

## NORRIS MEDICINES LIMITED

Regd Office: Plot No. 801/P, GIDC Industrial Estate, Ankleshwar-393 002 (Gujarat). CIN:L24230GJ1990PLC086581 Tel.+91 2646 223462 Web:www.norrispharma.com Email:secretarial@norrispharma.com

### NOTICE

**NOTICE** is hereby given that the **28<sup>th</sup> Annual General Meeting** of the members of the Company will be held at the Registered Office of the Company situated at Plot No. 801/P, GIDC Industrial Estate, Ankleshwar- 393002 on Thursday the 26<sup>th</sup> day of September, 2019 at 11:30 a.m. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 together with Reports of Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of **Mr. Vimal D Shah, (DIN No.01506655)**, who retires by rotation and being eligible, offers himself for re-appointment;

#### SPECIAL BUSINESS:

3. Re-appointment of Mr. Sanjiv Kumar Shah as an Independent Non-Executive Director.

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as special resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 178 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), rules framed thereunder and Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjiv kumar Shah (DIN: 00534775) as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years w. e. f. 26<sup>th</sup> September, 2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

**Date: 05<sup>th</sup> August, 2019**

**Registered Office:**

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Ankleshwar-393 002 (Gujarat).  
CIN : L24230GJ1990PLC086581  
Email: secretarial@norrispharma.com

**By Order of the Board  
For, Norris Medicines Limited**

**Sd/-  
Vinay Rana  
Company Secretary**

#### NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 28TH ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS 'THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 13. The Company will also send communication relating to remote e-voting, which inter-alia, would contain details about User ID and password along with the copy of this Notice to the Members.
- 3) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) Brief resume of Directors seeking appointment / re-appointment at the Meeting along with details of their other Directorships and shareholding in the Company pursuant to the Regulation (36) (3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions are provided as an annexure to this notice.
- 5) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Meeting is annexed hereto.

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- 6) The Register of Members and Share Transfer Books of the Company shall remain closed from 20<sup>th</sup> September, 2019 to 26<sup>th</sup> September, 2019.(both days inclusive).
- 7) Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars, if any, under their signature to the Registrar and Share Transfer Agents, quoting their folio number. Members holding shares in electronic form may update such details with their respective Depository Participants.
- 8) Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to its RTA for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
- 9) Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its RTA for the Nomination Form.
- 10) The SEBI has vide Circular no. MRD/DOP/Cir-05/2009 dated 20<sup>th</sup> May, 2009 mandated the submission of PAN by every participant in the security market. Members holding shares in electronic form /physical form are therefore, requested to submit their PAN to the Company or the RTA.
- 11) Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not yet registered their e-mail address with the Company or their respective Depository are requested to do so.
- 12) All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Company's Registered Office at Ankleshwar on all working days except Saturdays & Sundays, between 10.00 A.M. to 1.00 P.M. till 25<sup>th</sup> September, 2019.
- 13) Information and other instructions for Members relating to remote e-voting are as under:

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Clause 35B of the Listing Agreement, the Company is providing the facility to Members to exercise their rights to vote by electronic means. The Company has engaged the Services of Central Depository Services (India) Limited (CDSL) for providing e-voting facilities. The e-voting rights of the Members / beneficial owners shall be reckoned in proportion to ordinary shares held by them in the Company as on 19<sup>th</sup> September, 2019 (cut -off date fixed for this purpose).

The Company has appointed CS Devesh Desai, Practising Company Secretary ACS No. 11332, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
- 14) The notice of Annual General Meeting along with the Annual report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- 15) Members are requested to bring their copy of the Annual Report to the Annual General Meeting as an austerity measure.

