



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

10008316 QM 15

ISO 14001: 2015

10008316 UM

Date: 30.08.2019

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

Dear Sirs,

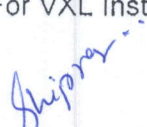
Sub: Copy of Annual Report

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the copy of Annual Report of Thirty Third (33rd) Annual General Meeting of the Company to be held at 12.00 Noon. on Friday, the 27th day of September, 2019 at "CITY LIGHT BANQUETS HALL" Ashford Chambers, 4th Floor, C/o City Light Cinema, Lady Jamshedji Road, Mahim, Mumbai - 400016,, as per the Companies Act, 2013.

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


Shipra Vyas
Company secretary
Encl: As above

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Annual Report
2018-2019



VXL Instruments Limited

VXL Instruments Limited

BOARD OF DIRECTORS

Mr. M. V. Shetty	Whole Time Director
Mrs. Kumkum Bhuvania	Independent Director
Mr. Vivek Gupta	Independent Director
Mr. Rakesh Shridas Damani	Independent Director

Mr. Kishan S Rao	Chief Financial Officer
Mrs. Shipra Vyas	Company Secretary

AUDIT COMMITTEE

Mrs. Kumkum Bhuvania	Chairperson
Mr. Vivek Gupta	Member
Mr. Rakesh Shridas Damani	Member

AUDITORS

Messrs. YCRJ & Associates
Chartered Accountants
Bengaluru

NOMINATION AND REMUNERATION COMMITTEE

Mr. Vivek Gupta	Chairman
Mr. Rakesh Shridas Damani	Member

SECRETARIAL AUDITORS

Mr. J V Shivaprakash
Practising Company Secretary
Bengaluru

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Vivek Gupta	Chairman
Mr. Rakesh Shridas Damani	Member

REGISTRARS AND SHARE TRANSFER AGENTS

Bigshare Services Private Limited
1st Floor, Bharat Tin Works
Building, Opp. Vasant Oasis
Makwana Road, Marol Andheri
Mumbai – 400 072
Tel.: 022-62638200
Fax. : 022-62638299

REGISTERED & CORPORATE OFFICE

#252, 5th Floor, Building No.2, Solitaire
Corporate Park, Chakala Andheri (East)
Mumbai – 400 093
Tel: 91 22 2824 5210 / Fax: 91 22 4287 2197
CIN: L85110MH1986PLC272426
Website: www.vxl.net
E-mail: cfo@vxl.net

WORKS

"74/B" Electronics City, Hosur Road,
Bengaluru - 560 100
Tel : 91-80-2852 3258/2852 3257
CIN: L85110MH1986PLC272426
E-mail: cfo@vxl.net
Website: www.vxl.net

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THIRTY THIRD ANNUAL GENERAL MEETING

on Friday 27th September, 2019

at

"CITY LIGHT BANQUETS HALL"

Ashford Chambers, 4th Floor,
C/o City Light Cinema,
Lady Jamsheedji Road, Mahim,
Mumbai - 400016
at 12:00 noon

VXL Instruments Limited

NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of the Members of the Company will be held at 12:00 Noon, on Friday, 27th September, 2019 at "City Light Banquets Hall", Ashford Chambers 4th Floor, C/o City light Cinema, Lady Jamshedji Road, Mahim, Mumbai – 400016 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Audited Balance Sheet as at 31st March, 2019, 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.

SPECIAL BUSINESS:

2. Re-classification of the Promoters of the Company:

To consider and if thought fit, to pass the following Resolution as a Special Resolution

"RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under ('the Act'), the approval of the Members be and is hereby accorded for re-classification of Mr. M. V Nagaraj, forming part of the existing Promoter of the Company from Promoter category to Public category.

RESOLVED FURTHER THAT the Promoter seeking re-classification along with his personal promoter group entities and person acting in concert do / will not:

- i) have any special rights through formal or informal agreements.
- ii) hold more than 10% of the paid-up capital of the Company.
- iii) act as a Key Managerial person for a period of more than three years from the date of Shareholders' approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchange and other concerned authorities."

3. Re-Appointment of Mr. M V Shetty as Whole time Director of the Company.

To consider, and to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if so required, the consent of the Members be and is hereby accorded to the appointment of Mr. M V Shetty (DIN 00515711) as Whole time Director of the Company for a period of three (3) years effective from October 1, 2019 up to September 30, 2022 (both days inclusive), at the remuneration and on the terms and conditions set out below:

- i) Salary of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only).
- ii) Commission: In addition to salary, perquisites and other allowances, commission based on the net profit of the Company computed in the manner laid down in Section 197 and other applicable provisions, if any, of the Companies Act, 2013. Such Commission shall be of such percentage and of such amount as the Board of Directors of the Company may determine keeping in view the performance of the Company in respect of each financial year.
In addition to salary and commission, the following shall be allowed to Mr. M.V.Shetty
- iii) Housing : Mr. M.V. Shetty shall be entitled to rent free furnished residential accommodation.

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In case no accommodation is provided by the Company, Mr. M. V. Shetty shall be entitled to House Rent Allowance of Rs. 50,000/- per month.

- iv) Reimbursement of gas, electricity, water charges and furnishings.
- v) Reimbursement of medical expenses for self and family as per Company rules.
- vi) Leave Travel Concession for self and family as per Company rules.
- vii) Fees to clubs subject to maximum of two clubs,
- viii) Personal Accident Insurance, as per Company rules
- ix) Provision of car for business and personal purposes.
- x) Telephone at the residence.

M.V.Shetty will be paid the following perquisites which shall not be included in the computation of the ceiling on the remuneration in the event the Company has no profits or its profits are inadequate in any financial year during the aforesaid period.

- xi) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Company Schemes to the extent these either single or put together are not taxable under the Income Tax Act, 1961.
- xii) Earned/Privilege leave: On full pay and allowances as per rules of the Company. Leave encashment also as per Company rules.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Mr. M V Shetty.”

