



EY Entrepreneur of the year-2013



FROST & SULLIVAN Best Practices-2013



Business today/YES bank Excellence Awards-2013



Date: 24 November 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: OUTCOME OF THE BOARD MEETING HELD TODAY, i.e., MONDAY, NOVEMBER 24, 2025 AND INTIMATION UNDER REGULATION 30 READ WITH PART A OF SCHEDULE III OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 read with Regulation 51 (Part A and Part B of Schedule III) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) we hereby inform you that the Board of Directors of the Company, in their meeting held today, i.e., Monday, November 24, 2025, inter alia, duly approved the following:

- **Acquisition of 30% of the total share capital of Swiss Parenterals Limited, a subsidiary of the Company.**

The details pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as “Annexure 1”.

- **Issuance of up to 23,06,372 (twenty three lakhs six thousand three hundred and seventy two) equity shares of the Company on preferential basis to discharge the consideration for acquisition of 30% stake in Swiss Parenterals Limited.**

The details pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as “Annexure 2”.

- **Notice of Postal Ballot to the shareholders of the Company to, *inter alia*, obtain their consent for the issuance of 23,06,372 (twenty three lakhs six thousand three hundred and seventy two) equity shares of the Company to Mr. Naishadh Shah (Director, Swiss Parenterals Limited) on a preferential basis, for consideration other than cash, and to approve a material related party transaction related to the acquisition of shares in Swiss Parenterals Limited from Mr. Naishadh Shah.**

The Company has fixed Friday, November 21, 2025, as the cut-off date for determining the members eligible to vote for the purpose of postal ballot through e-voting.

The meeting of the Board of Directors commenced at 02:45 P.M. and concluded at 05:30 P.M.

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



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FROST & SULLIVAN
2013 BEST PRACTICES
AWARD
Corporate Strategy Leadership Award, India



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This is for your information and record.

Thanking You,

For Eris Lifesciences Limited

Milind Talegaonkar
Company Secretary & Compliance Officer
ICSI Mem. No.: A26493

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Annexure 1

Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring:

| Acquisition (including agreement to acquire): | | |
|--|--|---|
| a) | Name of the target entity, details in brief such as size, turnover etc. | Swiss Parenterals Limited (" Swiss ") <i>(as per clause j below)</i> |
| b) | whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length"; | Yes. Swiss is a subsidiary of Eris Lifesciences Limited (" Company "), wherein the Company holds a 70% stake. The Company now proposes to acquire the remaining 30% of the total share capital of Swiss from Mr. Naishadh Shah, who is also a Director of Swiss and consequently a related party of Swiss. In terms of Regulation 2(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction between a listed company on one hand and a related party of the subsidiary on the other hand qualifies as a related party transaction. No promoter/ promoter group/ group companies of the Company has any interest in the transaction. The transaction is being undertaken at arms' length. |
| c) | industry to which the entity being acquired belongs; | Pharmaceuticals |
| d) | Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity) | With the objective of fully consolidating its position, enhancing operational synergy, and strengthening its long-term strategic presence, the Company now proposes to acquire 100% ownership of Swiss. This consolidation is expected to provide complete managerial control, enable full financial consolidation, improve cost efficiencies, streamline governance, and contribute to enhanced shareholder value. |