### Detailed instructions for availing e-voting facility are as follows:

- (i) The voting period begins on Monday, 23<sup>rd</sup> September, 2019 at 9.00 A.M. and ends on Wednesday, 25<sup>th</sup> September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, 19<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 

Now Enter your User ID	
a.	For CDSL: 16 digits beneficiary ID,
b.	For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c.	Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

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(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **NORRIS MEDICINES LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xx) **Note for Non-Individual Shareholders & Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) Any person who acquires Shares and becomes Member after dispatch of Notice of the 28<sup>th</sup> Annual General Meeting and holds shares as on the 'cut off' date Thursday, 19<sup>th</sup> September, 2019 may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at support@purvashare.com.
- 16) The facility for voting shall be made available at the AGM to the Members attending the AGM who have not cast their votes by remote e-voting.
- 17) The result shall be declared forthwith upon receipt of the Scrutiniser's Report. The result declared along with the scrutiniser's report shall be placed on the Company's website at www.norrispharma.com and on the website of CDSL immediately after the declaration by the Chairman and would also be communicated to the Stock Exchanges, where the shares of the Company are listed.

### ANNEXURE TO THE NOTICE

#### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, TO THE ACCOMPANYING NOTICE DATED 05<sup>TH</sup> AUGUST, 2019

##### Item No. 3

##### RE-APPOINTMENT OF MR. SANJIV KUMAR SHAH AS DIRECTOR OF THE COMPANY

Mr. Sanjiv Kumar Shah (DIN: 00534775) was appointed as an Independent Director of the company Pursuant to the provisions of section 149 of the companies Act, 2013 read with rules framed thereunder ("the Act") and the clause 49 of the erstwhile Listing Agreement entered into with the stock exchange. Mr. Sanjiv Kumar Shah holds office as an Independent Director of the Company up to 06<sup>th</sup> September, 2019 ('first term') in terms of the explanation to sections 149 (10) and 149 (11) of the Act.

Mr. Sanjiv Kumar Shah aged 58 years has an experience of more than 35 years in the field of Accountancy and Finance. He is a Fellow Member of the Institute of Chartered Accountants of India and also an Associate Member of the Institute of Company Secretaries of India.

The Board of Directors at its meeting held on 05<sup>th</sup> August, 2019, on recommendation of the Nomination Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Sanjiv Kumar Shah would be beneficial to the Company and it is desirable to re-appoint Mr. Sanjiv Kumar Shah as an Independent Director of the Company, not liable to retire by rotation, for as second term of five consecutive years w.e.f. 26<sup>th</sup> September, 2019.

In the opinion of the Board, Mr. Sanjiv Kumar Shah fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management.

Except Mr. Sanjiv Kumar Shah, none of the Directors, Key Management Personnel and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item no. 3.

**Date: 05<sup>th</sup> August, 2019**

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### (ANNEXURE)

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 28<sup>TH</sup> ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND OTHER APPLICABLE PROVISIONS ARE AS UNDER: (REFER ITEM NO. 2 AND 3 OF THE NOTICE)

Name of the Director	Mr. Vimal D Shah	Mr. Sanjiv Kumar Shah
DIN No.	01506655	00534775
Date of Birth	06-12-1976	18-08-1961
Type of appointment	Director retiring by rotation	Independent director
Qualifications	Commerce Graduate	CA & CS
Areas of Specialization	Business Management	Account & Finance
Date of first appointment on to the Board	20 <sup>th</sup> February, 2012	06 <sup>th</sup> September, 2014
No. of Shares Held in the Company	34,350 Equity Shares ( Vimal D Shah- HUF)	Nil
List of Directorship held in other	1. Kruger Metal Melter Private Limited 2. Fab Metals Private Limited Companies	V.M.P. Hospital & Research center Pvt Ltd.
Chairman/member of the Committee of the Board of Directors of this Company	Member – Audit Committee Member – Stakeholder's relationship Committee Member – CSR Committee	Chairman – Audit Committee Chairman – Nomination Remuneration Committee Chairman – Independent Director Committee
Chairman/member of the Committee of the Board of Directors of other Companies	N.A.	N.A.
Relation with Key Managerial Personnel and Directors	N.A.	N.A.
Justification for appointment	Excellence knowledge and experience in business management.	Excellence knowledge and experience in Accountancy and finance