
27th Annual Report 2017-2018



NORRIS MEDICINES LIMITED
CIN No: L24230GJ1990PLC086581

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

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CORPORATE INFORMATION

Board of Directors	<p>Mr. Vimal Shah Managing Director Mrs. Seema Shukla (up to 05.04.2018) Mrs. Jayanti Chandrasekar Director (w.e.f. 06.08.2018) Mr. Navnit Patel Director Mr. Sanjiv Shah Director Mr. Mammen Jacob Director (upto 06.08.2018) Mr. Shaikh Amanullah Director (w.e.f. 06.08.2018) Mohamed Azmathullah Mr. Hiten Parikh Director</p>
Chief Financial Officer	Mr. Iqbal Patel
Company Secretary	Mr. Vinay Rana
Statutory Auditors	<p>H. N. Jadav & Co. Chartered Accountants C-24, Ground Floor, Sardar Patel Municipal Market, Shaktinath, Bharuch-392001</p>
Bankers	<p>City Union Bank Axis Bank Ltd HDFC Bank Ltd</p>
Registered Office	<p>Plot No. 801/P, GIDC Industrial Estate, Ankleshwar-393 002 (Gujarat). Phone : 02646 – 223462, 227530 Email : secretarial@norrispharma.com Website : www.norrispharma.com CIN : L24230GJ1990PLC086581</p>
Registrar and Transfer Agent	<p>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. Tel. 2301 8261 / 2301 6761 Fax. 2301 2517 Email. busicomp@vsnl.com</p>
Stock Exchange	<p>BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Scrip Code: 524414</p>

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NOTICE

NOTICE is hereby given that the **27th 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 Saturday the 29th day of September, 2018 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 31st March, 2018 together with Reports of Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of Mr. Navnit J. Patel, (DIN No. 01192209), who retires by rotation and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS:

3. **APPOINTMENT OF MRS. JAYANTI CHANDRSEKAR (DIN: 01797568), AS AN 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 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. Jayanti Chandrasekar (**DIN: 01797568**), 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 Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years Effective from 06th August, 2018 to 05th August, 2023.

RESOLVED FURTHER THAT any Director of the Company and /or the Company Secretary be and are hereby severally authorized to do all the acts and deeds necessary and expedient for the purpose."

4. **APPOINTMENT OF MR. SHAIKH AMANULLAH MOHAMED AZMATHULLAH (DIN: 06441691), AS AN 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 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, Mr. Shaikh Amanullah Mohamed Azmathullah (**DIN: 06441691**), 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 his candidature for the office of Director, be and is, hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years Effective from 06th August, 2018 to 05th August, 2023.

RESOLVED FURTHER THAT any Director of the Company and /or the Company Secretary be and are hereby severally authorized to do all the acts and deeds necessary and expedient for the purpose."

Date: 06th August, 2018

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) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 27TH 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.
- 6) The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2018 to 29th September, 2018.(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 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.
- 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 28th September, 2018.
- 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 22nd September, 2018 (cut -off date fixed for this purpose).

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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 2017-18 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 Wednesday, 26th September, 2018 at 9.00 A.M. and ends on Friday, 28th September, 2018 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 Saturday, 22nd September, 2018 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.
- (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 and voted on an earlier 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 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"> 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. 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.
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"> 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) 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.

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- (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 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.
 - 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.
 - 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 27th Annual General Meeting and holds shares as on the 'cut off' date Saturday, 22nd September, 2018 may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at busicomp@vsnl.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.

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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 06TH AUGUST, 2018

Item No. 3

APPOINTMENT OF MRS. JAYANTI CHANDRSEKAR AS DIRECTOR OF THE COMPANY

Your Directors at their meeting held on 06th August, 2018 have appointed Mrs. Jayanti Chandrasekar (DIN: **01797568**) as an Additional Director of the Company pursuant to section 161 of the Companies Act, 2013 to hold office of Additional Director up to the next Annual General Meeting and propose to appoint her as an Independent Director pursuant to Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (The Act) and Schedule IV of the Act. She fulfils the conditions specified in the Act and the Rules made thereunder and Independent of the Management. She is Post Graduate from University of Bombay and has also done Certificate Course from Central Institute of Plastic Research & Technology. She has a more than 20 years of experience and expertise in all round management of an organisation, Demonstrated ability to identify and troubleshoot critical issues impacting productivity, marketing, sales, and financial operations.

Accordingly, she is proposed to be appointed to hold office as an Independent Director for five (5 years) form the date of appointment i.e. 06th August, 2018 to 05th August, 2023, pursuant to section 149 and other applicable provisions, if any, of the Act. A requisite notice pursuant to section 160 of the Act proposing her candidature has been received as an Independent Director.

Your Directors recommend and solicit your approval to the resolution, as appearing in item no. 3 of the accompanying notice, by way of Ordinary Resolution.

Except, Mrs. Jayanti Chandrasekar, neither any of the Directors / Key Managerial Personnel nor their relatives, shall be deemed to be interested or concerned financially or otherwise in the resolution as set out at item no.3 of the notice.

Item No. 4

APPOINTMENT OF MR. SHAIKH AMANULLAH MOHAMED AZMATHULLAH AS DIRECTOR OF THE COMPANY

Your Directors at their meeting held on 06th August, 2018 have appointed Mr. Shaikh Amanullah Mohamed Azmathullah (DIN: **06441691**) as an Additional Director of the Company pursuant to section 161 of the Companies Act, 2013 to hold office of Additional Director up to the next Annual General Meeting and propose to appoint his as an Independent Director pursuant to Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (The Act) and Schedule IV of the Act. He fulfils the conditions specified in the Act and the Rules made thereunder and Independent of the Management.

