

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 **29th Annual General Meeting** of the members of the Company will be held on Friday the 25th day of September, 2020 at 11:30 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020 together with Reports of Board of Directors' and Auditors' thereon;
2. Re-appointment of Vimal D. Shah as Managing Director

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

"RESOLVED THAT in accordance with the provisions of sections 196, 197 and 203 read with schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications thereto or re-enactment thereof for the time being in force) and pursuant to Article of Association of the Company and subject to an other approvals as my be required, the consent of the members of the company be and is hereby accorded for re-appointment of Mr. **Vimal D Shah (DIN: 01506655)**, as the Managing Director of the Company, for a period of five years with effect from (01st April, 2020), and the payment of remuneration as my be determined by the board or any of its committee, from time to time, within the maximum limits of remuneration for managing director approved by members of the company on such terms and conditions as set out in the foregoing resolution and the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors or any of its committee be and is hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

3. Re-appointment of Dr. Hiten Parikh 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 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 Dr. Hiten Parikh(DIN: 01686215) as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years w. e. f. 25th September, 2020.

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.

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4. Appointment of Mrs. Susmita Mahapatra (Din: 08795606), as an Director of the company

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification (s) or re-enactment thereof for the time being in force] and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mrs. Susmita Mahapatra (DIN: 08795606), who was appointed as an Additional Director of the Company to hold the office up to next Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is, hereby appointed as an Non-executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

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: 24th August, 2020

Registered Office:

Plot No. 801/P,

GIDC Industrial Estate,

Ankleshwar-393 002 (Gujarat)

CIN : L24230GJ1990PLC086581

Email : secretarial@norrispharma.com

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

**Sd/-
Vinay Rana
Company Secretary**

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NOTES:

- 1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) and MCA Circulars, the AGM of the Company will be held through VC / OAVM.
- 2) For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 3) Since this AGM is being held through VC / OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
- 4) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 5) In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.norrispharma.com , website of stock exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- 6) Pursuant to Section 113 of the Companies Act, 2013, Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to scrutinizer deveshrdesai2002@rediffmail.com and to the company at secretarial@norrispharma.com .
- 7) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 8) Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Meeting is annexed herewith.
- 9) The details pursuant to the Regulation (36) (3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions are annexed herewith as Annexure- A.

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- 10) All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar & Transfer Agent, Purva Sharegistry (India) Pvt. Ltd. 9, Shiv Shakti Ind. Estt. J. R. Boricha Marg, Off. N. M. Joshi Marg, Near Lodha Excelus, Lower Parel (East), Mumbai - 400011. The Shareholders are requested to send their communication to the aforesaid address or via email at support@purvashare.com.
- 11) The SEBI has vide Circular no. MRD/DOP/Cir-05/2009 dated 20th 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.
- 12) 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. In the context of General Meeting through VC/OAVM, availability of email id of shareholders will play key role for sending notice or other important communication to shareholders. Hence, Purva Sharegistry (India) Pvt Ltd. is offering the facility for all shareholders (physical as well as demat) to update their email id with it for sending the notice of AGM and annual report. The facility for updating of e-mail id of the shareholders shall be available on their website <https://www.purvashare.com> and the same can be updated by shareholders any time during the year.
- 13) The Company has designated an exclusive Email ID: secretarial@norrispharma.com for redressal of Shareholders'/ Investors' complaints/ grievances. In case you have any queries, complaints or grievances, then please write to us at the above mentioned e-mail address.
- 14) Relevant documents referred to in the accompanying Notice calling the AGM are available for inspection through electronic mode up to the date of the AGM. Members seeking to inspect such documents can send an email to secretarial@norrispharma.com
- 15) The Register of Members and Share Transfer Books of the Company shall remain closed from 19th September, 2020 to 25th September, 2020.(both days inclusive).
- 16) 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 18th September, 2020 (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.

- 17) The notice of Annual General Meeting along with the Annual report 2019-20 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.

