



NORRIS
MEDICINES LIMITED



Factory : Plot No. 801/P, GIDC Estate,
ANKLESHWAR 393 002. (Gujarat)
Regd. Office : Plot No. 801/P, GIDC Estate,
ANKLESHWAR 393 002. (Gujarat)
Telephone : (02646) 223462, 227530
Fax : (02646) 250128
E-mail : contact@norrispharma.com
Website : www.norrispharma.com
CIN : L24230GJ1999PLC086581

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the members of the Company will be held on Monday the 29th September, 2025 at 03:30 PM 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, 2025 together with Reports of Board of Directors' and Auditors' thereon;**

"RESOLVED THAT the Audited Financial Statement and Audited Balance Sheet for the year ended on 31st March, 2025 and the statement of Profit & Loss for the year ended 31st March 2025 on that date and the report of Board of Directors and Auditors thereon, be and are hereby approved and adopted."

- 2. To appoint a Director in place of Mr. Praveen J. Bafna, (DIN No. 06538685), who retires by rotation and being eligible, offers himself for re-appointment.**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Praveen J. Bafna (DIN: 06538685), who retires by rotation at this Annual General Meeting, and being eligible for re-appointment, offers his candidature for re-appointment, and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

- 3. Appointment of Ms. Sathya Venkatachalam as a Non-Executive Independent Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to provisions of Section 152 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Ms. Sathya Venkatachalam as a Non-Executive Independent Director of the Company having (DIN- 06970735) is appointed for period of five years w.e.f. September 25, 2024 till September 24, 2029.

RESOLVED FURTHER THAT Director of the Company are hereby authorized to file all necessary documents with the Registrar of Companies and other statutory authorities, to make necessary entries in the Statutory registers of the company and to do all such acts/deeds/ things as may deem fit to give effect to this resolution."



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4. Appointment of M/s HSPN & Associates, LLP, Practicing Company Secretaries as Secretarial Auditor and fix their remuneration

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

“RESOLVED THAT in accordance with the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circulars issued thereunder from time to time, Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee to the Board, M/s HSPN & Associates LLP, Peer Reviewed firm of Company Secretaries in Practice (Peer Review No. 6035/2024), be and are hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30 i.e. 1st April, 2025 to 31st March, 2030 (the “term”), at a remuneration as mutually agreed in respect of Secretarial Audit to be undertaken for the financial year 2025-26 and for subsequent years of their term at such fee as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

5. Revision in the Managerial Remuneration of Mr. Vimal D. Shah (DIN 01506655) being Executive Director of Company.

To consider and if thought fit to pass, with or without modification(s), the following as a **SPECIAL RESOLUTION**: -

“RESOLVED THAT in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board) at their respective meetings, approval of the Members of the Company be and is hereby accorded to increase the maximum remuneration of Mr. Vimal D. Shah, Executive Director of Company up to Rs. 24 Lakhs w.e.f. 01st October, 2025 till his remaining tenure.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/or revise the remuneration of Mr. Vimal D. Shah (DIN NO: 01506655) as an Executive Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments as may be necessary and expedient to give effect to the said resolution”.



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“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Vimal D. Shah shall be entitled to receive remuneration including perquisites, etc. up to the limit as approved by the members herein above, as minimum remuneration.”

6. Increase in the limits of borrowing authorized by the company.

To consider and if thought fit to pass, with or without modification(s), the following as a **SPECIAL RESOLUTION**: -

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with applicable Rules (including any statutory modification or re-enactment thereof, for the time being in force), the approval of members of the Company is hereby accorded for Authorising the Company to borrow money in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not at any time exceed ₹ 20 Crores only subject to compliance with the provisions of applicable laws, including but not limited to the Companies Act, 2013 and any other relevant statutory and regulatory requirements.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to exercise the increased borrowing limits as necessary for the business operations of the Company and to take all actions, including but not limited to, obtaining loans, issuing debentures, or securing finance from financial institutions, banks, and other entities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

7. Authorization for sale, lease, or disposal of the whole or substantially the whole of the company's undertaking by the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and any other applicable provisions of the Act, the consent of the shareholders of the Company be and is hereby accorded for purpose of sale, lease, transfer, or disposal of the whole or substantially the whole of the Company's undertaking, including but not limited to its assets, properties, business, or any part thereof, as may be deemed necessary by the Board, subject to such terms and conditions as the Board may think fit and up to a value shall not at any time exceed ₹ 10 Crores.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to take all necessary steps to effect the sale, lease, transfer, or disposal of the undertaking, including the negotiation, execution, and signing of agreements, contracts, deeds, or documents, and to do all such acts, deeds, and things as may be required to give effect to this resolution.