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| e) | Brief details of any governmental or regulatory approvals required for the acquisition | None | | | | | | | | |
|------------|---|--|----|----------|------------|--------|------------|--------|------------|--------|
| f) | Indicative time period for completion of the acquisition | The proposed transaction is expected to complete tentatively prior to March 31, 2026. | | | | | | | | |
| g) | nature of consideration - whether cash consideration or share swap and details of the same; | <p>Share Swap</p> <p>The acquisition of 30% stake in Swiss by the Company from Mr. Naishadh Shah is proposed to be undertaken for a total purchase consideration of INR 423,30,00,000 (Indian Rupees Four Hundred and Twenty Three Crores and Thirty Lakhs Only), which will be discharged by the Company by way of issuance of up to 23,06,372 (twenty three lakh six thousand three hundred and seventy two) equity shares of the Company on a preferential basis to Mr. Naishadh Shah which has been determined based on the valuation report issue by Ms. Rashmi Shah, an Independent Registered Valuer (Registration No. IBBI/RV/06/2018/10240) dated 24 November 2025.</p> | | | | | | | | |
| h) | cost of acquisition or the price at which the shares are acquired | Aggregate consideration of INR 423,30,00,000 (Indian Rupees Four Hundred and Twenty Three Crores and Thirty Lakhs Only) | | | | | | | | |
| i) | Percentage of shareholding / control acquired and/or number of shares acquired; | 16,74,493 (Sixteen Lakhs Seventy Four Thousand Four Hundred and Ninety Three) equity shares of Swiss, constituting 30% of the total share capital of Swiss. Pursuant to the said acquisition, Swiss will become a wholly owned subsidiary of the Company. | | | | | | | | |
| j) | brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief); | <p><u>Product Line:</u> Parenterals</p> <p><u>Date of Incorporation:</u> February 04, 1997.</p> <p><u>History of last 3 years Turnover (Group Level) (INR) Crores:</u></p> <table border="1"> <thead> <tr> <th>FY</th> <th>Turnover</th> </tr> </thead> <tbody> <tr> <td>FY 2022-23</td> <td>220.80</td> </tr> <tr> <td>FY 2023-24</td> <td>282.97</td> </tr> <tr> <td>FY 2024-25</td> <td>351.11</td> </tr> </tbody> </table> <p><u>Country in which the acquired entity has presence:</u> ~80+ countries</p> | FY | Turnover | FY 2022-23 | 220.80 | FY 2023-24 | 282.97 | FY 2024-25 | 351.11 |
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| FY 2022-23 | 220.80 | | | | | | | | | |
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Annexure 2

Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

| Issuance of securities: | | | | |
|--------------------------------|---|---|---|---|
| a) | type of securities proposed to be issued: | 23,06,372 (twenty three lakh six thousand three hundred and seventy two) fully paid up equity shares of face value of INR 1 (Indian Rupee One Only) the Company. | | |
| b) | type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.); | Preferential Allotment to Mr. Naishadh Shah, Director of Swiss Parenterals Limited (“ Swiss ”) | | |
| c) | total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately); | Issuance of up to 23,06,372 (twenty three lakh six thousand three hundred and seventy two) fully paid up equity shares of the Company on a preferential basis to Mr. Naishadh Shah, for discharging the consideration of INR 423,30,00,000 (Indian Rupees Four Hundred and Twenty Three Crores and Thirty Lakhs only), payable to Mr. Naishadh Shah for the acquisition of 16,74,493 (Sixteen Lakhs Seventy Four Thousand Four Hundred and Ninety Three) equity shares of Swiss (representing 30% of the total share capital of Swiss) from him.. | | |
| d) | In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): | | | |
| i. | names of the investors | Mr. Naishadh Shah | | |
| ii. | post allotment of number securities – outcome of the subscription | Name of the Proposed Allottees | Pre-Preferential Issue (No. of Shares & %, on a fully diluted basis) | Post-Allotment of Equity Shares pursuant to the Preferential Issue (No. of Shares & %, on a fully diluted basis) |

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| | | | | |
|------|---|---|----------------|----------------------|
| | | Mr. Naishadh Shah | Nil (0.00%) | 23,06,372 (1.69%) |
| iii. | issue price / allotted price (in case of convertibles) | <p>The Company will issue and allot up to 23,06,372 (twenty three lakh six thousand three hundred and seventy two) fully paid-up Equity Shares having face value of INR 1/- (Indian Rupee One) each at a price of INR 1,835.35 (Indian Rupees Eighteen Hundred and Thirty Five point Three Five Only) per equity share which is the price determined in accordance with Chapter V of the SEBI ICDR Regulations for a consideration other than cash, to discharge the consideration for the proposed acquisition of 30% of the total share capital of Swiss from Mr. Naishadh Shah.</p> <p>The swap ratio has been determined based on the valuation report issue by Rashmi Shah, an Independent Valuer dated November 24, 2025.</p> | | |
| iv. | number of investors | One – Mr. Naishadh Shah | | |
| e) | any cancellation or termination of proposal for issuance of securities including reasons thereof. | None. | | |

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