



VXL Instruments Limited

No.1783, Sector 1, Phoenix House, 19th Main,
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

Ref.: VXL/BSE/2020-21

Date: 24th July, 2020

To
Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers
Dalal Street
MUMBAI – 400 001
Tel.: 022- 22721233/1234

Dear Sirs

Sub: Annual Secretarial Compliance Report of the Company for financial year ended 31stMarch, 2020 pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015

Ref: SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019

With reference to the captioned subject, we have enclosed the attached Annual Secretarial Compliance Report of the Company for the financial year ended 31stMarch, 2020, issued by Mr. Parameshwar G Bhat, Practising Company Secretary, Bangalore pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015.

We request you to kindly take the same on record.

Thanking you
Yours faithfully

For VXL Instruments Limited


Shipra Vyas
Company Secretary and Compliance Officer
Membership No. ACS 42099

Enc: As above

PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, FCS

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
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**SECRETARIAL COMPLIANCE REPORT OF
VXL INSTRUMENTS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020**

I, Parameshwar G Bhat, Practising Company Secretary have examined all the documents and records made available to us and explanation provided by **VXL INSTRUMENTS LIMITED** having CIN: L85110MH1986PLC272426 and having its Registered Office at 252, 5th Floor, Building No. 2, Solitaire Corporate Park Chakala, Andheri (East), Mumbai – 400 093 ("the listed entity"), 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, 2020 ("1st April, 2019 to 31st March, 2020") in respect of compliance with the provisions of :

- (a) Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder, 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) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
- (j) Circulars/Guidelines issued thereunder;

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.	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 Exchange.	Pursuant to the said Regulation, the Company had to disclose to the Stock Exchange within 30 days of publication of Financial Results for the half year ended 30 th September, 2020.
2.	Schedule V Part C(10)(k) of SEBI (Listing Obligations and Disclosure Requirements), 2015.	Details not included in the Corporate Governance Report of Annual Report for the FY 2018-19	Pursuant to the said Schedule V, details with respect to total fees for all services paid by the listed entity to the Statutory Auditor were not included.
3.	Schedule V Part C(2)(g) of SEBI (Listing Obligations	Details not included in the Corporate	Pursuant to the said Schedule V, details with



	and Disclosure Requirements), 2015.	Governance Report of Annual Report for the FY 2018-19	respect to web link where details of familiarization programs imparted to Independent Director werenot covered.
4.	Schedule V Part C(10)(f) of SEBI (Listing Obligations and Disclosure Requirements), 2015.	Details not included in the Corporate Governance Report of Annual Report for the FY 2018-19	Pursuant to the said Schedule V, details with respect to web link where policy on dealing with related party transactions werenot covered.
5.	Schedule V Part C(2)(j) of SEBI (Listing Obligations and Disclosure Requirements), 2015.	Details not included in the Corporate Governance Report of Annual Report for the FY 2018-19	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 the Directors Mr. N V Maslekar and Mr. Prakash H.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of 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 thereunder:

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	

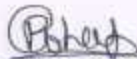


(d) The listed entity has taken the following actions to comply with the observations made in previous reports: NA

SI. No.	Observations of the Practising 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 Practising Company Secretary on the actions taken by the listed entity

Place: Bengaluru
Date: 30th June, 2020




Parameshwar G Bhat
Practising Company Secretary
FCS: 8860
CP: 11004
UDIN: F008860B000405003