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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: NOTICE OF POSTAL BALLOT UNDER SECTION 110 OF THE COMPANIES ACT, 2013

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), we enclose herewith a copy of the Postal Ballot Notice dated November 24, 2025 (“**Notice**”), together with the explanatory statement thereto, seeking approval of the Members of Eris Lifesciences Limited (the “**Company**”) on the resolutions specified therein, by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (“**MCA**”) and the Securities and Exchange Board of India (“**SEBI**”) in this regard.

In accordance with the applicable circulars issued by the MCA and SEBI and the SEBI Listing Regulations, the Company has completed the dispatch of the Notice in electronic form only by email to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “**NSDL**”) and Central Depository Services (India) Limited (the “**CDSL**”) as on Friday, 21st November, 2025 (the “**Cut-Off Date**”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, MUFG Intime India Private Limited (formerly, Link Intime India Private Limited) (the “**RTA**”), in accordance with the provisions of the Companies Act, 2013 read with the rules framed thereunder and the framework provided under the MCA circulars and SEBI circulars. The Notice is also being uploaded on the Company’s website at <https://eris.co.in/announcements-notices/>.

The Company has engaged the services of MUFG Intime India Private Limited (formerly, Link Intime India Private Limited) (hereinafter referred to as “**MUFG**” or “**RTA**”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://eris.co.in/>, on the website of MUFG at <https://instavote.linkintime.co.in/> and shall also be displayed at the Registered Office of the Company on or before Friday, December 26, 2025, while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited (where the equity shares of the Company are listed).

You are requested to take the same on your records. Thanking you.

For Eris Lifesciences Limited

Milind Talegaonkar
Company Secretary & Compliance Officer
Membership No: A26493

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



ERIS LIFESCIENCES LIMITED

Registered Office: Shivarth Ambit, Plot No 142/2, Ramdas Road Off SBR, Near Swati Bungalows,
Bodakdev, Ahmedabad, Gujarat – 380054

Email: complianceofficer@erislifesciences.com **Website:** www.eris.co.in

Tel: +91 79 3045 1000 **Fax:** +91 79 3017 9404

CIN: L24232GJ2007PLC049867

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the
Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 108, 110 and all other applicable provisions, if any, of Companies Act, 2013 (the “**Act**”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023, 9/2024 dated 19th September, 2024 and 3/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”) and Circulars issued by Securities and Exchange Board of India (“**SEBI**”) vide Circular No. SEBI/HO/CFD/ CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (“**SEBI Circulars**”) and, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the special resolutions set out below are proposed to be passed by the Members of Eris Lifesciences Limited (“**ELL**” or “**Eris**” or the “**Company**”) by means of Postal Ballot, only by way of remote e-voting (“**e-voting**”) process.

The proposed special resolutions and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (“**Notice**”), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars and SEBI Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (FCS No. 2587; COP No 2407), proprietor of M/s. Ravi Kapoor & Associates, Ahmedabad, to act as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent (“**FOR**”) or dissent (“**AGAINST**”) on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on Wednesday, 24th December, 2025, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of MUFG Intime India Private Limited (formerly, Link Intime India Private Limited) (hereinafter referred to as “MUFG” or “RTA”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with Regulation 44 of the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://eris.co.in/>, on the website of MUFG at <https://instavote.linkintime.co.in/> and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Wednesday, 24th December, 2025.

RESOLUTION PUT THROUGH POSTAL BALLOT

SPECIAL BUSINESS:

ITEM NO. 1 - TO RE-APPOINT MR. KRISHNAKUMAR VAIDYANATHAN AS THE WHOLE-TIME DIRECTOR OF THE COMPANY:

*To consider and if thought fit, to assent/ dissent to 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 from 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.”

ITEM NO. 2 - TO RE-APPOINT MS. KALPANA UNADKAT AS INDEPENDENT DIRECTOR OF THE COMPANY:

*To consider and if thought fit, to assent/ dissent to 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), Ms. Kalpana Unadkat (DIN 02490816) who was earlier appointed as an Independent Director of the Company through Circular Resolution passed by the Board of Directors dated January 5, 2021, and her appointment was regularized at the Annual General Meeting held on September 01, 2021 and holds office as an independent director up to January 04, 2026 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 and a notice in writing in terms of Section 160(1) of the Act, from a member 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 consecutive years with effect from January 05, 2026 up to January 04, 2031.

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.”

ITEM NO. 03: APPROVAL FOR ISSUANCE UP TO 23,06,372 (TWENTY THREE LAKH SIX THOUSAND THREE HUNDRED AND SEVENTY-TWO) FULLY PAID-UP EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:

*To consider and if thought fit, to assent/ dissent to the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/or re-enactments thereof for the time being in force) (hereinafter referred to as the “**Act**”), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI LODR Regulations**”), the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and other applicable rules, regulations and guidelines of the

Securities and Exchange Board of India (“SEBI”), the stock exchanges where the Company's shares are listed (the "Stock Exchanges"), the uniform listing agreements entered into by the Company with BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), and the Depositories Act, 1996, and in accordance with the memorandum and articles of association of the Company, and subject to any other approvals, consents, permissions, and sanctions from any competent regulatory and governmental authorities, the approval of the shareholders of the Company be and is hereby accorded to the board of directors of the Company (the “Board”, which term shall include any committee of the Board) to create, offer, issue, and allot, by way of a preferential issue on a private placement basis, up to 23,06,372 (Twenty-Three Lakh Six Thousand Three Hundred and Seventy-Two fully paid-up Equity Shares of the Company having a face value of INR 1/- (Indian Rupee One) each (“**Subscription Shares**”) at a price of INR 1835.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Five and Thirty-Five Paise) per Equity Share, including a premium of INR 1834.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Four and Thirty-Five Paise) per Equity Share, aggregating up to INR 423,30,00,000 (Indian Rupees Four Hundred Twenty-Three Crore and Thirty Lakh, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to Mr. Naishadh Shah (the “**Proposed Allottee**”), who is not a promoter and does not belong to the promoter group of the Company, for consideration other than cash, towards payment of an aggregate purchase consideration of INR 423,30,00,000 (Indian Rupees Four Hundred Twenty-Three Crore and Thirty Lakh) payable by the Company to the Proposed Allottee for the acquisition by the Company of 16,74,493 (Sixteen Lakh Seventy-Four Thousand Four Hundred and Ninety-Three) fully paid-up equity shares having a face value of INR 10 (Indian Rupees Ten) each (“**Sale Shares**”) of Swiss Parenterals Limited (“**Swiss**”) held by the Proposed Allottee, representing 30% (thirty percent) of the fully paid-up equity share capital of Swiss, at a price of INR 2527.9295 (Indian Rupees Two Thousand Five Hundred and Twenty-Seven and Ninety-Three Paise) per Equity Share of Swiss, in each case, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws and/or as set forth in the relevant agreements, deeds, and other documents (the “**Preferential Issue**”).