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RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to make any necessary filings, registrations, or submissions with the Registrar of Companies (ROC) and other relevant authorities to comply with all applicable legal and regulatory requirements."

8. Enhancement of the existing limit under Section 186 of the Companies Act, 2013

To consider and if thought fit to pass, with or without modification(s), the following as a **SPECIAL RESOLUTION**: -

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company to grant loans and advances or make investments in the securities of any other body corporate or provide securities or guarantees for such an amount that the aggregate of such loans and investments made or to be made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company in excess of the limits prescribed under Section 186 of the Act, viz., 60% of the Company's paid up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium, whichever is more, upon such terms and conditions as the Board may think fit, provided that the amount of such total loans or investments made, guarantees given and securities provided shall not at any time exceed Rs.10 crore.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution."

Date: 01st, September, 2025

Place: Ankleshwar

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**

**Ms. Priyanka Lohiya
Company Secretary
M. No. A70191**



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NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) 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 EGM/AGM will be provided by Purva.
3. The Members can join the EGM/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 at least 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.
4. 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.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.norrispharma.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. <https://evoting.purvashare.com/>.



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7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this **Ministry's General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 26th September, 2025 at 09.00 AM and ends on 28th September, 2025 at 05.00 PM. 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 22nd September, 2025, may cast their vote electronically. The e-voting module shall be disabled by Purva 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div> <p>5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after</p>



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demat mode)
login through
their

**Depository
Participants**

successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" module
- 3) 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.
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:



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	For Shareholders holding shares in Demat Form other than individual 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 sent by Company/RTA or contact Company/RTA.
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).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO 157. for the relevant NORRIS MEDICINES LIMITED on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.



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- 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.
- 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 Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. 157 of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@norrispharma.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number,



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email id, mobile number at secretarial@norrispharma.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

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/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.



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Date: 01st September, 2025

Registered Office:

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

**Priyanka Lohiya
Company Secretary
M. No. ACS 70191**

Information of Director seeking re -appointment at the ensuing Meeting, as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

Name of Director	Mr. Praveen J. Bafna	Ms. Sathya Venkatachalam
Director Identification Number	06538685	06970735
Date of Birth	14-10-1966	26-07-1976
Age	59 Years	49 Years
Nationality	Indian	Indian
Qualification	He has completed his basic education.	She is a Chartered Accountant by Profession.
Date of First Appointment on Board	24 th August, 2024	25 th September, 2025
Tenure with the Company	1 Years	1 Year
Nature of his expertise in specific functional areas;	Mr. Praveen J. Bafna has completed his basic education He has experience and has gained immense experience and knowledge in the field of Project Management Consultancy, Structural Gazing Signage and Branding, Civil, Electric and Engineering Services. Having working knowledge in Turnkey Interior and Exterior and other allied services Fertilizer Industry, Feeds, Food, FMCG. Expertise in analyzing existing systems and	Ms. Sathya Venkatachalam is a B.Com., PGDCA., FCA., ACS., LL.B., I.P. (Insolvency Professional, Chartered Accountant, Company Secretary & Legal Advisor. She has over 10 years of experience and has gained immense experience and knowledge in the field of Income Tax – Corporate & Non-Corporate, Goods & Service Tax, Customs & Foreign Trade Policy, Company Law Matters, Audits, Due Diligence, Valuation, Drafting of Deeds & Documents



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	procedures, designing internal control systems in facilitating effective decision-making. His experience will be beneficial for the growth of the Company.	
Relation with Director Inter se	Mr. Praveen J. Bafna is not related to any Director in the Company.	Ms. Sathya Venkatachalam is not related to any of the directors or Key Managerial Personnel or Promoters of the Company of company.
List of the directorships held in other listed companies	Is not associated with any Listed Company.	Is not associated with any Listed Company.
Number of board Meetings attended during the year	2	1
Number of Shares held in the Company as on March 31, 2024	NA	NA

Date: 01st September, 2025

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

**Priyanka Lohiya
Company Secretary
M. No. A70191**



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**ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No. 03

At the 34th AGM held on September 29, 2025, the Members of the Company had approved the appointment of Ms. Sathya Venkatachalam (DIN: 06970735), as an Independent Director of the Company, for a period of 5 (five) consecutive years w.e.f. September 25, 2024 and whose current period of office will expire on September 24, 2029. The Company has received a declaration from Ms. Sathya Venkatachalam (DIN: 06970735) that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director without any external influence. In the opinion of the Board of Directors of the Company, she fulfills the conditions specified in the Act, Rules framed there under and the Listing Regulations, as amended for appointment of Independent Director.

