

# 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

## NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given in pursuance to Section 110 of The Companies Act, 2013 ("ACT") read with Rule 22 of Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended are proposed to be passed as special resolution by way of Postal Ballot.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed Special Resolution is appended herein below along with the Ballot Form (Form) for your consideration. Each of the special resolution mentioned herein shall be declared as passed if the number of votes cast in favour of such special resolution is not less than three times the number of votes cast against the said special resolution.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signatures at the designated place in the Form and return the same in original duly completed in enclosed self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i. e. 6.00 P.M. on 8th August, 2015. Please note that any Postal Ballot Form (s), received after the said date will be treated as not received.

Upon Completion of the Scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or Managing Director. The result of the Postal Ballot would be announced by the Chairman or Managing Director or Company Secretary of the Company on 12th August, 2015 at the Registered Office of the Company. The result of the postal ballot along with Scrutinizer's Report shall be posted on the Company's website viz, [www.vxl.net](http://www.vxl.net), intimated to the Stock Exchange where shares of the Company are listed and published in the Newspapers. The date of announcement of result of Postal Ballot shall be considered to be the date of Extra Ordinary General Meeting and the date of passing the said resolutions.

### PROPOSED RESOLUTION:

#### ITEM NO 1: TO SHIFT THE REGISTERED OFFICE FROM THE STATE OF KARNATAKA TO THE STATE OF MAHARASHTRA.

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 provisions of Section 12, 13, 110 and other applicable provisions of The Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director or the central government and such other approvals, permissions and sanctions, as may be required from time to time, consent of the members be and is hereby accorded for shifting the registered office of the Company from the State of Karnataka to the State of Maharashtra and that the Clause II of the Memorandum of Association of the Company be substituted and replaced as follows:

#### II. Registered office of the company will be situated in the State of Maharashtra.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions before the appropriate authority, issue notice, advertisements, obtain orders for shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

**By order of the Board  
For VXL Instruments Ltd**

**Narayana Bhat  
CFO & Company Secretary**

Place: Bengaluru

Date: 24<sup>th</sup> June, 2015

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolution above, are appended herein below along with Form for your consideration.
2. The Board of Directors of the Company (The Board) has appointed Mr. Vijaya Krishna K T (Membership No. FCS-1788 CP NO.980) Practicing Company Secretary as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
3. The Notice of Postal Ballot is being sent to all the members by post / courier (and electronically by email to those members who have registered their e-mail ids with the Depository or with the Company), whose names appear in the Register of members/ records of depositories as on 26<sup>th</sup> June, 2015. Notice of Postal Ballot is also being sent to all the Directors and Auditor of the Company.
4. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company on all working days except Saturdays from 10 A.M. to 1 P.M up to the date of declaration of the result of the Postal Ballot.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form.
6. E-voting Instructions:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:**
    - (i) Open email and open PDF file viz; "VXL Instruments e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
    - (iii) Click on Shareholder – Login.
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
    - (vii) Select "EVEN" (E-Voting Event Number) of VXL Instruments Limited.
    - (viii) Now you are ready for e-voting as "Cast Vote" page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [vijaykt@vjkt.in](mailto:vijaykt@vjkt.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:**

- (i) USER ID & Initial password is provided in the attached ballot form
- (ii) Please follow all steps from Sl. No. 6A (ii) to (xii) above to cast vote.

**C. Other Instructions:**

- (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (iv) The e-voting period commences on 10<sup>th</sup> July, 2015 (9:00 am) and ends on 8<sup>th</sup> August, 2015 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 26th June, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (v) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 26th June, 2015.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO. 1:**

Your Board of Directors analyzed the benefit of the office at Mumbai, Maharashtra in the best interest of the company. In view of that company has already opened a corporate office at Mumbai at Unit No. 252, 5<sup>th</sup> Floor, Building No. II, Solitaire Corporate Park, Chakala, Andheri Kurla Road, Andheri (East), Mumbai- 400093 and Board of Directors has also passed resolution pursuant to first proviso of Section 128(1) of Companies Act, 2013 keeping Books of accounts at the same office, being a place other than a registered office of the company. Further keeping books of accounts at corporate office and registers, returns, other documents at Bengaluru office is creating administrative issues and Board of Directors suggests that the shifting of the registered office of the company would benefit the company to deal with its suppliers, enable the management to run the business more efficiently and be in the best interest of shareholders and all concerned parties and shall in no manner adversely affect the existing client base, creditors or operations or employees of the company.

In view of the above mentioned facts and subject to the approval of members and the Regional Director, your Board of Directors has decided in their Board Meeting held on 24<sup>th</sup> June, 2015, that the Registered Office of the Company be shifted from the State of Karnataka having its office at House of Excellence, No. 17, Electronics City, Hosur Road, Bengaluru, Karnataka- 560100 situated under the jurisdiction of the Registrar of Companies, Bengaluru to the State of Maharashtra having its office at Unit No. 252, 5<sup>th</sup> Floor, Building No. II, Solitaire Corporate Park, Chakala, Andheri Kurla Road, Andheri (East), Mumbai- 400093 situated under the jurisdiction of Registrar of Companies, Mumbai, which is currently the corporate office of the company.

As per provisions of Section 12, 13,110 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of special resolution. Once the above resolution is approved by the

members, the company shall make an application before the Regional Director seeking confirmation of the special resolution as approved by the members for shifting of the registered office to the State of Maharashtra.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Therefore your Board of Directors recommends passing the resolution(s) set out in item No.1 as Special Resolution for shifting the registered office from the state of Karnataka to the State of Maharashtra and for altering Clause II of the Memorandum of Association of Company.

**By order of the Board  
For VXL Instruments Ltd**

**Narayana Bhat  
CFO & Company Secretary**

**Place: Bengaluru  
Date: 24<sup>th</sup> June, 2015**