

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

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REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS

Private & Confidential

{Strictly to the addressee only}

30th August, 2018

To
Mr. Arunkumar Bhuwania
Chairman
VXL Instruments Limited
252, 5th Floor, Building No. 2
Solitaire Corporate Park
Chakala, Andheri East
Mumbai- 400 093

Dear Sir,

I, Vijayakrishna KT, Company Secretary in Whole-Time Practice (FCS No 1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru-560 080, was duly appointed as Scrutinizer by the Company for the purpose of scrutinizing the Postal Ballot facility provided as per Sections 108 and 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time ('the Rules') and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the Resolution proposed in the Notice dated 24th July, 2018 based on the report provided by National Securities Depository Limited (NSDL), the Agency engaged by the Company to provide e-voting facility and ballots received through post up to 28th August, 2018.



In terms of the aforesaid Notice and as per the provisions of the Act and the Rules, e-voting was kept open from 30th July, 2018 (9.00 A.M. IST) till 28th August, 2018 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolution on the e-voting platform.

The details containing *inter-alia*, the list of the Members, who voted "for" or "against" on the Resolution that was put to vote, was derived from the Ballot received and the report generated from the e-voting website of National Securities Depository Limited i.e. www.evotingin.nsd.com and based on such reports,

- a. 15 members have cast their votes through remote e-voting.
- b. 1 member has cast their votes through Physical Ballot.

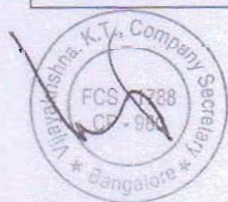
On verification of One (1) Ballot received by post and voting through e-Voting, up to 28th August, 2018 from the Shareholders of VXL Instruments Limited, holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballot, as follows:

VOTING ANALYSIS CONSIDERING BOTH E-VOTING AND PHYSICAL POSTAL BALLOT PAPER RECEIVED:

SPECIAL BUSINESS: SPECIAL RESOLUTION

Sell, Lease or otherwise dispose off Undertakings/Properties of the Company pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013

Particulars	No. of votes contained in						% Total Valid Votes Cast
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	No. of members voted	No. of Votes cast (Shares)	
Assent	12	3293583	1	1785600	13	5079183	99.99
Dissent	3	350	Nil	Nil	3	350	0.01
Total	15	3293933	1	1785600	16	5079533	100
Invalid/ Abstained	Nil	Nil	Nil	Nil	Nil	Nil	NA



Based on the above information, you may kindly declare the results and take steps accordingly.

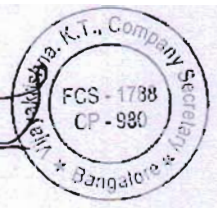
I hereby enclose the Ballot Paper received as per details above. E-voting statement is being furnished to you.

Thanking you

Yours faithfully



Vijayakrishna KT
Company Secretary
FCS: 1788; CP: 980



Encl: As above