A brief profile of Ms. Sathya Venkatachalam (DIN: 06970735) is given in the table below on "Details of the Directors seeking appointment/re-appointment at the 34th AGM". She has attended all one Board meetings during the financial year 2024-25 as per details provided in Corporate Governance report which forms a part of the Annual Report. Based on the performance evaluation of Ms. Sathya Venkatachalam (DIN: 06970735), the Board of Directors of the Company at their meeting held on 25th September, 2024 have approved and recommended her appointment as an Independent Director, for a term of 5 (five) years till 24th September, 2029, subject to the approval of the Members, as provided in the resolution, and she shall not be liable to retire by rotation at the AGM as provided under Section 152(6) of the Act.

Further, as per the requirement of the Circular No. List/Comp/14/2018-19 dated 20th June, 2018 issued by BSE on the subject of enforcement of SEBI Orders regarding appointment of Directors by listed companies, we hereby affirm that she is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. The Board of Directors consider that Ms. Sathya Venkatachalam (DIN: 06970735) has requisite expertise, versatility, extensive and enriched experience that will be of benefit to the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Board recommends passing of the Resolution at Item No. 3 of the Notice as a Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms. Sathya Venkatachalam, are in any way concerned or interested in the Resolution, as set out in Item No. 3 of the Notice.

The Board recommends the resolution at Item no. 3 to be passed as Ordinary Resolution.

Item No. 04

In terms of Securities and Exchange Board of India's Notification No. SEBI/LADNRO/GN/2024/218 dated 12th December, 2024 and pursuant to amendment in Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Section 204 of Companies Act,



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2013 (the “Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the “Rules”) and other applicable provisions of the Act, if any, every listed company is required to appoint a Secretarial Audit firm as Secretarial Auditor not more than 2 (two) terms of 5 (Five) consecutive years, subject to the approval of the Members in its AGM.

Accordingly, in terms of the aforesaid requirement and subject to the approval of the Members, the Board of Directors of the Company upon the recommendation of the Audit Committee at their respective meetings held on 23rd May, 2025, approved the appointment of M/s. HSPN & Associates LLP, Peer Reviewed Firm of Company Secretaries in Practice (Peer Review No. 6035/2024), as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years from 1st April, 2025 to 31st March, 2030.

Credentials of the Secretarial Auditor:

M/s. HSPN & Associates LLP is a peer reviewed firm of Company Secretaries established in the year 1989 and based at Mumbai. The firm has a wide and extensive corporate experience of more than 3 decades. The firm provides comprehensive professional services in regulatory compliances including Corporate Laws, SEBI Regulations and FEMA Regulations and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditor.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditor of the Company, in accordance with the provisions of Regulation 24A of the Listing Regulations and Section 204 of the Act and have confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditor in term of provisions of the Act, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated 31st December, 2024.

Terms and conditions of appointment & remuneration:

a. **Term of appointment:** 5 (Five) consecutive years commencing from the financial year 2025-26 till the financial year 2029-30 i.e. 1st April, 2025 to 31st March, 2030.

b. **Remuneration:** As mutually decided by the Management and Auditor in respect of Secretarial Audit to be undertaken for the financial year 2025-26. The remuneration for the subsequent financial years during the tenure of their appointment, shall be determined by the Audit Committee/ Board.

c. **Basis of recommendation:** The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the partner in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

Accordingly, consent of the Members is being sought for passing an ordinary resolution as set out at Item No. 4 of this Notice for appointment of M/s. HSPN & Associates LLP, Peer Reviewed Firm of Company Secretaries in Practice (Peer Review No. 6035/2024), as Secretarial Auditor of the



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Company for a term of 5 (Five) consecutive years. The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the Members.

