

NOTICE

NOTICE IS HEREBY GIVEN THAT the 30th Annual General Meeting of the Shareholders of NORFOLK TECHNOLOGY SERVICES LIMITED (FORMERLY VADODARA STOCK EXCHANGE LIMITED) (“the Company,” “us” or “we”), which, due to concerns regarding the coronavirus outbreak and to assist in protecting the health and well being of our shareholders and employees will be held in a virtual format to provide a consistent experience to all shareholders regardless of location on Tuesday, 22nd September, 2020 At 4.30 P.M. Indian Standard Time (“IST”), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) facility to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements and cash flow statement for the financial year ended 31stMarch, 2020 including Audited Balance Sheet as at 31stMarch, 2020, Statement of Profit and Loss Account for the year ended on that date along with Board of Directors' Report and Auditors' Report thereon.
2. To receive, consider the Audited Consolidated Financial Statements for the financial year ended 31st March, 2020 together with the Auditors' Report thereon.
3. To appoint a Director in place of Mrs. Upveen Harpal (having DIN: 06800217), Director, who retires by rotation and being eligible offers herself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**
“**RESOLVED THAT** Mrs. Upveen Harpal (having DIN: 06800217), who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.
4. To re-appoint Auditor and fix their remuneration and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

Re-appointment of M/s D. C. Parikh & Co. as Statutory Auditor:-

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any of the Companies Act, 2013 and the rules framed there under (including any statutory modifications or re-enactments thereof for the time being in force), M/s D. C. Parikh & Co., Chartered Accountants, Vadodara (Firm Regn. No. 107537W), be and are, hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 30th Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration as the Board of Directors may fix in this behalf.”

“**RESOLVED FURTHER THAT** Any director of the Company, be and are hereby, jointly and severally, authorized to do all such acts, deeds, matters and things with respect to the above mentioned resolution, including filing necessary documents and forms with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**By Order of the Board,
FOR NORFOLK TECHNOLOGY SERVICES LIMITED**

Registered Office:

3rd Floor, Fortune Tower,
Sayajigunj, Vadodara – 390 020, Gujarat, INDIA
Phone: (0265) 2361534
CIN: U67110GJ2005PLC046708

**BALJIT SINGH
CHAIRMAN
DIN : 00711152**

Date : 10.07.2020

Place : Singapore

NOTES:

1. There is no need to any explanatory statement pursuant to Section 102 of Companies Act, 2013 due to no any special business to be transacted at the Meeting.
2. In view of the massive outbreak of the COVID-19 pandemic, **social distancing is a norm to be followed**, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal present of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 30th Annual general meeting (AGM) of the members be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only.
3. **The details of the important notes, manner, instructions for participating in 30th Annual General Meeting of the company through Video-conferencing are explained and other points here in below:**
 - a) Member will be provided with a facility to attend the Meeting through VC/OAVM through the Zoom Application. The separate link for VC/OAVM will be sent you in advance at your registered e-mail address.
 - b) Members can participate in AGM through smart phone/laptop, however, for better experience and smooth participation it is advisable to join the Meeting through Laptop connected through good internet connection.
 - c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d) 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 there for recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - e) For ease of conduct, In case if any, financial and it's any report related queries may send their questions to accounts@vselindia.com and member may CC mark secretarial@vselindia.com, in advance at least Ten working days before the date of AGM and in mail content shall need to mentioning their full name, demat account number/folio number, email id, mobile number with legible scan copy PAN card copy for authenticity purpose only, The same will be replied by the company suitably.

Further, for ease and effectual of conduct, members who would like to ask questions / express their views/suggestions may send their questions in advance at least Ten working days before the AGM and in mail shall need to mentioning their full name, demat account number/folio number, email id, mobile number with legible scan copy PAN card copy to designated e-mail address secretarial@vselindia.com, The same will be replied by the company suitably.

4. The help line number regarding any query/assistance only for participation in the AGM through VC/OAVM is Mr. Amit Patel (IT Team person) Call and/or message: +91 9601268982 (with supporting)
5. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Accordingly, appointment of proxies by the members will not be available and please note that Attendance of the Members participating in this AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the AGM. However, the participation of members holding 2% or more is not restricted on first come first serve basis. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to one hundred members only and may be more subject to dependency on support of software application
7. As mentioned in point number 6 of this notice. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves via mail to secretarial@vselindia.com at least prior Ten working days of AGM. Facility of joining AGM will be closed on expiry of 15 minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only be allowed to express any views/ask questions during the AGM and mail shall need to mentioning their name, demat account number/folio number, email id, mobile number with scan copy PAN card copy for authenticity purpose only. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
8. **MOST IMPORTANT FOR ANY CORPORATE MEMBERS:** At least on or before 48 hours of starting this AGM, A Corporate members are requested to send mail at secretarial@vselindia.com attached with duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013
9. Only bonafide members of the Company whose names appear on the Register of Members will be permitted to

attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020, the Notice calling the AGM along with Annual Report 2019-20 is being sent only through electronic mode to those members whose e-mail address is available with the Company has received from the RTA (Link Intime India Private Limited) and are those shareholders sent back our letter dated 01.06.2020 via mail or hard copy at company address before the sending notice and Annual report. Further, Notice and Annual report for FY 2019-20 also available in PDF on company website under download -> shareholders at -> www.vselindia.com
11. Members holding share(s) in *any* form are requested to notify immediately any change or any update in their address/email address/Mobile number/PAN/bank details to the Company or to the office of the Registrar & Share Transfer Agent, M/s. **Link Intime India Pvt. Ltd** in following manner:-
For this above purpose, kindly update the same on the **Link mentioned at point number 11.3** by quoting your Folio No./ DP/ Client ID, Certificate No., PAN, Mobile No., Email-Id along with a self-attested copy of your PAN Card/ Aadhar/ Valid Passport/ Share Certificate, as needed any other applicable documents etc.:

11.1 For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by **Link mentioned at point number 11.3**

Also link available on their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail Registration and further heading and following the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at mt.helpdesk@linkintime.co.in

Note: On submission of the shareholders details, an OTP will be received by the shareholder who needs to be entered in the link for verification.

11.2 For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

11.3 Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by **clicking the link:** https://linkintime.co.in/EmailReg/email_register.html

Also link available on their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration and further heading and following the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN , mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at mt.helpdesk@linkintime.co.in

Note: On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in the link for verification.

12. The Register of Directors' and Key Managerial Personnel and their share holding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 as case may be subject to applicable to us and all other documents referred to in the Notice will be available for inspection in electronic mode for this Members can inspect the same available in PDF on company website under download shareholders at www.vselindia.com till the AGM of the company.
13. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. Notice is also given under section 91 of the Companies Act, 2013, The Register of Members & Share Transfer Books of the Company will remain closed [14.09.2020 to 21.09.2020] (both days inclusive) for 30th Annual General Meeting of the Company.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

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**BALJIT SINGH
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