



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



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ISO 14001: 2015
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Date: 22nd September, 2022

To
The Department of Corporate Services
BSE Limited
Floor 25, P. J. Towers
Dalal Street
MUMBAI – 400 001

Dear Sirs

Sub: **Voting Results and Scrutinizer's Report**

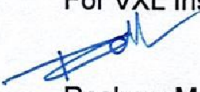
This is with reference to the captioned subject and pursuant to the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed the voting results (remote e-voting and e-voting at the Annual General Meeting) and Scrutinizer's Report on the Resolutions passed by the Members at the 36th Annual General Meeting of the Company held on Wednesday, 21st September, 2022 at 12.00 Noon through Video Conference (VC) or Other Audio Visual Means (OAVM). All the Resolutions were passed with requisite majority.

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host the voting results of the 36th Annual General Meeting on the websites of the Company and Central Depository Services (India) Limited (CDSL).

Please take the documents on record and kindly treat this as compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you
Yours faithfully
For VXL Instruments Limited


Reshma M
Company Secretary and Compliance Officer
Membership No.:A33180

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

SPRS And Co. LLP

COMPANY SECRETARIES

A - 210, Kanara Business Centre, Laxmi Nagar, Ghatkopar - Andheri Link Road, Ghatkopar (East), Mumbai - 400 075
Phone: 022 2500 1501/ 02/ 05 Email: compliance@sprscs.com Website: www.sprscs.com

SCRUTINIZER'S REPORT

On remote e-voting & e-voting on the day of AGM

(Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman/ Board of Directors,
VXL Instruments Limited
(CIN: L85110MH1986PLC272426)
252, 5th Floor, Building No. 2,
Solitaire Corporate Park,
Chakala, Andheri East,
Mumbai - 400093

Dear Sir,

Sub: Passing of Resolution(s) through remote E-voting and E-voting conducted at the 36th Annual General Meeting ("AGM") of VXL Instruments Limited ("the Company") held on 21st September, 2022 at 12.00 Noon through video conference.

1. The 36th Annual General Meeting of the Shareholders of **VXL Instruments Limited** was held on Wednesday, September 21, 2022 at 12.00 noon through video conference in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder, read with General Circular (GC) No. 2/2022 dated May 5, 2022, GC No. 19/2021 dated December 8, 2021, and GC. No.14/2020 dated April 8, 2020, GC No. 17/2020 dated April 13, 2020 and GC No. 20/2020 dated May 5, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular No. 62 dated May 13, 2022.
1. The Board of Directors of the Company had appointed me as Scrutinizer, for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-Voting and voting through electronic voting system during the AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') on the businesses contained in the Notice of the 36th AGM of the Equity Shareholders of the Company held on Wednesday, September 21, 2022 through two way Video Conferencing facility.



2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules, circulars and notifications issued by the Ministry of Corporate Affairs (MCA Circulars) relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 36th AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting and voting through electronic voting system during the AGM is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice of AGM, based on the reports generated from the e-Voting system of CDSL, the authorized agency to provide remote e-Voting facilities before and e-voting during the AGM, engaged by the Company.
3. Further to the above, We submit our report as under:

The Company has provided the remote e-Voting facility through CDSL, on their website <https://www.evotingindia.com>. The Company had uploaded all the items of businesses to be transacted on the website of the Company, CDSL and also on the website of the stock exchange i.e. BSE Limited to facilitate their Shareholders to cast their vote through remote e-voting.

As per information given to us, the Notice of AGM and Annual Report was sent through e-mail to the Members whose e-mail addresses were registered with the Company/their respective Depository Participants, containing the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and MCA circulars.

As prescribed in the said Rules and the MCA Circulars, the Company has also published advertisements in newspapers on August 27, 2022 in Financial Express (in English) and Pratahkal (in Marathi). It carried all the required information as specified in the said rules and MCA circulars.

The persons who were the Members of the Company as on the "Cut-off" date i.e. September 14, 2022 were entitled to vote on the businesses (item nos. 1 to 5) as set out in the Notice of the 36th AGM.

The Chairman at the 36th AGM held on Wednesday, September 21, 2022 through two-way Video Conferencing announced that the Members who have not exercised their votes through remote e-Voting may, if they wish to, exercise their votes through electronic voting system being provided during the meeting.

The remote e-voting commenced from Sunday, 18th September, 2022 (9.00 A.M. IST) to Tuesday, 20th September, 2022 (05.00 P.M. IST) and the CDSL e-voting platform was blocked thereafter and then reopened during the AGM and kept opened during the AGM and half an hour after end of AGM.