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the Subscription Shares to be issued and allotted is Monday, November 24, 2025 being the date 30 (Thirty) days prior to the date of the extra-ordinary general meeting on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue and allotment of the Subscription Shares to the Proposed Allottee under the Preferential Issue shall inter-alia be subject to the following terms and conditions, in addition to the others, as prescribed under the applicable laws:

- (a) The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (fifteen) days from the later of:
 - (i) date of the approval of this special resolution passed through postal ballot; or
 - (ii) receipt of last of the approval/ permission required for such allotment from any Regulatory Authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Subscription Shares to Proposed Allottee);

- (b) The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, in the Company, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- (c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (d) The Subscription Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations and such longer period as specified in the explanatory statement enclosed with this Postal Ballot Notice;
- (e) No partly paid-up Subscription Shares shall be issued and allotted;
- (f) Allotment of the Subscription Shares shall only be made in dematerialised form;
- (g) The Subscription Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals;
- (h) The Subscription Shares shall be allotted to the Proposed Allottee subject to receipt of Sale Shares from the Proposed Allottee, i.e., for consideration other than cash;
- (i) The Subscription Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove; and
- (j) The Subscription Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) (other than the lock-in and/or transfer restrictions under SEBI ICDR Regulations and/or as set forth in the Definitive Agreement) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT if the Proposed Allottee fails to transfer the entire capital held by him in Swiss to the Company or is found not eligible for the Preferential Issue, or approval of any of the relevant Regulatory Authority, as may be required, is not received, the Company shall not allot any Subscription Shares to the Proposed Allottee.

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the shareholders of the Company be and is hereby accorded to record the names and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee, through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and the SEBI ICDR Regulations containing the terms and conditions after passing of this resolution and receiving any

applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of the issue of Subscription Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the shareholders of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (i) To appoint and enter into arrangements with legal counsel, registrar, and other advisors necessary for the Preferential Issue, and to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., in connection therewith and to give them such directions or instructions as they may deem fit from time to time;
- (ii) To take necessary actions and steps for obtaining relevant approvals from Regulatory Authorities or such other authorities, whether regulatory or otherwise, as may be necessary in relation to the Preferential Issue; including making necessary applications and making such submissions as may be required, including applications to the Stock Exchanges for obtaining in-principle, listing and trading approval in connection with the Preferential Issue to be allotted pursuant to the Preferential Issue;
- (iii) To finalize and issue necessary offer documents including but not limited to the Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form or offer document as prescribed under the Act and the SEBI ICDR Regulations, the notice of the meeting of the shareholders in connection with the Preferential Issue and to record the names of the Proposed Allottee in form PAS-5.
- (iv) To approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s) / supplement(s) / corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations and Act and the rules made thereunder and in compliance with any direction from SEBI and / or such other applicable authorities;
- (v) To vary, modify or amend, in accordance with applicable law, the terms and conditions of the Preferential Issue;
- (vi) To issue and allot Subscription Shares pursuant to the Preferential Issue upon receipt of the requisite approvals in accordance with the applicable laws;

- (vii) Seek the admission of the Subscription Shares in the depository system of the National Securities Depository Limited and/or Central Depository Services (India) Limited and undertake such corporate actions as may be required in this regard;
- (viii) To execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors and any agreement or letters with the Proposed Allottee) in connection with the Preferential Issue;
- (ix) To settle any question, difficulty or doubt that may arise in connection with the Preferential Issue including the issuance and allotment of the Subscription Shares as aforesaid and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Preferential Issue and allotment of the Subscription Shares; and to take all such steps or actions and give all such directions as may be necessary or desirable in connection with the Preferential Issue;
- (x) To undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI LODR Regulations; and
- (xi) To take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the shareholders of the Company, and the decision of the Board shall be final and conclusive, and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, without being required to seek any further consent or approval of the shareholders of the Company, to any committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of, and performance under, any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers and consultants to give effect to this resolution.

RESOLVED FURTHER THAT any director, Chief Financial Officer and/or Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation:

- i. to effect any modification(s), change(s), variation(s), alteration(s), addition(s) and/or deletion(s) of the relevant terms and conditions related to the Preferential Issue, as may be required by any relevant regulatory authorities or otherwise;
- ii. making application(s) and representation(s) to the Stock Exchanges,
- iii. filing requisite documents with the MCA and other regulatory authorities,

- iv. to resolve and settle any questions and difficulties that may arise in the Preferential Issue,
- v. authorise the credit of Subscription Shares allotted to the demat account of the Proposed Allottee, and
- vi. to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the shareholders of the Company, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the directors of the Company or the Company Secretary, may be furnished to any person(s) as may be required.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 04: TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED WITH MR. NAISHADH SHAH:

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), and subject to such other approvals, consents and permissions as may be required, the consent of the Members be and is hereby accorded for entering into a material related party transaction involving the acquisition by the Company of 16,74,493 (Sixteen Lakh Seventy Four Thousand Four Hundred Ninety Three) fully paid-up equity shares of Swiss Parenterals Limited (“**Swiss**”), representing 30% of its paid-up equity share capital, from Mr. Naishadh Shah (a related party), at a price of INR 2527.9295 (Indian Rupees Two Thousand Five Hundred and Twenty-Seven and Ninety-Three Paise) per equity share, for an aggregate consideration of INR 423,30,00,000 (Indian Rupees Four Hundred Twenty-Three Crore and Thirty Lakh), which consideration shall be discharged by the Company for consideration other than cash through the issue and allotment, on a preferential basis and private placement, of up to 23,06,372 (Twenty-Three Lakh Six Thousand Three Hundred and Seventy-Two) fully paid-up Equity Shares of the Company having a face value of INR 1/- (Indian Rupee One) each (“**Subscription Shares**”) at a price of INR 1835.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Five and Thirty-Five Paise) per Equity Share, including a premium of INR 1834.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Four and Thirty-Five Paise) per Equity Share, in accordance with the provisions of the Companies Act, 2013, SEBI ICDR Regulations and other applicable laws and rules and regulations made thereunder and on such terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (the “**Board**”, which term shall include any committee thereof) be and is hereby authorised to: (a) finalize, approve, sign, execute and deliver all agreements, deeds, share purchase agreements, share subscription agreements, corporate actions and other documents; (b) do all such acts, deeds and things as may be necessary or expedient for giving effect to this resolution; (c) settle any questions, difficulties or doubts that may arise in connection with the above transaction; and (d) delegate all or any of the powers herein conferred to any Director(s) or Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT all actions taken by the Board in this regard prior to the date of this meeting be and are hereby ratified and confirmed.”

By order of the Board of Directors

Date: November 24, 2025

Place: Ahmedabad

Milind Talegaonkar

Company Secretary

Mem. No. A26493

NOTES:

The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to Special Businesses are annexed hereto.

1. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office and the Corporate Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will also be made available on the website of the Company during the abovementioned period.
2. In accordance with the MCA Circulars, SEBI Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by email to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, 21st November, 2025 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, MUFG Intime India Private Limited (formerly, Link Intime India Private Limited) (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars and SEBI circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars and SEBI circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS -2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. Members who have not registered their e-mail address with the Company can 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.

6. The aforementioned mechanism of registration of email ids for the purpose of e-voting will be also given by the Company in the Public Notice.
7. The Notice will be displayed on the website of the Company viz., <https://eris.co.in/> and on the website of MUFG Intime India Pvt. Ltd. formerly known as Link Intime India Private Limited, Registrar and share transfer agent of the company (<https://instavote.linkintime.co.in/>). The notice shall also be uploaded on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.
8. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in newspapers having wide circulation in the district where the Registered Office of Company is situated.
9. The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No. FCS 2587) and proprietor of M/s. Ravi Kapoor & Associates, Ahmedabad as the Scrutinizer for conducting e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the e-votes submitted. The Scrutinizer's decision on the validity of the e-votes shall be final. The results of the postal ballot through e-voting will be announced on or before Friday, December 26, 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., <https://eris.co.in/>, besides being communicated to BSE Limited and the National Stock Exchange of India Limited.
11. The e-voting period commences on Tuesday, 25th November, 2025 at 9:00 a.m. IST and ends on Wednesday, 24th December, 2025 at 5:00 p.m. IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off date, i.e., Friday, 21st November, 2025, are requested to cast their vote electronically. The e-voting module shall be disabled by RTA for voting on Wednesday, 24th December, 2025 at 5.00 p.m. IST. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

REMOTE E-VOTING INSTRUCTIONS:

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 remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) 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.