By Order of the Board

For VXL Instruments Limited

Place: Bangalore
Date: 29th July, 2019

Shipra Vyas
Company Secretary &
Compliance Officer
Membership No.: ACS 42099
Address: 26, Anagha,
2nd Main, 4th Cross,
Sri M V Layout,
Vidyaranyaपुरa Post
Bangalore 560097 KA

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING.**
2. Explanatory Statement as per Section 102 of the Companies Act, 2013 is attached hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive).
4. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
5. Members/proxies should bring the Attendance slip sent herewith duly filled in to attend the Meeting.
6. Members are requested to address all their correspondence including change of address etc. to the present Registrars and Share Transfer Agent: Bigshare Services Private Limited, 1st Floor, Bharat Tin Works, Building, Opp. Vasant Oasis, Makwana Road, Marol Andheri, Mumbai – 400 072
7. Pursuant to SEBI notification no. MED/ DOP/ Circular/ 05/2009 dated May 20, 2009, it has become mandatory for the transferee(s) to furnish copy of PAN Card to the Company/ RTA to enable/effect transfer of Shares in physical form.
8. To support the 'Green Initiative', the Members who have not registered their e-mail address are requested to register the same with Registrars and Share Transfer Agent: Bigshare Services Private Limited.
9. As regards to re-appointment of Mr. M V Shetty (DIN: 00515711) Whole Time Director of the Company, referred to in item No. 3 of the notice, the following necessary disclosures are made in terms of Regulation 27 of SEBI (LODR) Listing Regulations, 2015 for the information of the Shareholders:

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Particulars	Details
Name	Mr. M V Shetty
Date of Birth	7 th March, 1952
Date of Appointment	1 st October, 2010
Qualifications	M. Tech.
Expertise in specific functional area	Thin Client Technology
Directorships held in other Companies (excluding foreign companies)	Nil
Membership/Chairmanships of Committees of other public companies (included only Audit and Shareholders'/ Investors' Grievance Committee)	Nil
No. of Board Meetings attended during the financial year	8

10. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing to its members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for E-voting are as under:

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 sanjay.parabcs@gmail.com with a copy marked to evoting@nsdl.co.in

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

(i) Initial password is provided at the bottom of the Instructions for E-Voting facility for the AGM: EVEN (E-Voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

Other Instructions:

(i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for

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Shareholders available at the downloads section of 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 24th September, 2019 (9:00 am) and ends on 26th September, 2019 (5:00 pm). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019 may cast their vote electronically.
The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- (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 of 20th September, 2019.
- (vi) If the Shareholder exercises his vote both electronically and physically, then the vote cast by him electronically will supersede.
- (vii) Mr. Sanjay Parab, Practising Company Secretary (Membership No. FCS-6613 & CP-7093) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (viii) The Scrutinizer shall within a period not exceeding forty eight (48) hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (ix) The Results shall be declared within forty eight (48) hours from the conclusion of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vxl.net and on the website of NSDL within forty eight (48) hours

of passing of the Resolutions at the AGM of the Company and also communicated to BSE Limited.

- (x) Further, members may note the following:
 - a. Remote e-voting shall not be allowed beyond the said date and time.
 - b. The Company is providing facility to vote on a poll to the members present at the Meeting.
 - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - d. A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting in the General Meeting.
 - e. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company i.e. No. 252, 5th Floor, Building No. 2, Solitaire Corporate Park, Chakala, Andheri East, Mumbai-400 093 during normal hours (10.00 am to 12.00 noon) on all working days, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board

For VXL Instruments Limited

Place: Bangalore
Date: 29th July, 2019

Shipra Vyas
Company Secretary &
Compliance Officer
Membership No.: ACS 42099
Address: 26, Anagha,
2nd Main 4th Cross,
Sri M V Layout,
Vidyaranyaपुरa Post
Bangalore 560097 KA

VXL Instruments Limited

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

ITEM No. 2:

The Company was in receipt of requests from Mr. M. V. Nagaraj Promoter of the Company, for reclassification from Promoter category to Public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'). Details of his shareholding in the Company are as under:

Sl. No	Folio Number	Promoter Name	Number of Shares
1.	90427234	M. V. Nagaraj	2,66,350
2.	13900156	M. V. Nagaraj	52,700

Mr. M. V. Nagaraj (aged 66 years), Promoter of the Company and holding equity shares in the Company as stated in table given above.

The aforesaid shareholder is leading his life and occupation independently and is not connected, directly or indirectly, whatsoever, with any activity of the Company. Further, the other persons in the Promoter Group of the Company do not have any control over the affairs or the decision making process of the above referred shareholder.

The above referred shareholder does not directly or indirectly, exercise control, over the affairs of the Company. He also does not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group.

The proposed re-classification of the shareholding of the Promoter Group mentioned in table given above is not pursuant to Regulation 31A (5) or (6) of the Listing Regulations, 2015. However, as a matter of abundant precaution, the Board of Directors recommends passing of Special Resolution as set out at Item No. 2 of this Notice.

None of the Directors, Key Managerial Personnel and relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 2 of this Notice

ITEM No. 3:

The Board of Directors of the Company ("the Board") at its meeting held on 29th July, 2019, on the recommendation of the Remuneration Committee and subject to the necessary approvals, accorded its approval for re-appointment of Mr. M V Shetty, as Whole-time Director for a further period of three years w.e.f. 01.10.2019 and for payment of remuneration to Mr. M V Shetty, Whole-time Director w.e.f. 01.10.2019

The proposed remuneration will be within the limits prescribed by the Companies Act, 2013 and Schedule V thereto.

Other information as required by Schedule V of the Companies Act, 2013:

I. General Information

a. Nature of Industry: Electronic Hardware Industry

b. Date of Commencement of Business: 28.02.1986

c. Financial Performance: (Rs.)

For the year ended	31-03-2019	31-03-2018
Total Income	15,72,85,467	45,89,43,565
Total Expenses	24,44,37,122	48,17,37,353
Loss before Tax	12,164,020	19,99,85,948
Exceptional items	7,35,12,559	Nil
Provision for Taxation (Current, Deferred, Earlier year FBT & others	1,57,19,062	Nil
Loss after Tax and Extraordinary items	2,88,10,175	1,98,51,418
Loss After Tax carried to the Balance Sheet	2,88,10,175	1,98,51,418

d. Export performance and foreign collaboration: The Company has no foreign collaboration; however, the foreign exchange earnings and outgo during F.Y. 2018-19 are as hereunder:

Foreign Currency Earnings (Accrual basis) = Rs. Nil

Foreign Currency Expenditure (Accrual basis) = Rs.1.78 Lakhs

(Exports are mainly through Third Parties)

e. Foreign investments or collaborators: The Company has no foreign collaboration.

II. INFORMATION ABOUT Mr. M. V. SHETTY:

1. Background details of Mr. M.V. Shetty: He is M. Tech., IIT, Mumbai – One of the Promoters of the Company. Having more than 33 years of experience in Telecommunication, Product Design, Development and Quality/ Process Management. He was responsible for bringing world class desktop products (Industrial, ergonomic and tool design). He was part of design team of various products of VXL Data Logger, CNC Terminals and thin clients etc. He has good experience in designing ruggedised products for defence applications.
2. Past Remuneration Approved: Salary Rs. 1,50,000/- per month and Allowances and perquisites Rs.90,000/- per month.
3. Recognition or awards: He is credited with bringing out Thin Client well head of the European countries. He has championed the launch of Energy Star compliant and Environmental friendly Thin Clients.
4. Job Profile and his suitability: The Whole-Time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and his functions will be under the overall authority of the Board.
The Whole-Time Director shall adhere to the Company's Code of Business Conduct and Ethics for Directors and Management Personnel.
5. Remuneration Proposed: Salary Rs. 1,50,000/- per month and Allowances and Perquisites Rs. 90,000/- per month.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The remuneration proposed for Mr. M. V. Shetty is comparatively low in the industry keeping in view the responsibilities assigned to him and his background.
7. Pecuniary relationship with the managerial personnel: His Son Mr Rishab Shetty is employed as Senior Software Engineer. The Board recommends the adoption of the resolution.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: Due to heavy accumulated loss profits are inadequate.
2. Steps taken or proposed to be taken for improvement: Your Company has strengthened its R&D Division to differentiate our products in terms of software. Your Company has come up with various revised, improved version of thin clients and also added laptop to its product portfolio. Tie up with Global leaders in the field of Information Technology and ongoing negotiation with prospective buyers is expected to boost the sales and productivity.
3. Expected increase in productivity and profits in measurable terms: Productivity and Profits are expected to increase by 20%.

This Statement may also be regarded as a disclosure under Regulation 36 of The SEBI (LODR) Regulations, 2015.

VXL Instruments Limited

IV. DISCLOSURES:

The shareholders of the Company shall be informed of the remuneration package of the Director.
Apart from Mr. M. V. Shetty himself, no other Director is interested in the resolution.

By Order of the Board
For VXL Instruments Limited

Place: Bangalore
Date: 29th July, 2019

Shipra Vyas
Company Secretary & Compliance Officer
Membership No.: ACS 42099
Address: 26, Anagha,
2nd Main 4th Cross,
Sri M V Layout,
Vidyaranyapura Post
Bangalore 560097 KA

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BOARD'S REPORT

Your Directors have pleasure in presenting the 33rd Annual Report and Audited Financial Statements for the year ended 31st March, 2019 together with the Independent Auditor's Report.

1. FINANCIAL RESULTS

(Rs. in Lakhs)

Particulars	2018-19	2017-18
Net revenue from operations	1572	4589
Other income	15	28
Profit (Loss) before Depreciation	(881)	(171)
Depreciation	25	29
Exceptional items	735	Nil
Profit (Loss) before Taxation	(122)	(200)
Profit (Loss) after Taxation	(288)	(200)

2. PERFORMANCE OF THE COMPANY:

Last year was a very tough year for your company. Increased competition in the export market resulted in substantial reduced revenue. Reduction in sales affected the profitability.

FUTURE PROSPECTS

Demand for thin clients is expected to witness high growth in the coming years due to the reduced cost and energy consumption, easy and centralized manageability and increased infrastructure security associated with these devices. Rising requirement of cost savings in enterprises is expected to drive the thin client market.

The demand for thin clients is increasing in health care and education sector. Enterprises are looking for the devices that would reduce the desk space and offer an easy replacement option for old systems. The thin clients qualify these requirements which in turn is increasing the demand in these industries.

Quick delivery and installation and preference of the users to our software offering are expected to push the demand for thin clients.

3. **RESERVES:** In view of the losses, the question of transferring any amount to Reserves does not arise.

4. **SHARE CAPITAL:** There were no changes in the Share Capital of the Company during the financial year.

Disclosure regarding Issue of Equity Shares with Differential Voting Rights

During the financial year under review, the Company has not issued Shares under with Differential Voting Rights

Disclosure regarding issue of Employee Stock Options

During the financial year under review, the Company has not issued Shares under Employee Stock Options.

Disclosure regarding issue of Sweat Equity Shares

During the financial year under review, the Company has not issued Sweat Equity Shares.

5. **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT:**

There were no material changes and commitments which occurred, between the end of the financial year and the Date of the Report, which affect the financial position of the Company.

6. **EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:**

There are no material changes after 31st March, 2019 till the signing of this Report.

7. **CHANGE IN NATURE OF BUSINESS:**

There were no changes in the nature of business during the year under review as prescribed in Rule 8(ii) of the Companies (Accounts) Rules, 2014.

8. **DIVIDEND:**

Whilst your Directors understand the sentiments of the Investors, the financials in the year that has passed, do not enable the Board to recommend any dividend. The Board regrets its inability to recommend any Dividend.

VXL Instruments Limited

However, the Directors will strive hard to bring the Company back to dividend track before long and the improving performance of the Company is hoped to continue to facilitate consideration of dividend in the days to come.

9. BOARD MEETINGS:

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings. Additional Meetings of the Board of Directors are held when necessary.

The Agenda of the Meeting is circulated to the Directors in advance. Minutes of the Meetings of the Board of Directors are circulated amongst the Members of the Board for their perusal.

The Board of Directors duly met Nine (9) times during the financial year on 30th May 2018, 11th July 2018, 24th July 2018, 31st July 2018, 19th September 2018, 26th September 2018, 31st October 2018, 7th December 2018 and 29th January 2019.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

SI. No.	Name	Designation	DIN
1.	Mr.ArunKumar Bhuvania*	Chairman and Non-Independent Director	00387445
2.	Mr. M. V. Shetty	Whole Time Director	00515711
3.	Mr. Vivek Gupta	Independent Director	00025519
4.	Mrs. Kumkum Bhuvania	Independent Director	07160610
5.	Mr. Rakesh Shridas Damani	Independent Director	07580652
6.	Mr. Kishan S Rao	CFO	N.A
7.	Ms Shipra Vyas*	Company Secretary & Compliance Officer	N.A

*Mr ArunKumar Bhuvania Resigned from office of Chairmen & Non Independent Director w.e.f. 11th July 2019.

*Ms Shipra Vyas appointed as Company Secretary & Compliance Officer of the Company w.e.f. 30th May 2019.

11. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

12. COMPOSITION OF AUDIT COMMITTEE, NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS' RELATIONSHIP COMMITTEES.

Following are the composition of various Committees:

i) Composition of Audit Committee:

- a) Mrs Kumkum Bhuvania - Chairperson
- b) Mr. Vivek Gupta - Member
- c) Mr. Rakesh Shridas Damani - Member

ii) Nomination and Remuneration Committee:

- a) Mr. Vivek Gupta - Chairman
- b) Mr. Rakesh Shridas Damani - Member

iii) Composition of Stakeholders' Relationship Committee:

- a) Mr. Vivek Gupta - Chairman
- b) Mr. Rakesh Shridas Damani - Member

13. RISK MANAGEMENT POLICY:

The Company has not yet formulated a Risk Management Policy and has in place a mechanism to inform the Board Members about risk assessment and minimization procedures and undertakes periodical review to ensure that executive management controls risk by means of a properly designed framework.

14. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has established an effective Vigil Mechanism pursuant to the provisions of Sections 177(9) and (10) of the Companies Act, 2013 and as per Regulation 4(2)(d)(iv) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 which is available on website of the Company at url <http://www.vxl.net/percheditor/resources/vxlwhistleblowerpolicy> and there were no cases reported during the last period.

15. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Directors have laid down internal financial controls to be followed by the Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

16. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY:

The Company has not given any loan or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

17. DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 134(3)(c) of the Companies Act, 2013, the Directors hereby confirm that:

- a) In the preparation of the Financial Statements, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the Financial Statements on a going concern basis;
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. EXTRACT OF ANNUAL RETURN:

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual return in MGT-9 is attached as a part of this Annual Report as **Annexure – I**.

19. STATUTORY AUDITORS:

Messrs YCRJ & Associates, Chartered Accountants (ICAI Firm Registration No. 006927S) were appointed as the Statutory Auditors of the Company for a period of 5 (Five) years from the conclusion of the 31st Annual General Meeting up to the conclusion of the 36th Annual General Meeting.

20. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. J V Shivaprakash, Bengaluru, a Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor in the form of MR-3 is annexed to this Report as **Annexure - II**.

Explanations by the Board on the comments of Statutory/Secretarial Auditors:

During the financial year under review, there were no qualifications, reservations or adverse remarks made by the Statutory Auditors/Secretarial Auditors in their respective Reports.

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21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:	
(A) Conservation of energy: Steps taken / impact on conservation of energy,	The Company's operations are not power intensive. Nevertheless, your Company has introduced various measures to conserve and minimize the use of energy wherever it is possible.
(i) Steps taken by the company for utilizing alternate sources of energy including waste generated	Nil
(ii) Capital investment on energy conservation equipment	Not Applicable
Total energy consumption and energy consumption per unit of production as per Form A	Not Applicable
(B) Technology absorption: Efforts in brief, made towards technology absorption, adaptation and innovation	Nil
Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc.	Not Applicable
In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:	Nil
Technology imported	Not Applicable
Year of Import	Not Applicable
Has technology been fully absorbed	Not Applicable
If not fully absorbed, areas where this has not taken place, reasons therefore and future plan of action	Not Applicable
(C) Research and Development (R&D)	
Specific areas in which R & D carried out by the company	Research & Development Expenditures in respect of Development of Thin Client Embedded Operating Systems.
Benefits derived as a result of the above R & D	Not Applicable
Future plan of action	Not Applicable
Expenditure on R & D	
(a) Capital	Nil
(b) Recurring	Nil
(c) Total	Nil
(d) Total R & D expenditure as a percentage of total turnover	Nil

(D) Foreign exchange earnings and Outgo

Activities relating to exports	Company is an Exports Oriented Unit and focuses mainly on Exports.
Initiatives taken to increase exports	We are putting continuous efforts to increase Exports.
Development of new export markets for products and services	Efforts are on to develop new Export market.
Export plans	Efforts are on to develop new Export market.
Total Exchange used (Cash basis)	As on 31 st March, 2019: Rs. 1,78,296/-
Total Foreign Exchange Earned (Accrual Basis)	As on 31 st March, 2019: Nil.

22. DEPOSITS:

Your Company has not invited/accepted/renewed any deposits from public as defined under the provisions of Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 and accordingly, there were no deposits which were due for repayment on or before 31st March, 2019.

23. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company continued to maintain, high standards of internal control designed to provide adequate assurance on the efficiency of operations and security of its assets. The adequacy and effectiveness of the internal control across various activities, as well as compliance with laid-down systems and policies are comprehensively and frequently monitored by your Company's management at all levels of the organization. The Audit Committee, which meets at least four times a year, actively reviews internal control systems as well as financial disclosures with adequate participation, inputs from the Statutory, Internal and Corporate Secretarial Auditors.

24. MATERIAL ORDER PASSED BY ANY COURT OR REGULATOR OR TRIBUNAL IMPACTING GOING CONCERN STATUS OF COMPANY:

No order was passed by any court or regulator or tribunal during the period under review which impacts going concern status of the Company.

25. RELATED PARTY TRANSACTIONS (RPTs):

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. Web link for the same is <https://www.vxl.net/investors/disclosures>. Particulars of Contracts or Arrangements with Related parties referred to in Section 188(1) of the Companies Act, 2013 in Form AOC- 2 annexed to this Report as **Annexure - III**.

26. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Your Company recognizes the critical significance of competent and experienced employees. The team VXL Instruments continued to stand by the Company during tiring and tough times and your Board places its appreciation for these relentless efforts, untiring dedication and sense of belongingness exhibited by the employees at all levels. Your Company focuses on long term Human Resources planning aimed at managing change more efficiently, grooming internal talent for future roles and also driving efficiency within the Organization.

There were various cases pending with the Honourable High Court of Karnataka and in the Court of Industrial Tribunal. This was mainly on account of the closure of the unit manufacturing CRT Terminals which were phased out in the national and international market. Further, on 18th July, 2018 settlement with 31 workmen was reached (more than 50% of the workmen included in all the pending cases) and the same recorded by the Honourable High Court and in the Industrial Tribunal. The payments to the settled workmen were done from the deposit placed with the Honourable High Court and there is no cash outflow for the

VXL Instruments Limited

Company. There are 28 workmen involved in various cases who have not taken the settlement. Further, after taking into account the deposit and interest thereon placed with the Honourable High Court, the outflow would be minimal, if they were to be settled.

Industrial relations have been cordial and constructive, which have helped your Company to meet customers' demands.

27. DETAILS OF HOLDING COMPANY/SUBSIDIARIES/JV:

VXL Instruments Limited, UK a Subsidiary Company was wound up by the Honourable High Court of Justice Chancery Division, Companies Court, United Kingdom vide its Order dated 7th November, 2016. Further to the Insolvency Proceedings under the Insolvency Act, 1986 VXL UK was dissolved on 11th March, 2018. Pursuant to this the Company has requested permission from the Reserve Bank of India for writing off the Investments of ₹ 108,000 in the Joint Venture.

28. ANNUAL BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance and the Directors individually. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

29. CORPORATE SOCIAL RESPONSIBILITY:

Since the Company does not meet the criteria for the applicability of Section 135 of the Companies Act read with the Companies (Accounts) Rules, 2015, the same is not applicable.

30. NOMINATION AND REMUNERATION COMMITTEE POLICY:

On the recommendation of the Nomination and Remuneration Committee, the Board has framed a Policy for selection and appointment of Directors, Senior Management and for other employees and their remuneration. The same has been disclosed on the website of the Company.

31. RATIO OF REMUNERATION TO EACH DIRECTOR:

Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1)(2)(3) of the Companies (Appointment and Remuneration) Rules, 2014, details/disclosures of Ratio of Remuneration to each Director to the median employee's remuneration is annexed to this report as **Annexure-IV**.

32. LISTING WITH STOCK EXCHANGE:

The Company confirms that it has paid the Annual Listing fees for the financial year 2019-20 to BSE Limited where the Company's Shares are listed.

33. CORPORATE GOVERNANCE AND SHAREHOLDERS' INFORMATION:

A separate Report on Corporate Governance in terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a Certificate from a Practising Company Secretary regarding compliance to the Conditions stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as **Annexure V**.

34. CAPITAL EXPENDITURE:

As on 31st March, 2019, the gross tangible and intangible assets stood at ₹. 8,47,01,706/- and the net tangible and intangible assets, at ₹. 7,36,99,835/-. Additions during the financial year amounted to ₹. 20,47,365/-. The Company has not purchased any assets under lease.

35. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the financial year 2018-19:

No. of complaints received: NIL

No. of complaints disposed off: NIL

36. MANAGEMENT DISCUSSION AND ANALYSIS:

As requisite and appropriate Management Discussion and Analysis is covered under this Report itself, a separate note on the same is not being furnished.

37. ACKNOWLEDGEMENTS:

The Directors place on record their appreciation for valuable contribution made by employees at all levels, active support and encouragement received from the Government of India, Government of Maharashtra, Government of Karnataka, Company's Bankers, Customers, Principals, Business Associates and other Acquaintances.

Your Directors recognize the continued support extended by all the Shareholders and gratefully acknowledge with a firm belief that the support and trust will continue in future also.

For and on behalf of the Board of Directors

Place: Bangalore
Date : 29th July, 2019

Vivek Gupta
Independent Director
DIN: 00025519
Address: 87, Dariya Mahal A, 80
Nepean Sea Road, Malbar Hill,
Mumbai - 400006

M. V. Shetty
Whole Time Director
DIN: 00515711
Address: No 317, 5th Main,
1st Block, Koramangala
Bangalore-560 034

VXL Instruments Limited

Annexure I

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN****As on the financial period ended on March 31, 2019**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L85110MH1986PLC272426
2.	Registration Date	28 th February, 1986
3.	Name of the Company	VXL Instruments Limited
4.	Category / Sub-Category of the Company	Company limited by shares and Indian Non Government Company
5.	Address of the Registered office and contact details	No. 252, 5th Floor, Building No. 2, Solitaire Corporate Park, Chakala, Andheri East, Mumbai - 400093. Tel. : 022-28245210 Fax. : 022-42872197 Email : kishanrao@vxl.net Website: www.vxl.net
6.	Whether Listed Company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agents	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai – 400 072 Tel.: 022-62638200 Fax. : 022-62638299 Email: info@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products/ services	NIC Code of the Product / Service	% to total turnover of the company
1	Data Processing Units (Thin Clients)	26201	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary	% of shares held	Applicable Section
NA (Please refer point no. 27 of Board's Report)					

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VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
1 Indian									
(a) Individual / HUF	1443030	0	1443030	10.83	1443030	0	1443030	10.83	0.00
(b) Central Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(e) Bank / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUBTOTAL (A)(1) :	1443030	0	1443030	10.83	1443030	0	1443030	10.83	0.00
2 Foreign									
(a) NRI's - Individual	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other Individual	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bank / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Others	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A)(2) :	0	0	0	0.00	0	0	0	0.00	0.00
Total Share holding for promoters									
(A)=(A)(1) + (A)(2)	1443030	0	1443030	10.83	1443030	0	1443030	10.83	0.00
(B) Public shareholding									
1. Institutions									
(a) Central / State government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(b) FINANCIAL INSTITUTIONS / BANKS	0	900	900	0.01	0	900	900	0.01	0.00
(c) MUTUAL FUNDS / UTI	0	3000	3000	0.02	0	3000	3000	0.02	0.00
(d) VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	0.00

VXL Instruments Limited

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(e) INSURANCE COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
(f) FII'S	0	0	0	0.00	0	0	0	0.00	0.00
(g) FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00
(h) QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
(i) FOREIGN PORTFOLIO INVESTOR	42645	0	42645	0.32	42645	0	42645	0.32	0.00
(j) ALTERNATE INVESTMENT FUND	0	0	0	0.00	0	0	0	0.00	0.00
(k) ANY OTHERS (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	42645	3900	46545	0.35	42645	3900	46545	0.35	0.00
2. Non-Institutions									
(a) Bodies									
Corporate	1291941	9200	1301141	9.76	1287171	9200	1296371	9.73	(0.04)
(b) Individual									
(i) (Individual Share Holders holding Nominal Share Capital Upto to Rs. 1 Lakh)	1002385	166600	1168985	8.77	1012255	162400	1174655	8.82	(0.04)
(ii) (Individual Share Holders holding Nominal Share Capital in excess of Rs. 1 Lakh)	906858	0	906858	6.81	906858	0	906858	6.81	0.00
(c) ANY OTHERS (Specify)									
(i) CLEARING MEMBER	1102	0	1102	0.01	202	0	202	0.00	(0.01)
(ii) NON RESIDENT INDIANS (NRI)	0	176100	176100	1.32	0	176100	176100	1.32	0.00
(iii) NON RESIDENT INDIANS (REPAT)	16654	0	16654	0.12	16654	3875000	3891654	29.21	29.08

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VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(iv) NON RESIDENT INDIANS (NON REPAT)	241185	0	241185	1.81	241185	0	241185	1.81	0.00
(v) FOREIGN NATIONALS	150100	287500	437600	3.28	150100	287500	437600	3.28	0.00
(vi) OVERSEAS BODIES CORPORATES SUB TOTAL	1785600	5800000	7585600	56.93	1785600	1925000	3710600	27.85	(29.08)
(B)(2) : Total Public Shareholding (B)=(B)(1) + (B)(2)	5395825	6439400	11835225	88.82	5400025	6435200	11835225	88.82	(0.00)
(C) Shares held by Custodians for GDR's and ADR's	0	0	0	0.00	0	0	0	0.00	0.00
(Grand Total (A) + (B) + (C))	6881500	6443300	13324800	100.00	6885700	6439100	13324800	100.00	(0.00)

