



VADODARA STOCK EXCHANGE LIMITED

Registered Office : 3rd Floor, Fortune Tower, Sayajigunj, Vadodara - 390 005.

CIN : U67110GJ2005PLC046708 | Website : www.vselindia.com | Email : igc@vselindia.com

Notice is hereby given that an Extraordinary General Meeting of the members of the Company will be held at Mezaanine Floor, Fortune Tower, Sayajigunj, Vadodara-390005 on Monday, 27th August, 2018 at 4.15 pm to transact the following business:-

Special Business

Item No.1

CHANGE OF NAME

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

“**RESOLVED THAT** subject to the approval of the Central Government, Registrar of Companies, Gujarat, and other authorities as may be applicable and pursuant to Sections 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, the name of the Company be changed from “**Vadodara Stock Exchange Limited**” to ‘**Norfolk Technology Services Limited**’ or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT the name ‘**Vadodara Stock Exchange Limited**’ wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name ‘**Norfolk Technology Services Limited**’ or such other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

Item No. 2

CHANGE OF OBJECT CLAUSE

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

“**RESOLVED THAT** pursuant to provisions of Section 13 of the Companies Act, 2013, (including any modification or re-enactment thereof) and other applicable provisions of the Act, the main object clause of the Memorandum of Association of the Company shall be altered by deletion of the existing object clause and insertion of below mentioned object as Sr no. 1:

1. To carry on any information technology-related or knowledge-based business and/or any business relating to technology including development, marketing, leasing, selling, licensing and /or otherwise providing hardware, systems and/or internet services, providing consultancy services, engaging in any information technology enabled services (including business process outsourcing).”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. ”

Item No. 3

TO ALTER/SUBSTITUTE ARTICLES OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Section 14 and other applicable provisions if any, of the Companies Act, 2013 the existing articles of the company be and are hereby deleted in toto and substituted with new set of Articles a copy, of which is placed before the meeting duly initialed by the chairman for the purpose of identification.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution. ”

Place : Vadodara

Date : 1st August, 2018

By order of the Board of Directors
Vadodara Stock Exchange Limited

Registered Office:-

3rd Floor, Fortune Tower,
Sayajigunj, Vadodara-390005

Sd/-
Sonal Parikh
Chairperson
Din: 07405337

Notes:-

- (1) The duly signed and stamped proxy forms should reach or must be deposited at the registered office of the company not less than 48 hours before the scheduled time of commencement of the meeting. All alterations made in the Form of Proxy should be signed.
- (2) Only registered Members of the Company may attend and vote (either in person or by proxy or by an authorised representative under Section 113 of the Companies Act, 2013) at the Members' meeting. The authorized representative of a body corporate which is a shareholder of the Company may attend and vote at the Members' meeting provided a certified true copy of the Resolution of the Board of Directors or other governing body of the body corporate authorizing such a representative to attend and vote at the Members' meeting is deposited at the Registered office of the Company not later than 48 hours before the scheduled time of the commencement of the meeting.
- (3) A person can act as proxy on behalf of shareholders not exceeding fifty and holding in aggregate not more than ten percent of total share capital of the Company carrying voting rights, provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
- (4) Registered Members are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of the Company in respect of such holding will be entitled to vote.
- (5) Members / proxies are requested to bring the attendance Slip duly filled and signed in accordance with their specimen signature(s) registered with the Company / Depository Participant(s) for admission to the meeting hall.
- (6) A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 1

Your company was earlier a recognized Stock Exchange. SEBI vide its' exit order dated 15TH November, 2015 has derecognized our company as a stock exchange. It has also directed to delete the word "Stock Exchange" from its name. Pursuant to the direction of SEBI ; the company is required to change its name. After considering the new activities to be pursued which are separately listed under Item No. 2 and after taking into consideration the provisions of the Companies Act, the above new name is being proposed.

The proposed change of name requires the approval of shareholders through Special Resolution pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolution.

Item No.2

Due to de-recognition of your company as a stock exchange by SEBI the company cannot pursue its present object clause. Your company had only one object and the same is required to be deleted and it is proposed to pursue new activities for increasing the value of the company and hence, it has been decided to presently focus on technology products and services related to financial market.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolution.

Item No. 3

The present articles of association are primarily based on the guidelines, rules and regulations of SEBI and has clauses which are not in consistent with the provisions of the Companies Act. Secondly, the same are based on the provisions of companies Act, 1956. To align the same, in line with the provisions of Companies Act, 2013 it is proposed to replace the existing Articles of Association with new articles of association.

The proposed adoption of new articles of association requires the approval of shareholders through Special Resolution pursuant to the provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolution.

Your directors recommend passing of these Special Resolutions in the interest of the Company.

Place : Vadodara

Date : 1st August, 2018

By order of the Board of Directors
Vadodara Stock Exchange Limited

Registered Office:-

3rd Floor, Fortune Tower,
Sayajigunj, Vadodara-390005

Sd/-
Sonal Parikh
Chairperson
Din: 07405337



Form No. MGT-11

Proxy form [Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U67GJ2005PLC046708

Name of the company : **Vadodara Stock Exchange Limited**

Registered office : 3rd Floor, Fortune tower, Sayajigunj, Vadodara-390 005

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:-

Address:

E-mail Id:

Signature : or failing him

2. Name:-

Address:

E-mail Id:

Signature : or failing him

3. Name:-

Address:

E-mail Id:

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on the at Mezzanine Floor, Fortune Tower, Sayajigunj, Vadodara, 390005 on Monday 27th August, 2018 at 4.15 pm and at any adjournment thereof in respect of such resolutions as are indicated below:-

1. Change of name from Vadodara Stock Exchange Limited to Norfolk Technology Services Limited;
2. Alteration of Object clause by insertion of new object;
3. Adoption of new set of Articles of Association for the company.

Signed this..... day of..... 2018

Signature of shareholder:-

Signature of Proxy holder(s):



Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.