Shareholders not registered for IDeAS facility:

- a) 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>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) 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.
- e) 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 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) 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.
- e) 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 registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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 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.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, 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.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

1. User ID: Enter User ID

2. Password: Enter existing Password

3. Enter Image Verification (CAPTCHA) Code

4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID

2. 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.

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

4. 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

5. 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).

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

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:

- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
- 3) ‘Investor PAN’ - Enter your 10-digit PAN.
- 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: 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.

D. 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”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) After successful login, you will see “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 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 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 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.

General Instructions - Shareholders

- ❖ 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”.

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

ITEM NO. 1: TO RE-APPOINT MR. KRISHNAKUMAR VAIDYANATHAN AS THE WHOLE-TIME DIRECTOR OF THE COMPANY

Mr. Krishnakumar Vaidyanathan was appointed as the Whole time Director of the Company w.e.f. 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 November 12, 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
Mediclaim	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 Avendus 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. 1 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. 01 of the Notice.

The Board recommends the Resolution for your approval.

ITEM NO. 2: TO RE-APPOINT MS. KALPANA UNADKAT AS INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Kalpana Unadkat was earlier appointed as an Independent Director on the Board of the Company through circular resolution dated 5th January, 2021 and her appointment was regularised at the meeting of the Members held on 01st September, 2021. She would hold office upto 04th January, 2026 (“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 Ms. Kalpana Unadkat 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 Ms. Kalpana Unadkat as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from January 05, 2026 upto January 04, 2031. Ms. Kalpana Unadkat 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 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).

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. 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. 2 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 a Special Resolution respectively as set out in Item No. 2 of the Notice. The Board recommends the Resolution for your approval.

ITEM NO. 03: APPROVAL FOR ISSUANCE UP TO 23,06,372 (TWENTY THREE LAKH SIX THOUSAND THREE HUNDRED AND SEVENTY TWO) FULLY PAID-UP EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

In accordance with applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), as amended from time to time, the approval of Members of the Company by way of special resolution is required to issue equity shares on a preferential basis to Mr. Naishadh Shah,

an Indian resident (“NS”) for a consideration other than cash being discharged by acquisition of 30% paid-up share capital of Swiss Parenterals Limited (“Swiss”), a subsidiary of the Company, held by NS to the Company.

The disclosures in accordance with the Act and ICDR Regulations and the other applicable provisions of law, are as follows:

1. Particulars of the offer including date of passing of Board resolution; material terms of issue of securities

As of the date of this Notice, Swiss is a subsidiary of the Company and the Company together with its nominee shareholders, holds 39,07,150 (Thirty-nine Lakhs Seven Thousand One Hundred and Fifty) equity shares in Swiss, representing 70% of Swiss's total paid-up equity share capital. The remaining 30% of the total paid-up equity share capital, comprising 16,74,493 equity shares with a face value of INR 10 (Ten) each (the “Sale Shares”), is held by NS.

To consolidate its control, enhance operational synergies, and strengthen its long-term strategic position, the Company proposes to acquire the Sale Shares from Mr. Naishadh Shah (the “Proposed Acquisition”). Upon completion of the Proposed Acquisition, Swiss will become a wholly owned subsidiary of the Company, a consolidation expected to provide complete managerial control, enable full financial consolidation, improve cost efficiencies, streamline governance, and enhance shareholder value.

Accordingly, with an objective to acquire 100% of the total paid-up equity share capital of Swiss, the Board of Directors of the Company (“Board”), at its meeting on November 24, 2025, subject to the approval of the Company's shareholders and any other necessary approvals, approved the Proposed Acquisition of the Sale Shares from NS for an aggregate purchase consideration of INR 423,30,00,000 (Indian Rupees Four Hundred Twenty-Three Crore and Thirty Lakh) (“Purchase Consideration”), to be discharged by issuing up to 23,06,372 (Twenty-Three Lakh Six Thousand Three Hundred and Seventy-Two) fully paid-up equity shares with a face value of INR 1/- (Indian Rupee One) each (“Subscription Shares”) to NS at a price of INR 1,835.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Five and Thirty-Five Paise) per equity share (which includes a premium of INR 1,834.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Four and Thirty-Five Paise) per equity share, being a price not less than the floor price as determined in accordance with Chapter V of the ICDR Regulations (“Floor Price”), and in terms of the Share Purchase and Subscription Agreement entered into among the Company, Swiss, and NS on November 24, 2025 (“SPSSA”), through a preferential issue on a private placement basis (“Preferential Issue”). The Floor Price for the issue of the shares on a preferential basis under the applicable provisions of the ICDR Regulations is INR 1,678.34 (Indian Rupees One Thousand Six Hundred and Seventy-Eight Rupees and Thirty-Four Paise) per equity share.

The equity shares shall be listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) (collectively, “Stock Exchanges”) and shall rank pari passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than the lock-in and/or transfer restrictions under ICDR Regulations and/or as set forth in the SPSSA), in accordance with applicable laws,

and shall be subject to the requirements of all applicable laws and provisions of the Memorandum and Articles of Association of the Company.

NS has confirmed that it is eligible to subscribe to the Subscription Shares under the Preferential Issue in accordance with Regulation 159 of the ICDR Regulations.

2. Amount which the company intends to raise by way of such securities

Not applicable. The Preferential Issue is for consideration other than cash. The Subscription Shares are proposed to be issued to NS in discharge of the Purchase Consideration for the Proposed Acquisition of the Sale Shares in Swiss from NS.

3. Purpose or object of the preferential issue and issue price

The objective of the Preferential Issue is to issue and allot Subscription Shares to discharge the Purchase Consideration of INR 423,30,00,000 (Indian Rupees Four Hundred Twenty-Three Crore and Thirty Lakh) for the Proposed Acquisition of the Sale Shares of Swiss by the Company from NS.

4. Kinds of securities offered, maximum number of shares to be issued and the price at which the allotment is proposed

The Company proposes to issue and allot up to 23,06,372 (Twenty-Three Lakh Six Thousand Three Hundred and Seventy-Two) fully paid-up equity shares of the Company at a price of INR 1835.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Five and Thirty-Five Paise) per equity share, including a premium of INR 1834.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Four and Thirty-Five Paise) per equity share.

5. Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, the relevant date (“**Relevant Date**”) for determining the floor price for the Subscription Shares to be issued and allotted is Monday, November 24, 2025, being the date 30 (Thirty) days prior to the last date for Remote e-Voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Wednesday, December 24, 2025.