Accordingly, He is proposed to be appointed to hold office as an Independent Director for five (5 years) form the date of appointment i.e. 06th August, 2018 to 05th August, 2023, pursuant to section 149 and other applicable provisions, if any, of the Act. A requisite notice pursuant to section 160 of the Act proposing his candidature has been received as an Independent Director.

Your Directors recommend and solicit your approval to the resolution, as appearing in item no. 4 of the accompanying notice, by way of Ordinary Resolution.

Except, Mr. Shaikh Amanullah Mohamed Azmathullah, neither any of the Directors / Key Managerial Personnel nor their relatives, shall be deemed to be interested or concerned financially or otherwise in the resolution as set out at item no.4 of the notice.

Date: 06th August, 2018

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CIN : L24230GJ1990PLC086581

Email: secretarial@norrispharma.com

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

**Sd/-
Vinay Rana
Company Secretary**

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(ANNEXURE)

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 27TH 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 the Director	Mr. Navnit Jethabhai Patel	Mrs. Jayanti Chandrasekar	Mr. Shaikh Amanullah Mohamed Azmathullah
DIN No.	01192209	01797568	06441691
Date of Birth	01-06-1951	22-08-1959	18/04/1952
Type of appointment	Director retiring by rotation	Independent Director	Independent Director
Qualifications	B.Sc. (Chemistry)	Post Graduate from University of Bombay	B. A. (Economics)
Areas of Specialization	Pharmaceutical Formulations	Marketing, Sales and Finance	Mining related work.
Date of first appointment on to the Board	29 th September, 1990	06 th August, 2018.	06 th August, 2018
No. of Shares Held in the Company	23,64,281 Equity shares	Nil	Nil
List of Directorship held in other Companies	1. Navsarjan Investment and Trading Private Limited 2. Norris Healthcare Limited	1. Octogence Technologies Private Limited 2. Sunny Megabrands Exim Private Limited 3. United Builders Construction (India) Private Limited	1. Mars Ecogreen Services Private Limited
Chairman/member of the Committee of the Board of Directors of this Company	Chairman- CSR Committee Member - Nomination & Remuneration Committee Member - Stakeholder's relationship Committee	Nil	Nil
Chairman/member of the Committee of the Board of Directors of other Companies	N.A.	N.A.	N.A.
Relation with Key Managerial Personnel and Directors	N.A.	N.A.	N.A.
Justification for appointment	Excellence knowledge and vast experience in Pharmaceutical Industry and Management.	Expertise in all round management of an organisation, Demonstrated ability to identify and troubleshoot critical issues impacting productivity, marketing, sales, and financial operations.	He is having more than 25 years of experience in mining industries.

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BOARD'S REPORT

To,
The Members,

Your Directors have pleasure in presenting their 27th Annual Report on the business and operations of the Company together with Audited Statement of Accounts for the year ended 31st March, 2018.

1. FINANCIAL RESULTS:

The Company's financial performance, for the year ended on 31st March, 2018, is summarized below:

(` in Lacs)		
Particulars	Year ended on 31 st March, 2018	Year ended on 31 st March, 2017
Profit / loss for the year before Interest, Depreciation and Tax	(178.03)	6.42
Deducting there from:		
Interest	69.50	60.12
Depreciation	70.81	64.60
Profit/(Loss) for the year before Taxes	(318.34)	(118.30)
Less: Provision for Deferred Tax Liabilities/Asset	67.11	41.57
Less: Provision for Income Tax	0.00	0.00
Profit/(Loss) after Taxes	(251.22)	(76.73)
Add: Profit brought forward from last year	(719.81)	(643.08)
Balance available for appropriation	(971.03)	(719.81)
Less: Appropriations		
Dividend on Equity Shares	0.00	0.00
Dividend Distribution Tax on Equity Shares	0.00	0.00
Transfer to General Reserve	0.00	0.00
Surplus carried to Balance Sheet	(971.03)	(719.81)

2. DIVIDEND:

In view of the financial position of the Company and the carried forward losses the Directors express their inability to declare any dividend for the year. Board of Directors sincerely hopes that members would appreciate and understand the situation for non-payment of Dividend.

3. TRANSFER TO RESERVES:

Pursuant to provisions of Section 134(1)(j) of the Companies Act, 2013, the company has not proposed to transfer any amount to general reserves account of the company during the year.

4. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES:

Neither the Company has any Subsidiary, Joint Venture nor Associate Company nor has any other Company become or ceased to be subsidiary, Joint Venture or Associate Company of the Company.

5. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per the provision of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report has been included and is enclosed as **(Annexure – A)** to this Report.

6. OPERATIONS AND STATE OF AFFAIRS OF THE COMPANY

Your Company recorded total sales and other income for approx ` 1371/- Lacs. During the year under the review, Company registered decrease of approx. ` 688/- Lacs. The Company has made loss of ` 247.53 Lacs before depreciation as against a loss of ` 53.7 Lacs in the previous year.

7. CORPORATE GOVERNANCE

A Report on Corporate Governance is annexed and forms an integral part of this Annual Report. Certificate from the Auditors regarding compliance of conditions of Corporate Governance as stipulated in the Listing Regulations is also appended to the report on Corporate Governance. **(Annexure – F)**

8. DIRECTORS

In accordance with the applicable provisions of the Act and rules made there under and the Articles of Association of the Company Mr. Navnit J Patel, Director of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment