



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

Date: 19th December, 2020

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed the voting results (remote e-voting and poll) and Scrutinizer's Report on the Resolutions passed by the members at 34thAnnual General Meeting of the Company held on Friday, 18th December, 2020 at 2.00 PM 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 on the website of the Company and CDSL the voting results of the 34thAnnual General Meeting.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you
Yours faithfully
For VXL Instruments Limited

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

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

(Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015)

To,
The Chairman/ Board of Directors,
VXL Instruments Limited
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 34th AGM of VXL Instruments Limited ("the Company") held on 18th December, 2020 at 02.00 P.M. through video conference.

1. The 34th Annual General Meeting of the Shareholders of **VXL Instruments Limited** held on Friday, 18th December, 2020 at 02.00 PM through video conference in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder, read with General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 20/2020 dated 5th May 2020 issued by the Ministry of Corporate Affairs ("MCA"), and Circular No. SEBI/ HO/ CFD / CMD1/ CIR/P/2020/79 dated 12th May 2020, issued by the Securities and Exchange Board of India ("SEBI").
2. 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 34th AGM of the Equity Shareholders of the Company held on Friday, December 18, 2020 through two way Video Conferencing facility.



3. 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 34th 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.
4. Further to the above, I submit my 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 24th November, 2020 in Financial Express (in English) and Lakshadweep (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. December 11, 2020 were entitled to vote on the businesses (item nos. 1 to 5) as set out in the Notice of the 34th AGM.

The Chairman at the 34th AGM held on Friday, December 18, 2020 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 Tuesday, 15th December, 2020 (9.00 A.M.) to Thursday, 17th December, 2020 (05.00 P.M.) 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.

My 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 including Audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and Cash Flow of the Company as on that date together with the Board's Report and the Secretarial Audit Report and Independent Auditor's Report thereon.

Manner of Voting	No. of Shares held	No. of votes cast	No. of votes in favour	No. of votes against	% of votes in favour	% of votes against	No. of Abstained votes
Remote e-Voting	92,65,572	92,65,572	92,65,572	0	100	0	0
E-voting on the day of AGM (Venue Voting)	-	-	-	-	-	-	-
Total	92,65,572	92,65,572	92,65,572	0	100	0	0

b) Item No. 2 - As an Ordinary Resolution

Appointment of a Director in place of Mr. M. V. Shetty (holding DIN: 00515711)

Manner of Voting	No. of Shares held	No. of votes cast	No. of votes in favour	No. of votes against	% of votes in favour	% of votes against	No. of Abstained votes
Remote e-Voting	92,35,652	92,35,652*	92,35,652	0	100	0	0
E-voting on the day of AGM (Venue Voting)	-	-	-	-	-	-	-
Total	92,35,652	92,35,652	92,35,652	0	100	0	0



*Votes casted by Mr. M. V. Shetty, who being interested in resolution were not considered.

c) Item No. 3 - As an Ordinary Resolution

Appointment of Mrs. Mini Bhuwania (holding DIN: 08640692) as a Director

Manner of Voting	No. of Shares held	No. of votes cast	No. of votes in favour	No. of votes against	% of votes in favour	% of votes against	No. of Abstained votes
Remote e-Voting	90,44,681	90,44,681*	90,44,681	0	100	0	0
E-voting on the day of AGM (Venue Voting)	-	-	-	-	-	-	-
Total	90,44,681	90,44,681	90,44,681	0	100	0	0

*Votes casted by Mrs. Saroj Bhuwania (immediate relative of the Mrs. Mini Bhuwania), who being interested in resolution were not considered.

d) Item No. 4 - As an Ordinary Resolution

Approve Material Related Party Transactions with Priya Limited

Manner of Voting	No. of Shares held	No. of votes cast	No. of votes in favour	No. of votes against	% of votes in favour	% of votes against	No. of Abstained votes
Remote e-Voting	81,21,232	81,21,232*	81,21,232	0	100	0	0
E-voting on the day of AGM (Venue Voting)	-	-	-	-	-	-	-
Total	81,21,232	81,21,232	81,21,232	0	100	0	0

*Votes casted by Priya Limited and Halifax Properties Investment P Ltd (Common directors), who being interested in resolution were not considered.



e) **Item No. 5 - As a Special Resolution**

Re-classification of the Promoters of the Company

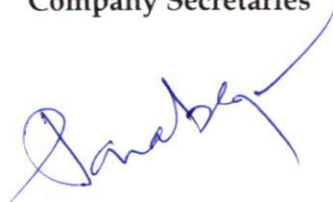
Manner of Voting	No. of Shares held	No. of votes cast	No. of votes in favour	No. of votes against	% of votes in favour	% of votes against	No. of Abstained votes
Remote e-Voting	92,65,572	92,65,572	92,65,572	0	100	0	0
E-voting on the day of AGM (Venue Voting)	-	-	-	-	-	-	-
Total	92,65,572	92,65,572	92,65,572	0	100	0	0

On the basis of the aforesaid result, I report that all the resolution(s) as contained in notice of Annual General Meeting dated 16th November, 2020 have been passed with requisite majority.

Thanking you,

Yours faithfully,

For SPRS And Co. LLP,
Company Secretaries



CS Sanjay Parab
Designated Partner
FCS No: 6613 CP No: 7093
UDIN: F006613B001548120

Date: December 18, 2020
Place: Mumbai

General information about company

Scrip code	517399
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE756A01019
Name of the company	VXL Instruments Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	18-12-2020
Start time of the meeting	02:00 PM
End time of the meeting	02:16 PM

Scrutinizer Details

Name of the Scrutinizer	Sanjay Parab
Firms Name	SPRS And Co. LLP
Qualification	CS
Membership Number	F6613
Date of Board Meeting in which appointed	30-07-2020
Date of Issuance of Report to the company	18-12-2020

Voting results	
Record date	11-12-2020
Total number of shareholders on record date	4382
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	18
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements including Audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and Cash Flow of the Company as on that date together with the Board's Report and the Secretarial Audit Report and Independent Auditor's Report thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1443025	309900	21.4757	309900	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1443025	309900	21.4757	309900	0	100	0
Public-Institutions	E-Voting	46545	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	46545	0	0	0	0	0	0
Public-	E-Voting	11835230	8955672	75.6696	8955672	0	100	0

Non Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	11835230	8955672	75.6696	8955672	0	100	0
Total		13324800	9265572	69.5363	9265572	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	