6. Basis or justification on which the price (including premium, if any)

The issue price has been determined based on consideration of (i) fair equity share swap ratio for the proposed transaction, as per Valuation report dated November 24, 2025 issued by Ms. Rashmi Shah, an Independent Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10240), having office at Address: 702, Shah Trade Centre, Malad East, Mumbai – 400 097, in accordance with Regulation 163(3) of the ICDR Regulations and the provisions of the Articles of Association of the Company; and (ii) pricing certificate dated November 24, 2025 issued by Ms. Vinay J and Associates (Chartered Accountants), certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations. The Articles of Association of the Company requires the

price of the shares being issued through preferential issue to be determined by a valuation report by an independent registered valuer, however, it does not provide for any specific method of determination of the price which results in a floor price higher than that determined in accordance with the ICDR Regulations. The said Valuation Report and the pricing certificate shall remain available for inspection by the Members during the voting period (kindly send your request at complianceofficer@erislifesciences.com) and is also hosted on website of the Company which can be accessed at the link <https://eris.co.in/wp-content/uploads/2025/11/Valuation-Report-Share-Swap-Acquisition-of-SPL.pdf>.

The equity shares of the Company are listed on NSE and BSE. The equity shares are frequently traded on NSE & BSE in terms of the ICDR Regulations. NSE, being the stock exchange with higher trading volumes during the 90 trading days preceding the Relevant Date, has been considered for determining the floor price in accordance with the ICDR Regulations. In terms of the applicable provisions of the ICDR Regulations, the Floor Price at which the Subscription Shares shall be issued and allotted is INR 1,678.34 per equity share, being higher of the following:

- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e. 1,678.34 per equity share; or
- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date i.e. INR 1,592.64 per equity share.

The pricing of the Subscription Shares to be allotted on preferential basis is INR 1835.35 per equity share which is not less than the Floor Price determined in the manner set out above.

7. Amount which the Company intends to raise by way of such securities/ size of the issue

Not applicable. The issue of Subscription Shares is for non-cash consideration.

8. Principal terms of assets charged as securities:

Not applicable.

9. Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status

The preferential issue, if approved, is proposed to be made to NS. NS is neither a promoter nor a related party of the Company, as per the Act, LODR Regulations and the ICDR Regulations and such status remain same post preferential allotment of Subscription Shares. However, NS is a Director of Swiss and a related party of Swiss. In terms of Regulation 2(1)(zb) read with and Regulation 23 of the LODR Regulations, any transaction entered into by the Company or its subsidiaries with the related party of the Company or of its subsidiaries is considered a Related Party Transaction (“RPT”). In terms of Regulation 2(1)(zb) of the LODR Regulations, the issue of specified securities on a preferential basis, subject to compliance of the ICDR Regulations is

not a related party transaction, however, the Proposed Acquisition of the Sale Shares from NS will qualify as a related party transaction for which a separate approval is sought from the Members under this Notice.

10. Listing

The Company will make applications to the Stock Exchanges at which the existing equity shares are already listed, for listing of the Subscription Shares.

11. Intention of promoters, directors or key managerial personnel of the Company to subscribe to the offer

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue.

12. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

Nil

13. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation

With a view to consolidate its control, enhance operational synergies, and strengthen its long-term strategic position, the Company intends to acquire 100% control of Swiss, in which the Company currently holds 70% of the paid-up share capital, remaining 30% of the paid-up share capital is held by NS. Pursuant to the SPSSA executed between the Company and NS, the Company proposes to discharge the purchase consideration payable to NS for acquisition of the Sale Shares i.e. 30% of the paid-up share capital of Swiss, by issue of Subscription Shares of the Company in accordance with applicable laws. As per Regulation 163(3) of the ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash. The value of the Sale Shares and price of the Subscription Shares has been determined taking into account Valuation Report dated November 24, 2025 issued by Ms. Rashmi Shah, an Independent Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10240), Address: 702, Shah Trade Centre, Malad East, Mumbai – 400 097, in accordance with Regulation 163(3) of the ICDR Regulations and the provisions of the Articles of Association of the Company. The said Valuation Report shall remain available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link <https://eris.co.in/wp-content/uploads/2025/11/Valuation-Report-Share-Swap-Acquisition-of-SPL.pdf>.

14. Name of the proposed allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee and percentage of post preferential offer capital that may be held by the proposed allottee and change in control, if any, in the company that would occur consequent to the preferential offer

No. of Investors	Name of the Proposed Allottee	Category	Name of the natural persons, who are the ultimate beneficial owners	Pre-Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment	
				No. of shares	% of voting rights		No. of shares	% of voting rights
1 (one)	Mr. Naishadh Shah	Non-Promoter	Not applicable	Nil	Nil	23,06,372 fully paid-up equity shares	23,06,372	1.66%

There shall be no change in the management or control over the Company pursuant to the aforesaid Preferential Issue.

15. Lock-in Period

The Subscription Shares issued and allotted pursuant to the Preferential Issue shall be subject to lock-in for a period commencing on the date of allotment until February 15, 2029 (“**Lock-in Period**”). During the Lock-in Period, but after the expiry of the statutory lock-in of six (6) months from the date of trading approval as specified under Regulation 167(2) of Chapter V of the SEBI ICDR Regulations, NS may: (a) create a pledge over the Subscription Shares with the prior written consent of the Company; or (b) transfer such shares held by him to a private trust wherein the Proposed Allottee is the sole beneficiary and the managing trustee of such trust.

16. Time frame within which the Preferential Issue shall be completed

The Company shall complete the allotment of the Subscription Shares within a period of 15 (fifteen) days from the later of: (a) date of the approval of this special resolution through Postal Ballot; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Subscription Shares to NS)

17. Undertakings

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations,

the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

18. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2025-2026.

19. Other disclosures

- (i) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- (ii) None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the ICDR Regulations.
- (iii) None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- (iv) NS has confirmed that he has not sold or transferred any equity shares during the 90 trading days preceding the Relevant Date. NS does not hold any share prior to the date of Notice of this Postal Ballot, hence lock-in of pre-allotment holding is not applicable.
- (v) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- (vi) The entire pre-preferential equity shareholding of NS, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- (vii) The equity shares to be allotted pursuant to this Preferential Issue will be fully paid up at the time of the allotment.
- (viii) The Company doesn't have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories.
- (ix) The Company has obtained Permanent Account Number of NS.
- (x) NS is not related to the promoters of the Company.

20. Shareholding pattern of the Company before and after the Preferential Issue:

Please refer **Annexure - B** to this Notice for details.

21. Certificate of a practicing company secretary

The certificate dated November 24, 2025, from M/s. Ravi Kapoor (Membership No. F2587), Practicing Company Secretary, certifying that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period (kindly send your request at complianceofficer@erislifesciences.com) and is also hosted on website of the Company which can be accessed at the link <https://eris.co.in/wp-content/uploads/2025/11/Compliance-Certificate-PCS-R.-1632-ICDR-Regulations.pdf>.

22. Material terms of raising such securities

All material terms have been set-out above.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and Regulation 160(b) and other relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Shares to NS is being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Subscription Shares pursuant to the Preferential Issue would be within the authorised share capital of the Company.

The Board of Directors believe that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in the said resolution.

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e-voting.

ITEM NO. 04: TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED WITH MR. NAISHADH SHAH

As of the date of this Notice, Swiss Parenterals Limited (“Swiss”) is a subsidiary of the Company and the Company together with its nominee shareholders, holds 39,07,150 (Thirty-nine Lakhs Seven Thousand One Hundred and Fifty) equity shares in Swiss, representing 70% of Swiss's total paid-up equity share capital. The remaining 30% of the total paid-up equity share capital, comprising 16,74,493 equity shares with a face value of INR 10 (Ten) each, is held by Mr. Naishadh Shah (“NS”). Mr. Naishadh Shah, a Director of Swiss, is a related party. Under Regulation 23 read with Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), any transaction between the Company or its subsidiaries and a related party of the Company or its subsidiaries is considered a Related Party Transaction (“**RPT**”).

