540596	Symbol: ERIS

SUBJECT: NOTICE OF THE NINETEENTH ANNUAL GENERAL MEETING (19TH AGM) OF THE COMPANY TO BE HELD THROUGH VIDEO CONFERENCING (VC)

Dear Sir/Madam,

This is to inform you that the Nineteenth Annual General Meeting (19th AGM) of the Members of Eris Lifesciences Limited will be held on Friday, July 25, 2025, at 11:00 A.M., through video conferencing (VC) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In compliance with the relevant circulars, the Annual Report for the financial year 2024-25 and the Notice of the AGM will be sent to all the members of the Company whose email addresses are registered with the Company / Depository Participant(s).

Further in accordance with Regulation 30 read with Schedule III of the SEBI LODR, Regulations, please find enclosed herewith the Notice of the 19th AGM of the Company and the same is also available on the website of the Company i.e. <https://eris.co.in/>.

Kindly take the above information on your records.

Yours faithfully,

For Eris Lifesciences Limited

Milind Talegaonkar
Company Secretary and Compliance Officer
Membership No.: A26493

CC:
1. National Securities Depository Limited (NSDL)
2. Central Depository Services (India) Limited (CDSL)

Registered & Corporate Office:

Shivarth Ambit, Plot No. 142/2, Ramdas Road, Off SBR, Near Swati Bungalows, Bodakdev, Ahmedabad – 380054
Phone: +91-79-69661000/1001 • Email: eris@erislifesciences.com • Web Site: www.eris.co.in • CIN: L24232GJ2007PLC049867

NOTICE

NOTICE IS HEREBY given that the Nineteenth Annual General Meeting (AGM) of the Members of Eris Lifesciences Limited will be held on Friday, July 25, 2025, at 11:00 A.M. IST, through Video Conferencing (“VC”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements along with Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2025, and the reports of the Board of Directors and the Auditors thereon.

2. To appoint M/s. Walker Chandio & Co. LLP, Chartered Accountants as the Statutory Auditor of the Company for five years, i.e., FY 2025-26 to FY 2029-30 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. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) be and is hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, for first term of consecutive period of five years to hold office from the conclusion of the Nineteenth Annual General Meeting till the conclusion of the Twenty Fourth 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:

3. To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2026, 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 of Rs. 3,30,000/- to be paid 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 2025-26.

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

4. To appoint M/s. Ravi Kapoor & Associates as Secretarial Auditors of the Company and in this regard, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and approved by the Board of Directors, M/s. Ravi Kapoor & Associates, Company Secretaries (COP: 2407 & Peer Review No. S1996GJ016300), be and are hereby appointed as the Secretarial Auditors for the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-26 to financial year 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

5. 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 the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with the provisions of the Section 2(51), 196, 197, 203 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 further period of 5 (five) years commencing from April 01, 2026, to March 31, 2031, on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the explanatory statement annexed to the Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Amit Bakshi.

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 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 the provisions Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read 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 April 01, 2026, to March 31, 2031, on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the explanatory statement annexed to the Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Inderjeet Singh Negi.

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 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 the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read 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. 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 September 01, 2026 to August 31, 2031, on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the explanatory statement annexed to the Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Krishnakumar Vaidyanathan.

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. Kaushal Kamlesh Shah 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 the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read 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. Kaushal Kamlesh Shah (DIN: 01229038) 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 October 01, 2025, to September 30, 2030, on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the explanatory statement annexed to the Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Kaushal Kamlesh Shah.

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."

By order of the Board of Directors

Date: June 30, 2025
Place: Ahmedabad

Milind Talegaonkar
Company Secretary
ICSI Mem. No. A26493

Notes:

1. The Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 09/2024 dated September 19, 2024, read together with General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 and other circulars issued in this regard (collectively referred to as "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") vide its, Circular No.: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read along with Circular No.: SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023, Circular No.: SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and other circulars issued in this regard, permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
2. Since the AGM will be held through VC, 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 Shivarth Ambit, Plot No 142/2, Ramdas Road, Off SBR, Near Swati Bungalows, Bodakdev, Ahmedabad, Gujarat-380054.
3. The Company has engaged the services of MUFG Intime India Private Limited ("MUFG Intime"), as the authorized agency for conducting the 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 their 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. 2 to 8 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 Friday, July 18, 2025, for the purpose of Annual General Meeting of the Company.
7. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <https://eris.co.in/>. The Notice and the Annual Report can also be accessed from the website 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 shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Notice of the Nineteenth Annual General Meeting of the Company, inter alia, indicating the process and manner of remote e-voting and e-voting during the meeting is being sent to the members, whose email addresses are registered with the Company or Depository Participant[s] for communication purposes.
10. 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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) as per the 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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html on their website <https://in.mpms.mufg.com/> 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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html on their website <https://in.mpms.mufg.com/> 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.

11. 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.
12. The certificate from the Auditors relating to the Company's Stock Options regarding implementation of ESOP schemes, under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection at the Annual General Meeting.
13. Members holding shares in single name and physical form are advised to make a nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
14. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India for permanent settlement, immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be.
15. The 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.
16. The Scrutinizer will submit his report to the Chairman 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 voting through remote e-voting and e-voting during the AGM will be announced on or before Tuesday, July 29, 2025, 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.
17. **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 Link Intime 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 RTA <https://instavote.linkintime.co.in/>.
 - d)** The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again.
 - e)** The remote e-voting period will commence at 9:00 a.m. (IST) on Tuesday, July 22, 2025, and will end at 5:00 p.m. (IST) on Thursday, July 24, 2025. 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. Friday, July 18, 2025 may cast their vote by remote e-voting. The e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter.
- 18.** 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 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.

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

- **Individual Shareholders holding securities in demat mode with NSDL**

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- **Individual Shareholders holding securities in demat mode with CDSL**

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi Tab
- Login with existing my easi username and password
- After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided username and password.
- After successful login, user able to see e-voting menu.
- Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

1. Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

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

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders 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 holding shares in NSDL form, shall provide ‘D’ above

**Shareholders 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).
- Enter Image Verification (CAPTCHA) Code
- Click **“Submit”** (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

3. Click on **“Login”** under **‘SHARE HOLDER’** tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click **“Submit”**

4. Cast your vote electronically:

A. After successful login, you will be able to see the **“Notification for e-voting”**.

B. Select **‘View’** icon.

- C. E-voting page will appear.
- D. 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).
- E. 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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.

- f) Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.” for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- g) 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on:- Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 : 022 - 4886 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Click **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under **“Custodian / Corporate Body/ Mutual Fund”** tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

Process and manner for attending the Annual General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company" and 'Event Date' and register with your following details:
 - A. **Demat Account No. or Folio No:**
Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – shall provide Folio Number.
 - B. **PAN:**
Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **Mobile No:** Enter your Mobile No.
 - D. **Email ID:** Enter your email Id as recorded with your DP/ Company.
- c) Click "Go to Meeting"
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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

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

Item No. 2

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W100018), were re-appointed as the Statutory Auditors of the Company at its Fifteenth Annual General Meeting (AGM) held on September 1, 2021. Their term is set to conclude at the forthcoming Nineteenth AGM.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has proposed the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company for a first term of five consecutive financial years, from FY 2025–26 to FY 2029–30.

Shareholders’ approval is being sought for the appointment of M/s. Walker Chandiook & Co. LLP as the Statutory Auditors, to hold office from the conclusion of the Nineteenth AGM (for FY 2024–25) until the conclusion of the Twenty-Fourth AGM (for FY 2029–30)

M/s. Walker Chandiook & Co. LLP have consented to their proposed appointment and provided a certificate confirming that the appointment, if made, will be within the limits prescribed under Section 139 of the Companies Act, 2013 and the applicable rules. They have also confirmed their eligibility under the Companies Act, 2013, the Chartered Accountants Act, 1949, and all applicable rules and regulations. Furthermore, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, they have confirmed that they hold a valid peer review certificate issued by the Peer Review Board of ICAI.

The proposed appointment is based on the Audit Committee and Board’s evaluation of several criteria, including the firm’s industry expertise, audit capabilities, team competence, efficiency, and independence. The Board, at its meeting held on June 30, 2025, has accordingly recommended the appointment of M/s. Walker Chandiook & Co. LLP for a term of five consecutive years. The proposed remuneration shall align with the prevailing fee structure and reflect the scope and quality of services to be rendered. The Board, in consultation with the Audit Committee, shall be empowered to revise the terms and remuneration mutually agreed upon with the Statutory Auditors during their tenure.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Category of the Auditor:	Auditor’s Firm
Name of Auditor or Auditor’s Firm:	M/s. Walker Chandiook & Co. LLP
ICAI Firm Registration No.:	001076N/N500013
Number of Financial Year(s) to which appointment relates:	Five financials’ years
Period of account for which appointed:	From 2025-26 to 2029-30

Date of appointment made by Board of Directors:	June 30, 2025																				
Proposed fees payable to proposed Statutory Auditor for the FY 2025-26:	Rs. 95,00,000/-																				
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:	There is no material change in the fee payable to M/s Walker Chandiok & Co. LLP vis-a vis the fees paid to the retiring auditors.																				
Basis of recommendation and Auditor Credentials:	<p>The recommendations are based on the fulfilment of the eligibility criteria prescribed by the Act, with regard to the full –time partners, audit experience of the firms, capability, independence assessment, and audit experience.</p> <p>Brief Profile of Statutory Auditors</p> <table border="1"> <tr> <td>Date of establishment</td> <td>01-Jan-1935</td> </tr> <tr> <td>Date of conversion to LLP</td> <td>25-Mar-2014</td> </tr> <tr> <td>Registrations and empan- elment</td> <td>The Institute of Chartered Accountants of India Public Company Accounting Oversight Board Comptroller and Auditor General of India</td> </tr> <tr> <td>Registered office</td> <td>L-41, Connaught Circus, New Delhi-110001</td> </tr> <tr> <td>Number of partners</td> <td>80</td> </tr> <tr> <td>Number of qualified staff</td> <td>1035+</td> </tr> <tr> <td>Number of trainees</td> <td>660+</td> </tr> <tr> <td>Number of other employees</td> <td>655+</td> </tr> <tr> <td>Total number of partners and staff</td> <td>2430+</td> </tr> <tr> <td>Number and Location of Offices</td> <td>16 [Bengaluru, Chandigarh, Chennai, Delhi (2 offices including head office), Goa, Gurgaon, Hyderabad, Indore, Kolkata, Mumbai, Noida, Pune, Kochi, Dehradun and Ahmedabad]</td> </tr> </table>	Date of establishment	01-Jan-1935	Date of conversion to LLP	25-Mar-2014	Registrations and empan- elment	The Institute of Chartered Accountants of India Public Company Accounting Oversight Board Comptroller and Auditor General of India	Registered office	L-41, Connaught Circus, New Delhi-110001	Number of partners	80	Number of qualified staff	1035+	Number of trainees	660+	Number of other employees	655+	Total number of partners and staff	2430+	Number and Location of Offices	16 [Bengaluru, Chandigarh, Chennai, Delhi (2 offices including head office), Goa, Gurgaon, Hyderabad, Indore, Kolkata, Mumbai, Noida, Pune, Kochi, Dehradun and Ahmedabad]
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Total number of partners and staff	2430+																				
Number and Location of Offices	16 [Bengaluru, Chandigarh, Chennai, Delhi (2 offices including head office), Goa, Gurgaon, Hyderabad, Indore, Kolkata, Mumbai, Noida, Pune, Kochi, Dehradun and Ahmedabad]																				

Item No. 3

In accordance with the provisions of section 148 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records of the Company pertaining to the applicable products manufactured by the Company. On the recommendation of the Audit Committee, the Board of Directors has 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 2025-2026, at a remuneration of Rs. 3,30,000/-.

