

## **Notice of Extra-Ordinary General Meeting (“EGM”)**

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of the Company will be held at a shorter notice on Thursday, May 27, 2021 at 19:30 hours IST through Video Conference.

Agenda in respect of the matter to be considered at the meeting is as follows:

### **Special Business**

#### **Item 1: Amendment to the Stelis ESOP Scheme 2021 with respect to Option Price at which ESOPs are proposed to be granted to the Employees of Stelis**

*To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution:*

**RESOLVED THAT** consent of the Members of the Company be and is hereby accorded to amend the Stelis ESOP Scheme 2021 with reference to the **Exercise Price** of the stock option to read as Rs. 4,166 per share, which is at a 50% discount to Rs. 8,332/-, the pre-money value of Stelis’ equity shares, or such other price as the Board or its appropriate Committee may determine in line with Stelis ESOP Scheme 2021.

**RESOLVED FURTHER THAT** any Director of the Company and the Company Secretary of the Company be and are hereby severally authorized to amend the Stelis ESOP Scheme and do all such acts and deeds to give effect to the above resolution and to certify a copy of the above resolutions and issue the same to all concerned parties.”

**Date: May 25, 2021**  
**Place: Bangalore**

**For and on behalf of the Board of Directors**  
**Stelis Biopharma Private Limited**

SD/-

**Paresh Gupta**  
**CFO & Company Secretary**

#### **Stelis Biopharma Private Limited**

Regd. Office: Plot No. 293,  
Bommasandra Jigani Link Road, Jigani Industrial Area  
Anekal Taluk, Bengaluru – 560 015, India  
**T** +91 80 6784 0444 **E** [info@stelis.com](mailto:info@stelis.com) **W** [www.stelis.com](http://www.stelis.com)  
CIN: U74140KA2007PTC043095

**NOTES:**

1. The corporate members intending to appoint authorized representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorizing their representative(s) to attend and vote, on their behalf, at the EGM.
2. The Explanatory Statement pursuant to Section 102 of the Act read with applicable Rules thereto annexed hereto and form part of this notice.
3. The Meeting is convened at a shorter notice under the provisions of the Section 101 of the Companies Act, 2013
4. Members are requested to intimate the change in their address registered with the Company.
5. The details for holding EGM via videoconferencing is as under:

Join Zoom Meeting

<https://strides.zoom.us/j/92162194768?pwd=TXZ5Qjk4eU9FNHpnSGdEbGEyZFJxdz09>

Meeting ID: 921 6219 4768

Password: 259253

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**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
READ WITH RULES MADE THERETO**

In conformity with the provisions of Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice of the Extraordinary General Meeting of the members of the Company.

**Item 1: Amendment to the Stelis ESOP Scheme 2021**

Members are apprised that the Board of Directors of the Company and Member of the Company at their meeting held on March 11, 2021 had approved the 'Stelis ESOP Scheme 2021' pursuant to which approval for creation of an ESOP Pool equivalent to 5% of the diluted equity capital of Stelis was provided.

As per the Scheme, Employees of Stelis are to be granted stock options at Rs. 6,250/- per share (which was at a 25% discount to the pre-money valuation of Rs. 8,332/- per share).

In order to enable the Company, retain key talent, it is proposed that the discount at which options are proposed to be granted to Employees be considered at 50% of the pre-money valuation of Rs. 8,332/- per share, viz., Rs. 4,166/- per share.

*Approval of the Members is sought to consider and if deemed fit, approve the proposed amendment to the Stelis ESOP Scheme.*

Board of Directors of the Company believe that the proposed amendment to the scheme is employee friendly and shall enable the Company to retain key employees. Board recommends passing of such resolution as set out Item No. 1 as an Ordinary Resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the resolutions, except to the extent of their shareholding in the Company.

**Date: May 25, 2021**  
**Place: Bangalore**

**For and on behalf of the Board of Directors**  
**Stelis Biopharma Private Limited**

SD/-

**Paresh Gupta**  
**CFO & Company Secretary**

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