With an objective to acquire 100% of the total paid-up equity share capital of Swiss, the Board of Directors of the Company (“**Board**”), at its meeting on November 24, 2025, subject to the approval of

the Company's shareholders and any other necessary approvals, approved the acquisition of the Sale Shares from NS (“**Proposed Transaction**”) for an aggregate purchase consideration of INR 423,30,00,000 (Indian Rupees Four Hundred Twenty-Three Crore and Thirty Lakh) (“**Purchase Consideration**”), to be discharged by issuing up to 23,06,372 (Twenty-Three Lakh Six Thousand Three Hundred and Seventy-Two) fully paid-up equity shares with a face value of INR 1/- (Indian Rupee One) each (“**Subscription Shares**”) to NS at a price of INR 1,835.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Five and Thirty-Five Paise) per equity share (which includes a premium of INR 1,834.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Four and Thirty-Five Paise) per equity share) in the manner as specified under Item No 3 of this Postal Ballot Notice.

The Proposed Transaction, being a transaction between the Company and a related party of its subsidiary i.e. Swiss, is a RPT under Regulation 2(1)(zb) of the LODR Regulations. Under Regulation 23(4) of the LODR Regulations, all material related party transactions require prior approval of the shareholders by resolution. A transaction with a related party is considered material if the transaction(s), individually or combined with previous transactions in a financial year, exceeds the lower of INR 1,000 crore or ten percent (10%) of the annual consolidated turnover of the Company, as per the last audited financial statements.

The value of the Proposed Transaction, taken together with previous transactions with NS during the financial year 2025-26, exceeds ten percent (10%) of the Company's annual consolidated turnover based on its last audited financial statements. Accordingly, the Proposed Transaction is a material related party transaction under the LODR Regulations and requires the approval of the Company's shareholders by an ordinary resolution.

The Audit Committee and the Board of Directors approved the Proposed Transaction at their respective meetings on November 24, 2025, subject to the approval of the Members.

The information required to be disclosed to shareholders under the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions,” in accordance with the SEBI Master Circular dated October 13, 2025 (SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135), is specified below:

Summary of information provided by the management to the Audit Committee:

S. No.	Particulars of the information	Information provided by the management
<u>A. Details of the related party and transactions with the related party</u>		
A(1). Basic details of the related party		
1.	Name of the related party	Mr. Naishadh Shah
2.	Country of incorporation of the related party	Not Applicable
3.	Nature of business of the related party	Not Applicable
A(2). Relationship and ownership of the related party		

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary)	NS is a Director of Swiss Parenterals Limited, a Subsidiary of Eris Lifesciences Limited, and holds 16,74,493 Equity Shares of Swiss Parenterals Limited representing 30% share capital and voting rights of Swiss Parenterals Limited.
2.	Shareholding or contribution % or profit & loss sharing % of the listed entity / subsidiary (in case of transaction involving the subsidiary) whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	Swiss Parenterals Limited is a subsidiary of the Company and the Company together with its nominee shareholders, holds 39,07,150 (Thirty-nine Lakhs Seven Thousand One Hundred and Fifty) equity shares in Swiss, representing 70% of Swiss's total paid-up equity share capital. The remaining 30% of the total paid-up equity share capital, comprising 16,74,493 equity shares with a face value of INR 10 (Ten) each, is held by NS.
3.	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary) Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by related shall also be considered.	NS does not hold any shares in the Company. However, NS holds 16,74,493 Equity Shares in Swiss Parenterals Limited, the subsidiary of the Company representing 30% share capital and voting rights of Swiss Parenterals Limited.

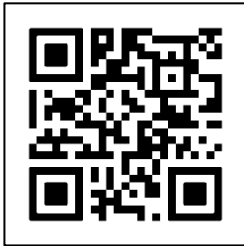
A(3). Details of previous transactions with the related party

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	<p>With the Company and other subsidiaries (except Swiss Parenterals Limited (“Swiss”)): The Company acquired 4,56,577 shares of Swiss from NS for a consideration discharged partly in cash (INR 32,06,97,120) and partly through issue of non-convertible debentures (NCDs) of the Company (7,018 NCDs, for a consideration of INR 70,18,00,000) in February 2024, along with other shareholders of Swiss Parenterals Limited at that point of time as part of the acquisition of 70% of the paid-up share capital of Swiss Parenterals Limited. At the time of such acquisition, NS was not a related party of the Company.</p> <p>With Swiss Parenterals Limited</p> <table border="1" data-bbox="815 1872 1378 1973"> <thead> <tr> <th data-bbox="815 1872 906 1944">Sr. No.</th> <th data-bbox="906 1872 1129 1944">Nature of Transactions</th> <th data-bbox="1129 1872 1267 1944">Financial Year</th> <th data-bbox="1267 1872 1378 1973">Amount (Rs. In Cr)</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Financial Year	Amount (Rs. In Cr)				
Sr. No.	Nature of Transactions	Financial Year	Amount (Rs. In Cr)							

		<table border="1"> <tr> <td>1.</td> <td>Remuneration</td> <td>2024-25</td> <td>4.05</td> </tr> <tr> <td>2.</td> <td>Remuneration</td> <td>2023-24</td> <td>0.72</td> </tr> <tr> <td>3.</td> <td>Remuneration</td> <td>2022-23</td> <td>0.72</td> </tr> </table>	1.	Remuneration	2024-25	4.05	2.	Remuneration	2023-24	0.72	3.	Remuneration	2022-23	0.72
1.	Remuneration	2024-25	4.05											
2.	Remuneration	2023-24	0.72											
3.	Remuneration	2022-23	0.72											
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up (till the date of approval of the Audit Committee / Shareholders)	<p>With Eris Lifesciences Limited and other group companies except Swiss Parenterals Limited: Other than the Proposed Transaction and the Preferential Issue proposed to be undertaken, the Company has not undertaken any transactions with NS.</p> <p>With Swiss Parenterals Limited</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Period</th> <th>Amount (Rs. In Cr)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Remuneration</td> <td>Upto September 30, 2025</td> <td>2.025</td> </tr> </tbody> </table>	Sr. No.	Nature of Transactions	Period	Amount (Rs. In Cr)	1.	Remuneration	Upto September 30, 2025	2.025				
Sr. No.	Nature of Transactions	Period	Amount (Rs. In Cr)											
1.	Remuneration	Upto September 30, 2025	2.025											
3.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	The approval of the audit committee of the Company was not required as none of the aforesaid transactions met the thresholds specified under Regulation 23(2) of the LODR Regulations, which requires the approval of the audit committee of the Company. However, where applicable, the approval of the audit committee of Swiss Parenterals Limited were obtained for the transactions entered into between NS and Swiss Parenterals Limited.												
4.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	Not Applicable												
A(4). Details of previous transactions with the related party														
1.	Total amount of all the proposed transaction being placed for approval in the current meeting.	The Company proposes to acquire 30% paid up share capital of Swiss from NS for an aggregate purchase consideration of INR 423,30,00,000 (Indian Rupees Four Hundred Twenty-Three												