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. 3 of the Notice.

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

The Board recommends the Resolution for your approval.

Item No. 04:

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

The Board at its Meeting held on May 19, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Ravi Kapoor & Associates, Company Secretaries (COP: 2407 & Peer Review No. S1996GJ016300) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 up to Financial Year 2029-30 on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors, from time to time.

M/s. Ravi Kapoor & Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

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. 4 of the Notice. The Board recommends the Resolution for your approval.

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Category of the Auditor:	Secretarial Auditor’s Firm
Name of Auditor or Auditor’s Firm:	M/s. Ravi Kapoor & Associates
Certificate of Practice No.:	2407
Peer Review No.:	S1996GJ016300
Number of Financial Year(s) to which appointment relates:	Five financials’ years
Period of account for which appointed:	From 2025-26 to 2029-30
Date of appointment made by Board of Directors:	May 19, 2025
Proposed fees payable to proposed Secretarial Auditor for the FY 2025-26:	Rs. 1,25,000/-

Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:	Not Applicable
Basis of recommendation and Auditor Credentials:	<p>The recommendations are based on the fulfilment of the eligibility criteria prescribed by the Act, with regard to the full –time partners, audit experience of the firms, capability, independence assessment, and audit experience.</p> <p>Brief Profile of Secretarial Auditors</p> <p>M/s. Ravi Kapoor & Associates is a firm of Practicing Company Secretaries founded in the year 1996. The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed Companies. The firm is Peer Reviewed by the Institute of the Company Secretaries of India.</p>

Item No. 05:

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. His term as Managing Director will come to end on March 31, 2026. Hence, it is proposed 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 decided to recommend his re-appointment 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 further term of five consecutive years commencing from 1st April, 2026 upto 31st March, 2031.

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 June 30, 2025, had re-appointed Mr. Amit Bakshi as the Managing Director of the Company w.e.f. April 01, 2026 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 including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period 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

The remuneration structure can be reviewed and/ or revised by the Board on the recommendation of the Nomination & Remuneration Committee during the term of appointment of Mr. Amit Bakshi in the manner prescribed under the Act.

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. 5 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. 5 of the Notice.

The Board recommends the Resolution for your approval and ratification.

Item No. 6:

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. His term as the whole time Director will come to end on 31st March, 2026. Hence, it is proposed 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 recommend the re-appointment of Mr. Inderjeet Singh Negi as the Whole Time Director of the Company.

Accordingly, it is proposed to approve the re-appointment of Mr. Inderjeet Singh Negi as the Whole Time Director of the Company, liable to retire by rotation, for a further term of five consecutive years commencing from 1st April, 2026 upto 31st March, 2031.

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 June 30, 2025, 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 including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period 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

The remuneration structure can be reviewed and/ or revised by the Board on the recommendation of the Nomination & Remuneration Committee during the term of appointment of Mr. Inderjeet Singh Negi in the manner prescribed under the Act.

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 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. 6 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. 6 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 7:

Mr. Krishnakumar Vaidyanathan was appointed as the Whole time Director of the Company w.ef. 01st September, 2021 for a period of five years. His term as the whole time Director will come to end on 31st August, 2026. Hence, it is proposed 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 recommend the re-appointment of Mr. Krishnakumar Vaidyanathan as the Whole Time Director of the Company.

Accordingly, it is proposed to approve the re-appointment of Mr. Krishnakumar Vaidyanath as the Whole Time Director of the Company, liable to retire by rotation, for a further term of five consecutive years commencing from 1st September, 2026 upto 31st August, 2031.