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ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name (Messrs)	Shareholding at the beginning of the period			Shareholding at the end of the period			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Madireddy V Nagaraj	266350	1.9989	0.00	319050	2.3954	0.00	0.00
2	M V Shetty	29920	0.2245	0.00	29920	0.2245	0.00	0.00
3	Laxmi Mundkur	400740	3.0075	0.00	400740	3.0075	0.00	0.00
4	Kumar Shyam	387900	2.9110	0.00	387900	2.9110	0.00	0.00
5	Pravina V Shetty	263880	1.9804	0.00	263880	1.9804	0.00	0.00
6	A V Kasargod	100	0.0008	0.00	100	0.0008	0.00	0.00
7	JayaLakshmi Shyam	16240	0.1219	0.00	16240	0.1219	0.00	0.00
8	Ridhima V Shetty	16000	0.1201	0.00	16000	0.1201	0.00	0.00
9	Rishab Shetty	100	0.0008	0.00	100	0.0008	0.00	0.00
10	Deviyani D cruz	9100	0.0683	0.00	9100	0.0683	0.00	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change) No change during the period

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	14,43,030	10.83	14,43,030	10.83
	Datewise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/ sweat equity etc)	Nil	Nil	Nil	Nil
	At the End of the year	14,43,030	10.83	14,43,030	10.83

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs):

Sl. No.	For Each of the Top10 Shareholders Messrs	Cumulative Shareholding at the Beginning of the year	
		No. of Shares	% of total Shares of the company
1	Tefuli Limited	1950000	14.63
2	Tintur Investments Limited	1925000	14.45
3	Breezetop Investments Limited	1925000	14.45
4	Daymount Limited	1785600	13.40
5	Priya Limited	900000	6.75
6	Saroj Bhawania	220891	1.66
7	Loknath Agarwala	175000	1.31
8	ANKUR PODDAR	148109	1.11
9	HALIFAX PROPERTIES INVESTMENT PVT.LTD	130651	0.98
10	Rina Poddar	128527	0.96

Sl. No.	For Each of the Top10 Shareholders Messrs	Cumulative Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company
1	Avishek Suhasaria	1950000	14.63
2	Aurotech Technologies DMCC	1925000	14.45
3	Nitesh Juthani	1925000	14.45
4	Daymount Limited	1785600	13.40
5	Priya Limited	900000	6.75
6	Pravina V shetty	263880	1.98
7	Saroj Bhawania	220891	1.66
8	Loknath Agarwala	175000	1.31
9	Ankur Poddar	148109	1.11
10	Halifax Properties Investment Pvt. Ltd	130651	0.98

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(v) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors and KMP	Shareholding at the beginning of the year		Addition during the year	% of total Shares of the company	Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the company			No. of Shares	% of total Shares of the company
At the beginning of the year M V Shetty Madireddy V Nagaraj	29920 319050	0.22 2.3954				
Datewise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g.allotment / transfer/bonus/ sweat equity etc.)	No Change					
At the End of the year M V Shetty					29920	0.22

V. INDEBTEDNESS:

**Indebtedness of the Company including interest outstanding/accrued but not due for payment:
Rs.7,50,07,561/-.**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Director and / or Manager:

Amount in Rs.

Sl. No.	Particulars of Remuneration	Name of MD/WTD Amount		Total
		Madireddy V Nagaraj Managing Director (till 24th September 2018)	M V Shetty Whole Time Director	
1	1. Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	20,67,180 1,53,487	25,78,992 3,01,008	46,46,172 4,54,495
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission - as % of profit - Others, specify...	—	—	—
5	Others, please specify	—	—	—
	Total (A)	22,20,667	28,80,000	51,00,667
	Ceiling as per the Act	42,00,000	42,00,000	84,00,000

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B. Remuneration to other Directors:

Amount in Rs.

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	Mr. Vivek Gupta	Mrs. Kumkum Bhuwania	Mr. Rakesh Shridas Damani	
	• Fee for attending board / committee meetings	6,000	78,000	30,000	1,14,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)	6,000	78,000	30,000	1,14,000
	Independent Directors	Mr. Pranav Vikas Makharia	Mr. N V Maslekar	Mr. Prakash H. Rao	
	• Fee for attending board / committee meetings	60,000	24,000	12,000	96,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)	60,000	24,000	12,000	96,000
2	Other Non-Executive Directors	Mr. K. Prakash	Mr. Arun Kumar Bhuwania		
	• Fee for attending board / committee meetings	84,000	24,000	-	1,08,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	84,000	24,000	-	1,08,000
	Total (B)=(1+2)	1,50,000	1,26,000	42,000	3,18,000

- > Mr. Prakash H Rao and Mr. N V Maslekar resigned from the office of Director w.e.f. 11th July, 2018.
- > Mr. Madireddy V. Nagaraj resigned from the office of Managing Director of the Company with effect from 24th September, 2018.
- > Mr. K. Prakash resigned from the office of Director of the Company with effect from 20th December, 2018.
- > Mr. Pranav Vikas Makharia resigned from the office of the Director of the Company with effect from 5th April 2019.

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Amount in Rs.

Sl.No.	Particulars of Remuneration	Chief Financial Officer
1	Gross salary	Kishan S Rao
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	(from 7 th December 2018)
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	4,96,473
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission	Nil
	- as % of profit	Nil
	- others, specify...	Nil
5	Others, please specify	Nil
	Total	4,96,473

VXL Instruments Limited

Amount in Rs.		
Sl.No.	Particulars of Remuneration	Chief Financial Officer, Company Secretary and Compliance Officer
		Mr. Narayana Bhat (till 30 th November 2018)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	16,23,494 14,400 Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission - as % of profit - others, specify...	Nil Nil Nil
5	Others, please specify	Nil
	Total	16,37,894
Amount in Rs.		
Sl.No.	Particulars of Remuneration	Company Secretary and Compliance Officer
		SWATI SUNIL TALGAONKAR (from 29 th January 2019)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	41,198 Nil Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission - as % of profit - others, specify...	Nil Nil Nil
5	Others, please specify	Nil
	Total	41,198

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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty Punishment Compounding			None		
B. DIRECTORS					
Penalty Punishment Compounding			None		
C. OTHER OFFICERS IN DEFAULT					
Penalty Punishment Compounding			None		

For and on behalf of the Board of Directors

Place: Bangalore
Date : 29th July, 2019

Vivek Gupta
Independent Director
DIN: 00025519
Address: 87, Dariya Mahal A, 80
Nepean Sea Road, Malbar Hill,
Mumbai - 400006

M. V. Shetty
Whole Time Director
DIN: 00515711
Address: No 317, 5th Main,
1st Block, Koramangala
Bangalore-560 034

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of managerial personnel).