		Crore and Thirty Lakh) which shall be paid by the Company for consideration other than cash by way of issuing up to 23,06,372 (Twenty-Three Lakh Six Thousand Three Hundred and Seventy-Two) fully paid-up equity shares with a face value of INR 1/- (Indian Rupee One) each to NS at a price of INR 1,835.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Five and Thirty-Five Paise) per equity share (which includes a premium of INR 1,834.35 (Indian Rupees One Thousand Eight Hundred and Thirty-Four and Thirty-Five Paise) per equity share)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of RPT Industry Standards.	Yes. the proposed acquisition constitutes a material related party transaction under Regulation 23 of the SEBI Listing Regulations.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	14.63%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable. While, Swiss Parenterals Limited, the subsidiary of the Company, is a party to the SPSSA, the Proposed Transaction is being undertaken between the Company and NS.
5.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not Applicable, the related party, i.e. Mr. Naishadh Shah being an individual and a whole time employee of Swiss.
6.	Financial performance of the related party for the immediately preceding financial year:	The Related Party being individual deriving the income from salary as an employee of Swiss Parenterals Limited and does not require any separate disclosure herein.
A(5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Acquisition of 16,74,493 equity shares constituting 30% of the paid up share capital of Swiss Parenterals Limited from NS.
2.	Details of each type of the proposed transaction	Please refer to the above description of the Proposed Transaction.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One Time

4.	Whether omnibus approval is being sought?	No. Since this is a specific proposal no omnibus approval is being sought.
5.	<p>Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.</p> <p>If omnibus approval is being sought, the maximum value of a single transaction during a financial year.</p>	This is a one time specific transaction. The details and the value of the Proposed Transaction is specified above.
6.	<p>Whether the RPTs proposed to be entered into are:</p> <p>(i) not prejudicial to the interest of public shareholders, and</p> <p>(ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</p>	The proposed RPT is not prejudicial to the interest of public shareholders and is undertaken on an arm's length terms.
7.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders	Swiss is a subsidiary of the Company and the Company together with its nominee shareholders, holds 70% of Swiss's total paid-up equity share capital. The remaining 30% of the total paid-up equity share capital is held by NS. Upon completion of Upon completion of the acquisition of the said 30% of the paid-up share capital from NS pursuant to the Proposed Transaction, Swiss will become a wholly owned subsidiary of the Company. This will consolidate Company's control, enhance operational synergies, and strengthen its long-term strategic position. enable full financial consolidation, improve cost efficiencies, streamline governance, and enhance shareholder value.
8.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p>	No director(s) / key managerial personnel of the Company have any interest in the transaction, whether directly or indirectly except of their directorship and shareholding in the respective Companies.

	<p><i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i></p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	
9.	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p>	<p>Not Applicable. Mr. Naishadh Shah does hold any shares directly or indirectly in Eris Lifesciences Limited.</p>
	<p>a. Name of the director / KMP/ partner</p>	<p>- Not Applicable</p>
	<p>b. Shareholding of the director / KMP / partner, whether direct or indirect, in the listed entity</p>	<p>- Not Applicable</p>
10.	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>The value of the Sale Shares and price of the Subscription Shares has been determined taking into account Valuation Report dated November 24, 2025 issued by Ms. Rashmi Shah, an Independent Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10240), Address: 702, Shah Trade Centre, Malad East, Mumbai – 400 097. The said Valuation Report shall remain available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link https://eris.co.in/wp-content/uploads/2025/11/Valuation-Report-Share-Swap-Acquisition-of-SPL.pdf.</p> <p>QR Code:</p> 

		The Valuation Report has been placed before the Audit Committee in its meeting held on November 24, 2025.
11.	Other information relevant for decision making.	Not Applicable
B.	Details are to be furnished only if the specific type of Related Party Transaction, as outlined in the <i>Industry Standards on Minimum Information to be Provided to the Audit Committee and Shareholders for Approval of Related Party Transactions</i>, is proposed to be undertaken, and such details shall be in addition to those required under Part A.	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not Applicable
2	Basis of determination of price	The value of the Sale Shares and price of the Subscription Shares has been determined on the basis of Valuation Report dated November 24, 2025 issued by Ms. Rashmi Shah, an Independent Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10240), Address: 702, Shah Trade Centre, Malad East, Mumbai – 400 097. The value of the shares of Swiss proposed to be acquired from NS is determined by the valuation report is INR 3058.14 and the proposed acquisition of such shares is being made at a price of INR 2527.9295 per equity share of Swiss.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable
C	Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B.	
	Not Applicable	

Other Information

b.	Justification as to why the proposed transaction is in the interest of the listed entity.	Swiss is a subsidiary of the Company and the Company together with its nominee shareholders, holds 70% of Swiss's total paid-up equity share capital. The remaining 30% of the total paid-up equity share capital is held by NS. Upon completion of Upon
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		completion of the acquisition of the said 30% of the paid-up share capital from NS pursuant to the Proposed Transaction, Swiss will become a wholly owned subsidiary of the Company. This will consolidate Company's control, enhance operational synergies, and strengthen its long-term strategic position. enable full financial consolidation, improve cost efficiencies, streamline governance, and enhance shareholder value. Therefore, the Proposed Transaction is in the interest of the Company and its shareholders.
c.	Disclosure of the fact that the Audit Committee has determined that the promoter(s) will not benefit from the RPT at the expense of the public shareholders.	The Audit Committee has confirmed that the promoter(s)/related party will not derive any undue benefit from the transaction at the expense of the public shareholders.
d.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate issued by the CEO and CFO of the Company, as required under the RPT Industry Standards confirming that the terms of proposed RPT to be entered into by the Company are in the interest of the Company.
e.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material RPT have been approved by the Audit Committee in its meeting held on November 24, 2025, and the Board of Directors recommends the proposed transaction to the shareholders for its approval.
f.	Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	The value of the Sale Shares and price of the Subscription Shares has been determined taking into account Valuation Report dated November 24, 2025 issued by Ms. Rashmi Shah, an Independent Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10240), Address: 702, Shah Trade Centre, Malad East, Mumbai – 400 097. The said Valuation Report shall remain available for inspection by the Members during the voting period (kindly send your request at complianceofficer@erislifesciences.com) and is also hosted on website of the Company which can be accessed at the link:

		https://eris.co.in/wp-content/uploads/2025/11/Valuation-Report-Share-Swap-Acquisition-of-SPL.pdf
g.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Not Applicable
h.	Comments of the Board/Audit Committee of the listed entity, if any.	Not Applicable
i.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors.	Not Applicable
j.	Any other information that may be relevant	Not Applicable

The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e-voting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution, except to the extent of their shareholding in the Company. The related parties of the Company shall not vote on the resolution in terms of Regulation 23(4) of SEBI LODR Regulations.

The Board of Directors recommends the resolution for the approval of the Members as an Ordinary Resolution.