Mr. Krishnakumar Vaidyanathan 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 June 30, 2025, had re-appointed Mr. Krishnakumar Vaidyanathan 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. Krishnakumar Vaidyanathan as the Whole Time Director for a period of five years at the remuneration including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period set out below:

Particulars	Remuneration per annum (in Rs.)
Basic salary	1,35,00,000
Others	3,29,50,456
Gross	4,64,50,456
Gratuity	6,49,344
Company Provident Fund	21,600
Driver Salary and Fuel	3,60,000
Telephone	12,000
Mediclaime	6,600
Total	4,75,00,000

The remuneration structure can be reviewed and/ or revised by the Board on the recommendation of the Nomination & Remuneration Committee during the term of appointment of Mr. Krishnakumar Vaidyanathan in the manner prescribed under the Act.

Brief profile: Mr. Krishnakumar (“KK”) in his role as Chief Operating Officer oversees the business operations of Eris. He brings 25 years of professional experience across Lifesciences, Corporate Finance and Management Consulting. His areas of expertise include Strategic Planning, Business Building, Mergers & Acquisitions and Operational Excellence.

Prior to Eris, KK was a Corporate Finance Partner with Ernst & Young LLP for 9 years. Prior to EY, he has worked with Aventus Capital, Piramal Pharma and McKinsey. At Piramal Pharma, KK was a start-up team member of the International (CRAMS) business; he was responsible for driving several organic and inorganic initiatives that resulted in a 12-fold growth of the business in 5 years. At McKinsey, KK worked with marquee clients across sectors such as Pharma, Telecom, Auto, Consumer Goods & Financial Services. KK holds an MBA in Strategy & Finance from IIM Calcutta and a B.E. in Computer Technology from Bombay University.

Mr. Krishnakumar Vaidyanathan is interested in the resolution set out at Item No. 7 of the Notice with regard to his re-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 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. Kaushal Kamlesh Shah is the Whole time Director of the Company. He has been on the Board of Directors since 04th August, 2020. His term as the whole time Director will come to end on 30th September, 2025. Hence, it is proposed 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 recommend the re-appointment of Mr. Kaushal Kamlesh Shah as the Whole Time Director of the Company.

Accordingly, it is proposed to approve the re-appointment of Mr. Kaushal Kamlesh Shah as the Whole Time Director of the Company, liable to retire by rotation, for a further term of five consecutive years commencing from 1st October, 2025 upto 30th September, 2030.

Mr. Kaushal Kamlesh Shah 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 June 30, 2025, had re-appointed Mr. Kaushal Kamlesh Shah 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. Kaushal Kamlesh Shah as the Whole Time Director for a period of five years at the remuneration including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period set out below:

Particulars	Remuneration per annum (in Rs.)
Basic salary	61,25,000
Leave Travel Allowance	35,00,000
House rent allowance	24,50,000
Child allowance	2,400
Hostel allowance	7,200
Transport allowance	19,200
Medical reimbursement	15,000
Bonus	24,000
Others	46,80,984
Gross	1,68,23,784
Gratuity	2,94,616

Company Provident Fund	21,600
Driver Salary and Fuel	3,60,000
Total	1,75,00,000

The remuneration structure can be reviewed and/ or revised by the Board on the recommendation of the Nomination & Remuneration Committee during the term of appointment of Mr. Kaushal Kamlesh Shah in the manner prescribed under the Act.

Brief profile: Mr. Kaushal Kamlesh Shah has been associated with Eris since inception and serves in the capacity of Executive Director. He is responsible for driving manufacturing, strategic sourcing and distribution operations. He has more than two decades of experience in pharmaceutical industry. He holds a bachelor’s degree in commerce from Gujarat University and a post graduate diploma in management from Som- Lalit Institute of Management Studies.

Mr. Kaushal Kamlesh Shah is interested in the resolution set out at Item No. 8 of the Notice with regard to his re-appointment. Relatives of Mr. Kaushal Kamlesh Shah 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 .

