



VXL Instruments Limited

No.1783, Sector 1, Phoenix House, 19thMain,
HSR Layout, Bengaluru-560 102
Website: www.vxl.net E-mail: cfo@vxl.net
CIN: L85110 MH1986 PLC 272426



ISO 9001: 2015
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ISO 14001: 2015
10008316 UM

30.06.2021

To
Department of Corporate Services (Listing)
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2021 :

Ref: Scrip Code-517399

As per the Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 we are hereby submitting the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2021.

Kindly take this on your records and consider as compliance with the Listing Regulations and SEBI Guidelines.

Thanking you,

Yours faithfully
For VXL Instruments Limited

Roopa Hegde
Company Secretary and Compliance officer
Membership No.: A61939

Encl: As above.

Registered and Corporate Office: Unit No. 252, 5th Floor, Building No. 2, Solitaire Corporate Park, Chakala
Andheri Kurla road, Andheri East, MUMBAI – 400093. Tel : 022 - 28245210

**SECRETARIAL COMPLIANCE REPORT OF
VXL INSTRUMENTS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021**

I, Vijayakrishna K T, Practising Company Secretary, have examined all the documents and records made available to us and explanation provided by VXL INSTRUMENTS LIMITED (CIN: L85110MH1986PLC272426) ("the Listed Entity"), having its Registered Office at 252, 5th Floor, Building No. 2, Solitaire Corporate Park, Chakala, Andheri Mumbai-400093, the filings/submissions made by the listed entity to the stock exchanges, website of the listed entity and other document/filing and as may be relevant, which has been relied upon to make this certification for the financial year ended 31st March, 2021 ("1st April, 2020 to 31st March, 2021") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Circulars/Guidelines issued there under;

Based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued except in respect of matters specified below.

Sl. No.	Compliance Requirement (Regulations/circulars/Guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Clause 2 of Schedule V in Part C dealing with 'Corporate Governance Report'.	Details not included in the Corporate Governance Report of Annual Report for the FY 2019-20.	Pursuant to the said Schedule V, details with respect to detailed reasons for the resignation of an Independent Director who resigns before the expiry of his tenure along with a confirmation by such Directors that there are no other material reasons other than those provided were not mentioned for Mr. Pranav Vikas.



Outcome of the Board Meeting held on 30.06.2020 was intimated to the Stock Exchange under the results tab only. The Listed Entity may ensure to intimate

the same under outcome tab as well. Further, there was a marginal delay in uploading the Outcome of Board Meeting held on 30.07.2020 due to some technical issues faced by the Company.

- (b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/guidelines issued there under insofar as it appears from my examination of those records.
- (c) As per the documents provided before me, there were no actions taken against the listed entity/ its Promoters/Directors/Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and Circulars/Guidelines issued there under:

Sl. No.	Action taken by	Details of violation	Details of action taken ex. Fines, warning letter, debarment etc.	Observations/Remarks of the Practicing Company Secretary, if any
			NIL	

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports –

Sr. No.	Observations of the Practicing Company Secretary in the previous Reports.	Observations made in the secretarial Compliance Report for the year ended.	Actions taken by the Listed Entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity.
1	Under Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with respect to related party transactions for the half year ended 30 th September, 2019 Not submitted to the Stock	31 st March 2020.	The Company has taken corrective actions.	The Listed Entity has submitted the returns for the subsequent years regularly to the Stock Exchange.



	Exchange.			
2	Under Schedule V Part C(10)(k) of SEBI (Listing Obligations and Disclosure Requirements), 2015, details with respect to total fees for all services paid by the listed entity to the Statutory Auditor were not included in the Corporate Governance Report of Annual Report for the FY 2018-19.	31 st March 2020.	The Company has taken corrective actions and ensure that all the prescribed details were included in the Corporate Governance Report.	The Listed Entity has incorporated the details required to be mentioned in the Corporate Governance Report in all subsequent Reports.
3	Under Schedule V Part C(2)(g) of SEBI (Listing Obligations and Disclosure Requirements), 2015, details with respect to web link where details of familiarization programs imparted to Independent Director were not covered in the Corporate Governance Report of Annual Report for the FY 2018-19.	31 st March 2020.	The Company has taken corrective actions and ensure that all the prescribed details were included in the Corporate Governance Report.	The Listed Entity has incorporated the details required to be mentioned in the Corporate Governance Report in all subsequent Reports.
4	Under Schedule V Part C(10)(f) of SEBI (Listing Obligations and Disclosure Requirements), 2015, details with respect to web link where policy on dealing with related party transactions were not covered in the Corporate Governance Report of Annual Report for the FY 2018-19.	31 st March 2020.	The Company has taken corrective actions and ensure that all the prescribed details were included in the Corporate Governance Report.	The Listed Entity has incorporated the details required to be mentioned in the Corporate Governance Report in all subsequent Reports.



			Report.	
5	Under Schedule V Part C(2)(j) of SEBI (Listing Obligations and Disclosure Requirements), 2015, details with respect to detailed reasons for the resignation of an Independent Director who resigns before the expiry of his tenure along with a confirmation by such Directors that there are no other material reasons other than those provided were not mentioned for the Directors Mr. N V Maslekar and Mr. Prakash H in the Corporate Governance Report of Annual Report for the FY 2018-19.	31 st March 2020.	The Company has taken corrective actions and ensure that all the prescribed details were included in the Corporate Governance Report.	The Listed Entity has incorporated the details required to be mentioned in the Corporate Governance Report in all subsequent Reports.

Place: Bengaluru
Date: 28.06.2021



[Signature]
Vijayakrishna K T
Company Secretary
FCS: 1788 CP: 980
UDIN: F001788C000530217