By order of the Board of Directors

Date: November 24, 2025
Place: Ahmedabad

Milind Talegaonkar
Company Secretary
Mem. No. A26493

Annexure A 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. Krishnakumar Vaidyanathan	Ms. Kalpana Unadkat
DIN	08976508	02490816
Date of Birth	December 28, 1973	September 22, 1970
Age of Director	~52 years	~55 years
Date of Appointment/Re-appointment	September 01, 2021	January 05, 2021
Qualification	MBA in Finance from IIM Calcutta and a B.Tech from VJTI, Bombay University	Please refer item no. 02 of explanatory statement
Experience	Please refer item no. 01 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>	Appointment for a another term of 5 (Five) consecutive years commencing from Janu 05, 2026, and shall not be liable to retirement by rotation

	<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>							
Designation	Whole Time Director	Non-Executive Independent Director						
Disclosure of relationship of Directors with Manager and KMP of the Company	Not Applicable	Not Applicable						
Chairman/ Director of other Companies	<p>Mr. Krishnakumar Vaidyantahan is Director in below entities:</p> <ul style="list-style-type: none"> - Eris M. J. Biopharm Pvt. Ltd. - Eris Oaknet Healthcare Pvt. Ltd. - Swiss Parenterals Ltd. - Levim Lifetech Pvt. Ltd. 	<p>Ms. Kalpana Unadkat is Director in below entites:</p> <ul style="list-style-type: none"> - Avenue Supermarts Limited - TVS Credit Services Limited 						
Names membership of the committees of the Board of other Companies	Not Applicable	<p>Avenue Supermarts Limited</p> <table border="1"> <thead> <tr> <th>Name of Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Chairperson</td> </tr> </tbody> </table>	Name of Committee	Designation	Audit Committee	Chairperson	Nomination & Remuneration Committee	Chairperson
Name of Committee	Designation							
Audit Committee	Chairperson							
Nomination & Remuneration Committee	Chairperson							

		<table border="1"> <tr> <td>Stakeholder Relationship Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> </table> <p>TVS Credit Services Limited</p> <table border="1"> <thead> <tr> <th>Name of Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Chairperson</td> </tr> <tr> <td>Stakeholder Relationship Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> </tbody> </table>	Stakeholder Relationship Committee	Member	Risk Management Committee	Member	Name of Committee	Designation	Audit Committee	Member	Nomination & Remuneration Committee	Chairperson	Stakeholder Relationship Committee	Member	Risk Management Committee	Member
Stakeholder Relationship Committee	Member															
Risk Management Committee	Member															
Name of Committee	Designation															
Audit Committee	Member															
Nomination & Remuneration Committee	Chairperson															
Stakeholder Relationship Committee	Member															
Risk Management Committee	Member															
Number of shares held in the Company	NIL	NIL														
No. of Board Meetings attended during the year	Three	Two														
Justification for appointment of Independent Director	Not applicable	Please refer item no. 02 of explanatory statement														
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.	Ms. Kalpana Unadkat has not resigned from the post of Directorship from any company during the past three years.														
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer item no. 01 of explanatory statement	Please refer item no. 02 of explanatory statement														

Annexure B to the Notice

Shareholding Pattern of the Company

S. No.	Category	Pre-Preferential Allotment (As on November 21, 2025)		Post-Preferential Allotment	
		No. of Equity Shares (INR 1/- each)	% of holding	No. of Equity Shares (INR 1/- each)	% of holding
A	Promoter Group				
1	Indian				
	a. Individuals/HUFs	7,47,08,744	54.85	7,47,08,744	53.93
	b. Bodies Corporate/Trusts /Any Other	0	0	0	0
	Sub-total A(1)	7,47,08,744	54.85	7,47,08,744	53.93
2	Foreign	0	0	0	0
	Sub-total A(2)	0	0	0	0
	Total Shareholding of Promoter Group [Sub-total A = A(1)+A(2)]	7,47,08,744	54.85	7,47,08,744	53.93
B	Non-Promoter Group (Public)				
1	Institutions				
	a. Mutual Funds	2,45,91,098	18.05	2,45,91,098	17.75
	b. Financial Institutions/ Banks	3	0	3	0
	c. Insurance Companies	18,25,738	1.34	18,25,738	1.32
	d. Foreign Portfolio Investors(Category I and II)	95,58,496	7.02	95,58,496	6.90
	e. Alternate Investment Funds	12,06,812	0.88	12,06,812	0.87
	e. Other	0	0	0	0
	Sub-total B(1)	3,71,82,147	27.29	3,71,82,147	26.84
2	Central Government/ State Government (s)	10	0	10	0
	Sub-total B(2)	10	0	10	0
3	Non-Institutions				
i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	35,38,267	2.60	35,38,267	2.56
ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	80,15,083	5.88	1,03,21,445	7.45
b)	NBFCs registered with RBI	0	0	0	0
c)	Any other specify				
	IEPF	0	0	0	0
	Trusts	0	0	0	0
	Foreign National	0	0	0	0
	Hindu Undivided Family	99,587	0.07	99,587	0.07
	Limited Liability Partnerships	62,333	0.04	62,333	0.05
	Non-Resident Indians	2,31,331	0.17	2,31,331	0.17
	Foreign Portfolio Investor (Individual)	0	0	0	0
	Clearing Member	30,740	0.02	30,740	0.02

	Private Corporate Bodies	0	0	0	0
	Directors and their Relatives (excluding independent directors and nominee directors)	0	0	0	0
	Indian Public	0	0	0	0
	Others(Includes Foreign Companies, Bodies Corporate, Employees, and Trusts (employees))	1,23,48,649	9.07	1,23,48,649	8.91
	Sub-total B(3)	2,43,25,990	17.86	2,66,32,362	19.22
	Total Non-Promoter Group (Public Shareholding [Sub-total B = B(1)+B(2)+B(3)]	6,15,08,147	45.15	6,38,14,519	46.07
C	Non-Promoter – Non Public/ Shares held by custodians for ADR and GDR	0	0	0	0
	Grand Total A+B+C	13,62,16,891	100.00	13,85,23,263	100.00

Date: 24 November, 2025

To,
The Board of Directors,
Eris Lifesciences Limited,
Shivarth Ambit, Plot No 142/2,
Ramdas Road Off SBR
Near Swati Bungalows, Bodakdev,
Ahmedabad,
Gujarat, India, 380054

Subject: Practicing Company Secretary's Certificate under Regulation 163(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time ("SEBI ICDR Regulations") on the compliance with the requirements of Chapter V of the SEBI ICDR Regulations, in relation to proposed preferential issue of upto 23,06,372 (Twenty Three Lakh Six Thousand Three Hundred and Seventy Two) Equity shares of face value of Re 1/- each ("Equity Share") by Eris Lifesciences Limited (the "Company").

Dear Sir / Ma'am,

- I, Ravi Kapoor, Practicing Company Secretary, (Membership No. F2587), having our office at 402, 4th Floor, Shaival Plaza, Nr. Gujrat College, Ellisbridge, Ahmedabad – 380006, have been requested by the management of the Company ("Management") having (CIN: L24232GJ2007PLC049867) and having its registered office at Shivarth Ambit, Plot No 142/2, Ramdas Road Off SBR Near Swati Bungalows, Bodakdev, Ahmedabad, Gujarat, India, 380054 to certify that the proposed preferential issue of upto 23,06,372 (Twenty Three Lakh Six Thousand Three Hundred and Seventy Two) equity shares of face value Re. 1/- each to the following proposed allottee ("**Proposed Allottee**"), for consideration other than for cash, is in compliance with the requirements of "*Chapter V-Preferential Issue*" of the SEBI ICDR Regulations ("**Proposed Preferential Issue**"):

S. No.	Name of the Proposed Allottee	Number of Equity Shares to be issued
1.	Mr. Naishadh Shah	23,06,372 (Twenty Three Lakh Six Thousand Three Hundred and Seventy Two)

- As per requirement of Regulation 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the members of the Company considering the Proposed Preferential Issue and accordingly be annexed to the postal-ballot notice ("**Notice**"), being dispatched to the members for seeking their approval for the Proposed Preferential Issue. Further, the Company is also placing this certificate on its website at the link specified in the Notice.