The Board recommends the resolution at Item no. 4 to be passed as **Ordinary Resolution**.

Item No. 05

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel Mr. Vimal Shah, as an Executive Director as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee. Mr. Vimal D. Shah has contributed to Companies success and wellbeing through his immense hard work and expertise leading to companies progress, thus the Nomination and Remuneration Committee has decided to revise his remuneration upto Rs. 24 Lakhs p.a. Considering his association with the Company and adequate experience in various fields, the Board recommends confirmation.

The Companies (Amendment) Act, 2017 brought changes in the provisions of Section 197 and Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration in excess of 11% of net profits of the company and also increased the limits of yearly Managerial remuneration in case of no profit or inadequate profit.

The Board recommends the resolution at Item no. 5 to be passed as **Special Resolution**.

Item No. 06

Pursuant to Section 180(1)(c) of the Companies Act, 2013 the Companies Act, 2013 mandates that the **Board of Directors** must obtain approval from the shareholders through a **special resolution** for any borrowing that exceeds the limits specified by the Articles of Association of the company or its paid-up capital and free reserves.

As per the provisions of **Section 180(1)(c)** of the Companies Act, 2013, the Board of Directors requires specific shareholder authorization if the Company wishes to borrow funds in excess of its paid-up capital and free reserves, whether by way of loans, debentures, or any other financial instruments. This is to ensure that the Company maintains adequate control over its borrowing levels and does not exceed the limits that may jeopardize its financial stability.

The Company has identified the need to borrow additional funds to finance its expansion, operational requirements, or to meet short-term financial obligations. The borrowing will be utilized for **expansion, working capital, acquisitions, debt refinancing, etc.**, which is essential for the Company's growth and development up to a value of Rs. 20 Crores.

Given that the borrowing in question may exceed the current limits allowed under the Company's Articles of Association, it is necessary to seek the approval of the shareholders as required by **Section 180(1)(c)**. This approval will provide the Board with the necessary authority to borrow funds in excess of the Company's existing limits.

The Board recommends the resolution at Item no. 6 to be passed as **Special Resolution**.



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Item No. 07

Pursuant to **Section 180(1)(a) of the Companies Act, 2013** the Company proposes to obtain shareholder approval to authorize the **sale, lease, transfer, or disposal** of the whole or substantially the whole of the Company's undertaking, including but not limited to its assets, properties, business, or any part thereof. This is in accordance with the provisions of **Section 180(1)(a) of the Companies Act, 2013**, which mandates that the **Board of Directors** must obtain the approval of the shareholders through a **special resolution** before disposing of the whole or substantially the whole of the Company's undertaking for the amount not exceeding Rs. 10 Crore.

The Company has considered the strategic business requirements and the opportunity to optimize its assets, which may include the **sale, lease, or disposal** of certain parts of its business, assets, or properties. This could be essential for restructuring, achieving operational efficiency, or focusing on core business operations. Such decisions will help the Company streamline operations, reduce non-core business activities, and align with its long-term growth strategy.

Given the importance and impact of the transaction, the **Board of Directors** has deemed it necessary to seek shareholder approval, as per the legal requirements of Section 180(1)(a), before proceeding with any such transactions.

The Board recommends the resolution at Item no. 7 to be passed as **Special Resolution**.

Item No. 08

The Company, in the course of its business, makes investments and provides loans, guarantees, or securities to any other entities for strategic purposes or to support their operations and working capital requirements.

As per the provisions of **Section 186(2) of the Companies Act, 2013**, a company is restricted from:

1. Giving any loan to any person or other body corporate,
2. Giving any guarantee or providing any security in connection with a loan to any other body corporate or person, and
3. Acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, unless prior approval of the shareholders is obtained by way of a special resolution.

The Board of Directors, at its meeting held on 1st September, 2025, approved the proposal to enhance the limit under Section 186 up to ₹10 crores and recommends the same for shareholders' approval by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their directorships or shareholdings in the companies where such investments/loans/guarantees may be made.



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Relevant documents referred to in the resolution and this Explanatory Statement are available for inspection at the registered office of the Company during business hours on all working days up to the date of the meeting.

The Board recommends the resolution at Item no. 8 to be passed as **Special Resolution**.

Date: 01st September, 2025

By Order of the Board

Registered Office:

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For Norris Medicines Limited

Priyanka Lohiya
Company Secretary
M. No. ACS 70191