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

- (i) The voting period begins on 22nd August, 2020 at 9.00 a.m. IST and ends on 24th August, 2020 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (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.
- (iv) Click on “Shareholders” module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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 and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number via contacting the email at secretarial@norrispharma.com.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none">• 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).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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- (xi) For shareholders 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 “**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 a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at secretarial@norrispharma.com/RTA email id support@purvashare.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company at secretarial@norrispharma.com/RTA email id support@purvashare.com

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

NOTE FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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.
- 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.

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- 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
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@norrispharma.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- The Board of Directors has appointed Mr. Devesh Pathak, Practising Company Secretary (FCS 4559, CP 2306) as Scrutinizer for conducting the voting process in a fair and transparent manner.
- The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.norrispharma.com . The results shall simultaneously be communicated to the Stock Exchange.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to:

Mr. Rakesh Dalvi, Manager, (CDSL)
Central Depository Services (India) Limited,
A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds,
N M Joshi Marg, Lower Parel (East), Mumbai - 400013
Email: - helpdesk.evoting@cdslindia.com
Call: - 022-23058542/43.

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, TO THE ACCOMPANYING NOTICE DATED 24th AUGUST, 2020

Item No. 2

RE-APPOINTMENT OF MR. VIMAL D SHAH AS MANAGING DIRECTOR OF THE COMPANY

The Board of Directors in their meeting held on 06th February, 2020 had re-appointed Mr. Vimal D. Shah as “Managing Director” of the Company for a further period of 5 years from 1st April, 2020, subject to approval by the share holders of the Company under Schedule V of the Companies Act, 2013.

The Board has also, subject to approval of the share holders, fixed the remuneration/ perquisites/ benefits payable to the aforesaid Mr. Vimal D Shah, Managing Director from April 1st, 2020, The main terms and conditions for the re-appointment of Mr. Vimal D Shah as Managing Director (MD), are as follows which, shall be as under:

1. Shri Vimal D Shah shall have the power of general conduct and management of the business and affairs of the Company subject to the superintendence, control and direction of the Board.

2. **SALARY:**

Rs. 60,000/- per month with following scale 60,000-1, 20,000 per month

3. **PERQUISITES AND AMENITIES:**

This shall include House rent allowance, medical allowance / medical reimbursement, Leave travel concession, club fees, dress purchase and maintenance allowance, gardener and such other services, perquisites, amenities and benefits as may be fixed by the Board of Directors of the Company in consultation with the Managing Director.

4. **PROVIDENT FUND, SUPERANNUATION AND OTHER BENEFIT**

Company's Contribution to the Provident Fund, Gratuity and Leave encashment as per the rules of the company and same shall not be considered perquisites as aforesaid; and

PROVIDED THAT the total remuneration payable as per above to the Managing Director during his tenure for each financial year as such shall not exceed the limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed in Section 198 read with Section 197 of the Companies Act, 2013.

5. **GENERAL**

The appointee shall also be eligible for the following, which shall be excluded from the total value of perquisites:

Provision of car for use on Company's Business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

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6. MINIMUM REMUNERATION:

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits, the appointee shall be entitled to such minimum remuneration as determined in accordance the overall limit as prescribed under the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 with the then applicable provisions of the Act, rules, schedules and regulations thereof and as amended from time to time.”

7. DUTIES AND RESPONSIBILITIES:

The Managing Director shall be responsible for overall day to day administration and management of the affairs of the Company and shall stand delegated all powers of management, entering in to contracts and arrangements in the ordinary course of business, all decisions in relation to marketing and business development of the Company including appointing and retaining services of skilled unskilled staff at all levels of the organization, signing and execution of deeds, documents, agreements and other papers in the ordinary course of busienss and such other activities as he may consider necessary for overall administration and development of the Company. The Managing Director shall also carry out such other duties as may be entrusted to him by the Board from time to time.

“**RESOLVED FURTHER THAT** Shri Vimal D Shah, Managing Director of the Company and Shri Vinay Rana, Company Secretary be and are hereby severally authorised to sign and file necessary e-forms, documents etc. with the office of Registrar of Companies, Gujarat, pursuant to the provisions of the Companies Act, 2013 and the Rules made there under, and to do all other acts, deeds and things as may be necessary in this connection.”