The Members,
VXL Instruments Limited
Mumbai-400 093

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by VXL Instruments Limited having CIN: L85110MH1986PLC272426 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts, statutory compliances and expressing my opinion there on.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by VXL Instruments Limited for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas a Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
 - and
 - (i) SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) The other following general laws as may be applicable to the Company during the audit:

- a) The Competition Act, 2002 and the Rules thereon.
- b) Electronics Hardware Technology Park (EHTP) Scheme.
- c) The Environmental Protection Act, 1986.
- d) The Factories Act, 1948.
- e) The Water (Prevention and control of Pollution) Act, 1974.
- f) The Air (Prevention and control of Pollution) Act, 1981.
- g) The Hazardous Waste (Management and Handling) Rules, 1989.

(vii) The other general laws as may be applicable to the Company during the audit.

I have also examined compliance with the applicable clauses of:

- a) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing obligations and Disclosure Requirements) 2015 wherever applicable.
- b) The Secretarial Standards issued by the Institute of Company Secretaries of India.

During the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I state that since the provisions relating to Audit of Accounts and the related financial records including Customs, Central Excise and Sales Tax records of the Company have been covered under the Financial Audit, the same are not dealt with in any manner in my Secretarial Audit Report.

I further report that:

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there was no such case instance.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the financial year, there were no transactions affecting the financial position of the Company.

Date: May 29, 2019

Place: Bangalore

V Shivprakash
Company Secretary
FCS No. 7488
C P NO.7123

Note: This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

VXL Instruments Limited

Annexure A'

To,
The Members
VXL Instruments Limited
Mumbai- 400 093

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under Income Tax Act, Central Excise and Customs Law, Central and State Sales Tax Laws.
4. Where ever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc. as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Date: 29.05. 2019
Place: Bangalore

V Shivprakash
Company Secretary
FCS No. 7488
C P NO.7123

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FORM NO. AOC.2

ANNEXURE III

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso there to.

(Pursuant to clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis:

SL. No.	PARTICULARS	DETAILS			
1.	Name(s) of the related party and nature of relationship	Priya Limited	Brent Properties Investment Private Limited	Priya International Ltd	Rishabh Shetty
2.	Nature of contracts /arrangements /transactions	Purchases, Sales and Services	Leave and License Agreement	Purchases, Sales and Services	Remuneration
3.	Duration of the contracts/ arrangements /transactions	Ongoing - based on periodical requirements	Ongoing - based on rental agreement	Ongoing - based on ICD Agreements	Ongoing
4.	Salient terms of the contracts or arrangements or transactions	Based on Orders procured by Priya from Overseas Customers, Purchase Orders are placed on VXL. Based on projected Customer orders Raw materials and other materials are procured through Priya from Overseas suppliers. Domestic Annual Maintenance Contracts, service of thin clients are carried out through Priya Limited	Taking of premises on rental basis for official purpose situated at Unit No. 252, 5th Floor, Building No. 2, Solitaire Corporate Park, Village Chakala, Andheri Kurla Road, Andheri(E) Mumbai-400 093 on the terms and conditions set out in the Leave and License Agreement.	Based on Orders procured by Priya International Ltd from Overseas Customers, Purchase Orders are placed on VXL. Based on projected Customer orders Raw materials and other materials are procured through Priya International Ltd from Overseas suppliers. Inter Corporate Deposit was accepted.	Mr. Rishabh Shetty, son of Whole - Time Director, Mr. M.V. Shetty is employed with the company as 'Sr. Software Engineer'
5.	Value of transactions	Transaction value for the previous Financial Year 2018-19(Rs.) 18,25,78,087	Transaction value for the previous Financial Year 2018-19 (Rs.)18,00,000	Transaction value for the previous Financial Year 2018-19(Rs.) 45,79,370/-	Transaction value for the previous Financial Year 2018-19(Rs.) 5,61,953/-
		Estimated Transaction Value for the Financial Year 2019 -20 (Rs.) 75,00,00,000/-	Estimated Transaction Value for the Financial Year 2019- 20 (Rs.) 18,00,000	Estimated Transaction Value for the Financial Year 2019 -20 (Rs.) 50,00,000/-	Estimated transaction value for the Financial Year 2019-20 (Rs.) 8,00,000/-
6.	Date(s) of approval by the Board	30th May, 2019			
7.	Amount paid as advances	Nil	Rs 1,50,000	Nil	Nil

For and on behalf of the Board of Directors

Place: Bangalore
Date : 29th July, 2019

Vivek Gupta
Independent Director
DIN: 00025519
Address: 87, Dariya Mahal A, 80
Nepean Sea Road, Malbar Hill,
Mumbai - 400006

M. V. Shetty
Whole Time Director
DIN: 00515711
Address: No 317, 5th Main,
1st Block, Koramangala
Bangalore-560 034

VXL Instruments Limited

ANNEXURE – IV

THE RATIO OF THE REMUNERATION OF EACH DIRECTOR

Requirements	Disclosure
(i) The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the Financial Year;	Whole-Time Director Mr. M. V. Shetty 8.65 : 1
(ii) The percentage increase in aggregate remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year;	Whole-Time Director: Nil % CFO & Company Secretary: Nil%
(iii) The percentage increase in the median remuneration of employees in the Financial Year;	27.14%
(iv) The number of permanent employees on the rolls of Company as on 31/03/2019	As On 31st march, 2019 53 members
(v) The explanation on the relationship between average increase in remuneration and company performance;	Increase in remuneration is based on the industrial standard and experience of each employee.
(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;	Remuneration paid to key Managerial person is based on remuneration policy of the company
(vii) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current Financial Year and previous Financial Year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last Public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current Financial Year and previous Financial Year;	There is no material variation in the share price.
(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	This is as per the company's increment guidelines.

