

VXL INSTRUMENTS LTD

CIN: L85110KA1986PLC007492

Regd. Office: House of Excellence, No. 17, Electronics City, Hosur Road, Bengaluru, Karnataka, 560 100.
Tel.: 080-28523252 Fax: 080-28520095 Website: www.vxl.net Email: narayanbhat@vxl.net

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

(1) Name & Registered
Address of the sole/first
named shareholder:

(2) Name(s) of the
joint holder(s)
(if any):

(3) Registered Folio No. /
Client ID/DP ID No.*:
*(Applicable to investors
holding shares in
dematerialised form)

(4) Number of Shares held:

(5) I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the Special Businesses stated in the Notice by conveying my/our assent or dissent to the said Resolutions by placing the tick (3) mark at the appropriate box below:

Item No.	Description of the Resolution	Nature of Resolution	No. of shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Shifting of the Registered Office from the State of Karnataka to the State of Maharashtra.	Special			

Place :

Date :

(Signature of the Shareholder or
Authorised Representative)

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read carefully the instructions printed overleaf before exercising the vote.

P.T.O.

INSTRUCTIONS
Voting through Postal Ballot

1. The Notice of Postal Ballot is placed on website of the Company viz. www.vxl.net.
2. The Company continues to provide facility of voting through Postal Ballot for those Members, who do not have access to e-voting facility. In case any Member votes both through Postal Ballot and also through electronic mode, then voting done through electronic mode shall be treated as valid. If the Postal Ballot Form is also received from the Members who have opted to vote through electronic mode then such Postal Ballot Form shall be treated as if reply from the Shareholder has not been received.
3. The Company has fixed **Friday, June 26, 2015**, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for voting through Postal Ballot/e-voting. Accordingly, Postal Ballot Forms will be sent only to Shareholders as on **Friday, June 26, 2015**, the cut-off date/entitlement date.
4. Mr. Vijaya Krishna K T, Practicing Company Secretary has been appointed as the Scrutinizer, who in the opinion of the Board can scrutinize the Postal Ballot and e-voting process in fair and transparent manner.
5. The Notice of Postal Ballot together with Postal Ballot Form is being sent by electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For Members who have not registered their email addresses, physical copies of the Notice of Postal Ballot together with Postal Ballot Form and Reply Envelope are being sent by the permitted mode. Any Member to whom the Notice is sent by electronic mode, opt to vote through Postal Ballot instead of e-Voting are requested to send request for printed copy of Postal Ballot Form, by sending an e-mail to The Company Secretary – VXL Instruments Ltd at narayanbhat@vxl.net. Alternatively, the Member may download the Postal Ballot Form from the website of the Company viz. www.vxl.net fill and complete the same and send it to the Scrutinizer at the address (as mentioned in S. No. 6 below).
6. A Member desiring to exercise vote by Postal Ballot is requested to complete this Postal Ballot Form, in all respect and send the same to Mr. Vijayakrishna K T, the Scrutinizer, in the self-addressed (postage to be paid by addressee) envelope so as to reach, Mr. Vijayakrishna K T, The Scrutinizer C/o Bigshare Services Pvt. Ltd., Unit: VXL Instruments Ltd, E 2/3, Ansa Industrial Estate Sakivihar Road, Sakinaka, Andheri (E), MUMBAI - 400072 not later than the closure of working hours (i.e. 6.00 pm) on **Saturday, August 8, 2015**. If the Postal Ballot Form is received after **August 8, 2015**, the same shall be treated as if reply from the Shareholder has not been received. The assent/dissent received otherwise than on the Postal Ballot Form, shall not be considered valid. The envelope containing Postal Ballot Form, if sent by Courier at the Registered Office, at the expenses of the registered Shareholder will also be accepted.
7. The Postal Ballot Form shall be completed and signed by the Shareholder. In case of joint holders, this Form should be completed and signed by the first named Shareholder and in his absence by the next named joint holder. The signature should match with the specimen signature registered with the Company in respect of shares held in physical form and with the specimen signature registered with the Depository Participant(s) in respect of shares held in electronic form. The Postal Ballot Form shall be rejected if the signature on the Postal Ballot Form does not match with the specimen signature registered with the Company / Depository Participant(s). The Postal Ballot Form incomplete in any manner / unsigned / incorrect, whatsoever shall be liable to be rejected.
8. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate, a certified copy of the Board Resolution authorizing the signatory to execute and sign the Postal Ballot Form should be attached to the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to Postal Ballot Form.
9. The Shareholders are requested to note that no other document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Sr. No. 8 above), should be sent in the self addressed business envelope.
10. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of Shareholder on **Friday, June 26, 2015**, the cut-off date/entitlement date.
11. Scrutinizer's decision on the validity of Postal Ballot Form will be final.
12. In case of any query or clarification, the Shareholders can write to The Company Secretary - VXL Instruments Ltd at narayanbhat@vxl.net
13. In terms of the provisions of Section 106 of the Companies Act, 2013 and the provisions of Articles of Association of the Company, no Member shall be entitled to vote in respect of any shares registered in his/her name on which any calls or other sums presently payable by him/her have not been paid.
14. The result of the Postal Ballot will be declared on **Wednesday, August 12, 2015** at the Registered Office of the Company by Chairman or Managing Director or Company Secretary of the Company. The date of the declaration of results of Postal Ballot shall be considered to be the date of passing the Resolutions, for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.
15. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.vxl.net.