Item No. 3

RE-APPOINTMENT OF DR. HITEN PARIKH AS INDEPENDENT DIRECTOR OF THE COMPANY

Dr. Hiten Parikh(DIN: 01686215) was appointed at 24th Annual General Meeting 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. Dr. Hiten Parikh holds office as an Independent Director of the Company up to the conclusion of 29th Annual General meeting (‘first term’) in terms of the explanation to sections 149 (10) and 149 (11) of the Act.

Dr. Hiten Parikh aged 57 years has an experience of more than 25 years in the field of Accountancy and Finance. He is a Fellow Member of the Institute of Chartered Accountants of India.

The Board of Directors at its meeting held on 24th August, 2020, on recommendation of the Nomination Remuneration Committee and based on the performance evaluation, his background, experience and contributions made by him during his tenure, considers that the association of Dr. Hiten Parikh would be beneficial to the Company and it is desirable to re-appoint Dr. Hiten Parikh as an Independent Director of the Company, not liable to retire by rotation, for as second term of five consecutive years w.e.f. 25th September, 2020.

In the opinion of the Board, Dr. Hiten Parikh as fulfills the conditions, as specified in the Companies Act, 2013 (rules made thereunder) and in SEBI (LODR) Regulations, 2015 for his re-appointment as an Independent Director of the Company and also given his consent to continue to act as Director of the Company, if so appointed by the members.

Except Mr. Hiten Parikh, 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. 4

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Item No. 4

APPOINTMENT OF MRS. SUSMITA MAHAPATRA AS NON EXECUTIVE DIRECTOR OF THE COMPANY

Mrs. Susmita Mahapatra (DIN: 08795606), who was appointed as an Additional Director of the Company with effect from 16th July, 2020 by the Board of Directors and who holds office upto the date of Annual General Meeting of the Company under section 161(1) of the Companies Act, 2013 (the Act), who is eligible for appointment and in respect of whom a company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and hereby appointed as an Director of the Company.

Brief resume of Mrs. Susmita Mahapatra, nature of her expertise in specific functional areas and names of Companies in which she holds directorship and membership/chairmanship of board, Committees, shareholding and relationships between Directors inter-se, are provided in **Annexure-A** to the notice.

Date: 24th August, 2020

Registered Office:

Plot No. 801/P,

GIDC Industrial Estate,

Ankleshwar-393 002 (Gujarat).

CIN: L24230GJ1990PLC086581

Email : secretarial@norrispharma.com

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

**Sd/-
Vinay Rana
Company Secretary**

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

“ANNEXURE-A”

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 29TH 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 ,3 AND 4 OF THE NOTICE)

Name of Director	Mr. Vimal D Shah	Dr. Hiten Parikh	Mrs. Susmita Mahapatra
Date of Birth	06-12-1976	17-08-1963	23-06-1970
Brief Resume of the Director	He is commerce graduate and has specialization in business management	Excellence knowledge and experience in Accountancy and finance	She is technologist and management professional
Date of Appointment	20 th February, 2012	28-09-2015	16-07-2020
DIN	01506655	01686215	08795606
Experience (Yrs.)	More than 15 years	More than 25 years	More than 25 years
Expertise	Business Management	Accountancy and finance	Project management, software and process quality and risk management
Other Directorship	- Kruger Metal Melter Private Limited - Fab Metals Private Limited	- Chandan Steel Limited - Areion Resolution and Turnaround Private Limited	NA
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related with any Directors or Key Managerial Personnel of the Company.	He is not related with any Directors or Key Managerial Personnel of the Company	She is not related with any Directors or Key Managerial Personnel of the Company
Shareholding in Company	34,350 Equity Shares (Vimal D Shah- as HUF) 23,60,441 Equity Shares (Vimal D Shah- as Individual)	NIL	NIL
Education	Commerce Graduate	Chartered Accountant	B. Tech in computer science