The votes cast under e-voting facility were thereafter unblocked. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

Our consolidated report on the results of remote e-voting and voting through electronic means during the AGM is as under:

a) Item No. 1 - As an Ordinary Resolution

Receive, consider and adopt the Audited Financial Statements as at 31st March, 2022, together with Independent Auditors' Report and the Board's Report including Secretarial Audit Report thereon.

Manner of Voting	Total No. of Valid Votes	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	%	Nos.	%	Nos.
Remote e-Voting	44,21,138	44,21,131	100	7	0	0
E-voting on the day of AGM (Venue Voting)	48,75,010	48,75,010	100	0	0	0
Total	92,96,148	92,96,141	100	7	0	0

b) Item No. 2 - As an Ordinary Resolution

Appointment of Director in place of Ms. Shruti Bhuwania (DIN: 06630867), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.

Manner of Voting	Total No. of Valid Votes	Votes in favour of the resolution		Votes against the resolution		Invalid Votes*
		Nos.	%	Nos.	%	Nos.
Remote e-Voting	39,55,907	39,55,900	100	7	0	465,231
E-voting on the day of AGM (Venue Voting)	48,75,010	48,75,010	100	0	0	0
Total	88,30,917	88,30,910	100	7	0	465,231



**Votes casted by Mrs. Saroj Bhuwania, M/s. Halifax Properties Investment Private Limited and M/s. Cheshire Properties Investment Private Limited, who being interested in resolution were not considered.*

c) Item No. 3 - As an Ordinary Resolution

Re-appointment of Messrs YCRI & Associates, Chartered Accountants, Bengaluru, as Statutory Auditors of the Company and fix their remuneration.

Manner of Voting	Total No. of Valid Votes	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	%	Nos.	%	
Remote e-Voting	44,21,138	44,21,031	100	107	0	0
E-voting on the day of AGM (Venue Voting)	48,75,010	48,75,010	100	0	0	0
Total	92,96,148	92,96,041	100	107	0	0

d) Item No. 4 - As a special Resolution

Re-appointment of Mr. Mangalore Vittal Shetty (DIN: 00515711), as Whole Time Director of the Company.

Manner of Voting	Total No. of Valid Votes	Votes in favour of the resolution		Votes against the resolution		Invalid Votes*
		Nos.	%	Nos.	%	
Remote e-Voting	41,11,238	41,11,131	100	107	0	309,900
E-voting on the day of AGM (Venue Voting)	48,75,010	48,75,010	100	0	0	0
Total	89,86,248	89,86,141	100	107	0	0



**Votes casted by Ms. Pravina Shetty, Mr. Rishabh Shetty and Riddhima Shetty, who being interested in resolution were not considered.*

e) Item No. 5 - As an Ordinary Resolution

Approval/Ratification of Material Related Party Transactions with VXL Software Solutions Private Limited.

Manner of Voting	Total No. of Valid Votes	Votes in favour of the resolution		Votes against the resolution		Invalid Votes*
		Nos.	%	Nos.	%	
Remote e-Voting	39,55,907	39,55,900	100	7	0	465,231
E-voting on the day of AGM (Venue Voting)	48,75,010	48,75,010	100	0	0	0
Total	88,30,917	88,30,910	100	7	0	465,231

**Votes casted by Mrs. Saroj Bhurwania, M/s. Halifax Properties Investment Private Limited and M/s. Cheshire Properties Investment Private Limited, who being interested in resolution were not considered.*

On the basis of the aforesaid result, I report that all the resolution(s) as contained in notice of Annual General Meeting dated 25th August, 2022 have been passed with requisite majority.

Thanking you,

Yours faithfully,

**For SPRS And Co. LLP,
Company Secretaries**

**SANJAY
PANDURANG
PARAB**

Digitally signed by SANJAY PANDURANG PARAB
DN: c=N, o=Personal,
pseudonym=850c9f696e2727c926bd6148c22bd0a57544f512e7d993576e0012969d9f,
postalCode=400075, st=MAHARASHTRA,
serialNumber=03f0ccd3f00aa840a7f4ba363e51ae8c81c3bd19c2f8249ae7d7acb910907e6,
cn=SANJAY PANDURANG PARAB
Date: 2022.09.22 11:27:12 +05'30'



CS Sanjay Parab

Designated Partner

FCS No: 6613 CP No: 7093

UDIN: F006613D001015302

Date: September 22, 2022

Place: Mumbai