By order of the Board of Directors

Date: June 30, 2025

Place: Ahmedabad

Milind Talegaonkar

Company Secretary

Mem. No. A26493

Annexure to the Notice

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below:

Name of Director	Mr. Amit Indubhushan Bakshi	Mr. Inderjeet Singh Negi
DIN	01250925	01255388
Date of Birth	November 28, 1974	June 22, 1971
Age of Director	~51 years	~54 years
Date of Appointment/ Re-appointment	September 01, 2021	September 01, 2021
Qualification	Indian School Certificate Examination.	Bachelor’s degree in science
Experience	Please refer item no. 05 of explanatory statement	Please refer item no. 06 of explanatory statement
Functional expertise		
Terms and Conditions of Appointment and Remuneration Paid	<p>Members of the Company at their AGM held on September 01, 2021, have approved the re-appointment and terms of remuneration of Mr. Amit Bakshi for a period of five years, with effect from April 01, 2021, to March 31, 2026, as Managing Director of the Company.</p> <p>His re-appointment is subject to retire by rotation in terms of the provisions of the Act.</p> <p>Mr. Bakshi was paid a remuneration for the financial year ended March 31, 2025, Rs. 4.88 cr, as approved by the members of the Company at their AGM held on September 01, 2021.</p> <p>Mr. Bakshi’s appointment as Managing Director remains valid until March 31, 2026, with his terms of appointment and remuneration being governed by the approval granted by the members at the AGM on September 01, 2021. These terms are subject to recommendations by the Nomination and Remuneration Committee and subsequent approval by the Board of Directors.</p> <p>Please note that Mr. Bakshi is not entitled to any stock options under the Company’s Employee Stock Option Schemes.</p>	<p>Members of the Company at their AGM held on September 01, 2021, have approved the re-appointment and terms of remuneration of Mr. Inderjeet Singh Negi for a period of five years, with effect from April 01, 2021, to March 31, 2026, as Whole-time Director of the Company.</p> <p>His re-appointment is subject to retire by rotation in terms of the provisions of the Act.</p> <p>Mr. Inderjeet Singh Negi was paid a remuneration for the financial year ended March 31, 2025, Rs. 1.24 cr, as approved by the members of the Company at their AGM held on September 01, 2021.</p> <p>Mr. Negi’s appointment as Whole-Time Director remains valid until March 31, 2026, with his terms of appointment and remuneration being governed by the approval granted by the members at the AGM on September 01, 2021. These terms are subject to recommendations by the Nomination and Remuneration Committee and subsequent approval by the Board of Directors.</p> <p>Please note that Mr. Negi is not entitled to any stock options under the Company’s Employee Stock Option Schemes.</p>
Designation	Managing Director	Whole Time Director

Disclosure of relationship of Directors with Manager and KMP of the Company	Not Applicable	Not Applicable
Names of other listed entities in which person holds Directorship and the membership of the committees of the Board	Not Applicable	Not Applicable
Chairman/ Director of other Company	Mr. Amit Bakshi is Director in below entities: -Eris M. J. Biopharm Private Limited -Eris Oaknet Healthcare Private Limited -Amit Bakshi Foundation	Mr. Inderjeet Singh Negi is Director in below entities: -Eris Therapeutics Limited -Eris Healthcare Private Limited -Amit Bakshi Foundation -Eris Pharmaceuticals Limited -Eris Bionxt Private Limited
Number of shares held in the Company	5,83,35,144	59,39,933
No. of Board Meetings attended during the year	Four	Four
Justification for appointment of Independent Director	Not applicable	Not applicable
Names of companies along with listed entities in which person has resigned in the past three years.	Mr. Amit Bakshi has not resigned from the post of Directorship from any company during the past three years.	Mr. Inderjeet Singh Negi has resigned from the post of Directorship from below entities: -Aprica Healthcare Limited -Eris M. J. Biopharm Private Limited
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer item no. 05 of explanatory statement	Please refer item no. 06 of explanatory statement