**Ravi Kapoor
&
Associates**
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Company Secretaries
Trade Mark Agent
Insolvency Resolution Professional

3. The Proposed Preferential Issue is approved by the Board of Directors of the Company in its Meeting held on 24 November 2025 and is subject to approval of the shareholders.
4. The accompanying statement set out in **Annexure A ("Statement")** contains the workings for arriving at such minimum issue price for Proposed Preferential Issue as prepared by the Management.

Management's Responsibility

5. The preparation of the accompanying Statement, including the preparation and maintenance of relevant supporting records and documents, is the responsibility of the Management of the Company. This responsibility includes designing, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis for preparation and making judgments and estimates that are reasonable in the circumstances.
6. Management is also responsible for ensuring that the relevant records provided to us for our examination are correct and complete.
7. Management is also responsible for providing all relevant information to the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

Practicing Company Secretary's Responsibility

8. Pursuant to the requirements of Regulation 163(2) of Chapter V of the SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the Proposed Preferential Issue of equity shares to the Proposed Allottee as mentioned above, are being made in accordance with the requirements of "Chapter V- Preferential Issue" of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Companies Act, 2013 ("Act") and rules framed thereunder (SEBI ICDR Regulations and the Act, together referred to as the "**Regulations**").
9. On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the Management of the Company, as required under the Regulations, we have verified that the issue is being made in accordance with the requirements of the Regulations as applicable to the Proposed Preferential Issue.
10. More specifically, we have performed the following procedures to confirm the compliance with required conditions:
 - (a) Reviewed the Memorandum of Association and Articles of Association of the Company, and accordingly verified that the Proposed Preferential Issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Articles of Association (AOA) of the Company. It is further confirmed that the Articles of



Association of the Company requires the price of the shares being issued through preferential issue to be determined by a valuation report by an independent registered valuer, however, it does not provide for any specific method of determination of the price which results in a floor price higher than that determined in accordance with the ICDR Regulations;

- (b) Reviewed the present capital structure including the details of the authorized, subscribed, issued, paid up share capital of the Company along with the shareholding pattern.
- (c) Reviewed the statutory registered of the Company and the list of shareholders issued by the RTA (i) to note that the equity shares of the Company are fully paid up; (ii) Confirmed that the Proposed Allottee does not hold any Pre-Preferential Issue shareholding in the Company.
- (d) Obtained certified copy of resolutions of the Board of Directors of the Company (the "Board") dated November 24, 2025 approving the issuance of equity shares on preferential basis for consideration other than cash.
- (e) Reviewed the list of proposed allottee(s).
- (f) Reviewed the disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by the Proposed Allottee, during the 90 (ninety) trading days preceding the Relevant Date;
- (g) Obtained confirmation from the Registrar and Transfer Agent (RTA) of the Company that the Proposed Allottee has not sold or transferred any equity shares of the Company during the 90 (ninety) trading days preceding the Relevant Date and till the execution of this certificate;
- (h) Obtained and read the Postal Ballot Notice dated 24 November 2025 of the passing of resolution through Postal Ballot containing the proposed special resolution for the preferential issue and ordinary resolution for related party transaction for material related party transaction and the corresponding explanatory statement under Section 102 of the Act and verified that:
 - (i) the disclosure in Explanatory Statement is as required under the Act & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the SEBI ICDR Regulations and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013, and the compliance with the other requirements of Act;



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- (ii) the lock-in period is as required under Regulation 167 of the SEBI ICDR Regulations;
- (iii) the terms for payment of consideration and allotment are as required under Regulation 169 of the SEBI ICDR Regulations;
- (iv) Since the Preferential Issue is for a consideration other than cash the Company is required to determine swap ratio based on valuation report by an independent registered valuer, which shall be submitted to the stock exchange(s) where the equity shares of the issuer are listed. In this regard, we have verified that the Company has obtained (i) Valuation report dated November 24, 2025 issued by Ms. Rashmi Shah, an Independent Registered Valuer (IBBI Registration Number IBBI/RV/06/2018/10240), having office at Address: 702, Shah Trade Centre, Malad East, Mumbai – 400 097, in accordance with Regulation 163(3) of the ICDR Regulations and the provisions of the Articles of Association of the Company; and (ii) pricing certificate dated November 24, 2025 issued by Vinay J and Associates (Chartered Accountants), certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations;
- (v) Checked the computation of the minimum issue price of Equity Shares to be allotted in preferential issue is in accordance with the SEBI ICDR Regulations;
- (vi) The minimum issue price for the Proposed Preferential issue of the Company, based on Chapter V of the SEBI ICDR Regulations, have been worked out at INR 1,678.34 per equity share and for this purpose have reviewed and relied on pricing certificate dated November 24, 2025 issued by Ms. Vinay J and Associates (Chartered Accountants) to the Company, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations;
- (vii) Noted the relevant date is 24 November, 2025 (“**Relevant Date**”), being the date 30 (Thirty) days prior to the last date for Remote e-Voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Wednesday, December 24, 2025;
- (viii) Verified that the Proposal Preferential Issue will not result in change in control or management of the Company or allotment of more than 5% of the post issue fully diluted share capital of the Company;



- (ix) Confirmed that the payment of Annual listing fees for the financial year 2024-2025 in respect of equity shares of the Company listed on BSE Limited and National Stock Exchange of India Limited has been made;
- (x) Verified the Permanent Account Number ("PAN") of Proposed Allottee subscribing to the Preferential Issue from the copy of PAN;
- (xi) Conducted a relevant management inquiry and obtained requisite representations from the Management; and
- (xii) Verified the relevant statutory records of the Company to confirm that: (a) It has no outstanding dues to the SEBI, the Stock Exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority; and (b) It is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the SEBI LODR Regulations, as amended, and any circular or notification issued thereunder.

Assumptions & Limitation of scope and Review:

- (i) Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the Management.
- (ii) We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
- (iii) Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- (iv) This certificate is solely for the intended purpose of compliance in terms of the Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of my/our knowledge and belief, we hereby certify that Proposed Preferential Issue is being made in accordance with the requirements of the Regulations, particularly; (i) the Proposed Preferential is being made in compliance with Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013, Rule 13(2) of the Companies (Share Capital and Debenture) Rules, 2014 and



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Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Act; (ii) the Proposed Preferential Issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. It is further confirmed that for the Proposed Preferential Issue, the price of the equity shares of the Company has been determined based on the pricing formula prescribed under Regulation 164(1) and Regulation 163(3) of Chapter V of SEBI ICDR Regulations; and (iii) the total allotment to the Proposed Allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2025-26 is less than 5% of the post issue fully diluted share capital of the Company; and (iv) the Proposed Allottee, has not sold any equity shares of the Company during the 90 trading days preceding the November 24, 2025; and (v) there is no pre-preferential shareholding of the Proposed Allottee in the Company.

Thanking you

Yours faithfully,

**RAVI
KAPOOR**

Digitally signed
by RAVI KAPOOR
Date: 2025.11.24
17:00:50 +05'30'



Ravi Kapoor
Practicing Company Secretary
FCS: 2587; COP: 2407
UDIN: F002587G002009570
Place: Ahmedabad