Name of Director	Mr. Krishnakumar Vaidyanathan	Mr. Kaushal Kamlesh Shah
DIN	08976508	01229038
Date of Birth	December 28, 1973	July 12, 1979
Age of Director	~52 years	~46 years
Date of Appointment/Re-appointment	September 01, 2021	October 01, 2020
Qualification	MBA in Finance from IIM Calcutta and a B.Tech from VJTI, Bombay University	Graduate diploma in management
Experience	Please refer item no. 07 of explanatory statement	Please refer item no. 08 of explanatory statement
Functional expertise		
Terms and Conditions of Appointment and Remuneration Paid	<p>Members of the Company at their AGM held on September 01, 2021, have approved the appointment and terms of remuneration of Mr. Krishnakumar Vaidyanathan for a period of five years, with effect from September 01, 2021, to August 31, 2026, as Whole-time Director of the Company.</p> <p>His re-appointment is subject to retire by rotation in terms of the provisions of the Act.</p> <p>Mr. Krishnakumar Vaidyanathan was paid a remuneration for the financial year ended March 31, 2025, Rs. 4.58 cr, as approved by the members of the Company at their AGM held on September 01, 2021.</p> <p>Mr. Krishnakumar's appointment as Whole-Time Director remains valid until August 31, 2026, with his terms of appointment and remuneration being governed by the approval granted by the members at the AGM on September 01, 2021. These terms are subject to recommendations by the Nomination and Remuneration Committee and subsequent approval by the Board of Directors.</p> <p>Please note that Mr. Krishnakumar is entitled to stock options under the Company's Employee Stock Option Schemes.</p>	<p>Members of the Company at their AGM held on September 29, 2020, have approved the appointment and terms of remuneration of Mr. Kaushal Shah for a period of five years, with effect from October 01, 2020, to September 30, 2025, as Whole time Director of the Company.</p> <p>His re-appointment is subject to retire by rotation in terms of the provisions of the Act.</p> <p>Mr. Kaushal Shah was paid a remuneration for the financial year ended March 31, 2025, Rs. 1.68 cr, as approved by the members of the Company at their AGM held on September 01, 2020.</p> <p>Mr. Shah's appointment as Whole Time Director remains valid until September 30, 2025, with his terms of appointment and remuneration being governed by the approval granted by the members at the AGM on September 29, 2020. These terms are subject to recommendations by the Nomination and Remuneration Committee and subsequent approval by the Board of Directors.</p> <p>Please note that Mr. Shah is not entitled to any stock options under the Company's Employee Stock Option Schemes.</p>
Designation	Whole Time Director	Whole Time Director
Disclosure of relationship of Directors with Manager and KMP of the Company	Not Applicable	Not Applicable

Names of other listed entities in which person holds Directorship and the membership of the committees of the Board	Not Applicable	Not Applicable
Chairman/ Director of other Company	Mr. Krishnakumar Vaidyantahan is Director in below entities: -Eris M. J. Biopharm Pvt. Ltd. -Eris Oaknet Healthcare Pvt. Ltd. -Swiss Parenterals Ltd. -Levim Lifetech Pvt. Ltd.	Mr. Kaushal Kamlesh Shah is Director in below entities: -Aprica Healthcare Ltd. -Eris M. J. Biopharm Pvt. Ltd. -Eris Therapeutics Ltd. -Eris Healthcare Private Limited -Eris Pharmaceuticals Limited -Swiss Parenterals Limited -Eris Bionxt Private Limited
Number of shares held in the Company	NIL	44,68,833
No. of Board Meetings attended during the year	Five	Five
Justification for appointment of Independent Director	Not applicable	Not applicable
Names of companies along with listed entities in which person has resigned in the past three years.	Mr. Krishnakumar Vaidyanthan has not resigned from the post of Directorship from any company during the past three years.	Mr. Kaushal Kamlesh Shah has resigned from the post of Directorship from below entity: -Eris Oaknet Healthcare Private Limited
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer item no. 07 of explanatory statement	Please refer item no. 08 of explanatory statement