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(ix) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	This is as per the company's increment guidelines.
(x) The key parameters for any variable component of remuneration availed by the Directors;	NA
(xi) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year;	NA
(xii) Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes

For and on behalf of the Board of Directors

Place: Bangalore
Date : 29th July, 2019

Vivek Gupta
Independent Director
DIN: 00025519
Address: 87, Dariya Mahal A, 80
Nepean Sea Road, Malbar Hill,
Mumbai - 400006

M. V. Shetty
Whole Time Director
DIN: 00515711
Address: No 317, 5th Main,
1st Block, Koramangala
Bangalore-560 034

ANNEXURE TO THE BOARD'S REPORT

REPORT ON CORPORATE GOVERNANCE MANDATORY REQUIREMENTS

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company continued to firmly be committed to adopting and adhering to all globally recognized corporate governance concepts and practices. The Company strives to meet the expectations of its stakeholders on matters related to transparency, integrity, accountability and trusteeship, on a continuous basis.

2. BOARD OF DIRECTORS:

The Company currently has 6 (Six) Directors comprising of 1 (One) Executive Director, 1 (One) Non-Executive Director and 4 (Four) Independent Directors.

After due circulation of agenda and notes thereon, the Board of Directors has met at reasonable periods of intervals to transact business on various Board's functions, responsibilities and accountabilities. Compliances of various Laws and Regulations along with the Corporate Philosophy, goal, plans and strategies have been dwelt at length by the Board at its various proceedings.

The Board of Directors confirms that all the Independent Directors of the Company are in compliance with the Companies Act, 2013 and fulfill the conditions specified under the Listing Regulations and are Independent of the Management of the Company

Declaration under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018:

All the Directors have confirmed that they are neither debarred nor disqualified from being appointed or continuing as Director by Securities and Exchange Board of India / The Ministry of Corporate Affairs or any such statutory authority. The Company has obtained a Certificate to this effect from Mr. Vijayakrishna K.T., Practising Company Secretary, Bangalore as mandated under Schedule V, Part C, Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The details of the Directors' attendance at the Meetings of the Board of your Company during the financial year ended 31st March, 2019 are given below:

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Name of Director	DIN	Category of Directorship	No. of Board Meetings attended	Whether attended Last AGM	No. of Directorship in other Companies incorporated in India	No. of Committee membership Member/ chairman in other companies in India
*Mr. ARUNKUMAR BHUWANIA	00387445	Non Executive and Non-Independent Director	2	No	2	Nil
**Mr. VIVEK GUPTA	00025519	Independent & Non Executive	1	Yes	3	Nil
Mr. VITTAL MANGALORE SHETTY	00515711	Whole time Director	8	Yes	1	Nil
Ms. KUMKUM BHUWANIA	07160610	Independent & Non Executive	8	Yes	0	Nil
**Mr. RAKESH SHRIDAS DAMANI	07580652	Independent & Non Executive	2	Yes	1	Nil
**Mr. PRANAV VIKAS MAKHARIA	03587980	Independent & Non Executive	4	Yes	3	Nil
***MR. NANDKUMAR VENKAT RAO MASLEKAR	00904842	Independent & Non Executive	2	NA	4	Nil
***MR. PRAKASH HANGARKATTA RAO	00492187	Independent & Non Executive	1	NA	0	Nil
# MR. MADIREDDY V. NAGARAJ	00515419	Managing Director	4	Yes	6	Nil
## MR. K. PRAKASH	00542262	Non Independent & Non Executive Director	8	Yes	0	Nil

Notes:

*Mr. Arun Kumar Bhuwania resigned from the offices of is Chairman and Director w.e.f. 7th May, 2018 and appointed as Additional Directors of the Company who is categorized as Non-Executive and Non-Independent Director of the Company with effect from 11th July, 2018. Further, he was appointed as Director of the Company at the AGM held on 19th September, 2018 and he resigned from office of Chairman & Non Independent Director w.e.f. 11th July 2019.

**Mr. Rakesh Shridas Damani, Mr. Pranav Vikas Makharia and Mr. Vivek Gupta were appointed as Additional Directors of the Company who are categorized as Non-Executive and Independent Directors of the Company with effect from 11th July, 2018. Further, they were appointed as Directors of the Company at the AGM held on 19th September, 2018. Mr. Pranav Vikas Makaharia resigned as Non Executive Independent Director with effect from 5th April 2019.

***Mr. Nandkumar Venkat Rao Maslekar (holding DIN: 00904842) and Mr. Prakash Hangarkatta Rao (holding DIN: 00492187) resigned from the office of Independent Directors of the Company with effect from 11th July, 2018.

Mr. Madireddy V. Nagaraj (holding DIN: 00515419) resigned from the office of Managing Director of the Company with effect from 24th September, 2018.

Mr. K. Prakash (holding DIN: 00542262) resigned from the office of Director of the Company with effect from 20th December, 2018.

Skills, Expertise and Competence of the Board of Directors

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the board.

VXL Instruments Limited

Skills/Expertise/Competencies	Explanation
Business operations	Knowledge of Business, Strategy formulation and deployment, Brand management Customer relationships, assessment of customer feedback and taking appropriate actions for the betterment of the company.
Governance & Board Service	Ability to provide appropriate governance for a publicly listed company, and to maintain board and management accountability to the shareholders, whilst acting responsibly towards other stakeholders in the business.
Financial Management	Ability to assess and interpret the financial statements and draw accurate conclusions from them.
Manufacturing operations	Knowledge of manufacturing operations with details of benchmarking the operational capability in the organization and industry context. Experience of handling complex supply chain environment.
Risk Management	Assessment, understanding and managing both Internal and external risks involved in the business.

DETAILS OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR:

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings.

The Board of Directors duly met Nine (9) times during the financial year on 30th May 2018, 11th July 2018, 24th July 2018, 31st July 2018, 19th September 2018, 26th September 2018, 31st October 2018, 7th December 2018 and 29th January 2019.

None of the Non-executive Directors has any material pecuniary relationship or transactions with the Company.

3. AUDIT COMMITTEE:

The Audit Committee is responsible for over view of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment and removal of the statutory and internal auditors, fixation of audit fees, the approval for payment for any other services and reviewing with the management the annual financial statements before submission to the Board.

As on 31st March, 2019, the Audit Committee comprised of Mrs. Kumkum Bhawania, Chairperson and Independent Director, Mr. Vivek Gupta, Independent Director, Mr. Rakesh Shridas Damani Independent Director and Mr. Pranav Vikas Makharia Independent Director (till 5th April 2019) as members of the Committee.

The terms of reference of this Committee includes the matters covered under SEBI (LODR) Regulations, 2015.

Meetings and the attendance during the financial year

The Committee met 6 (Six) times during the financial year on 30th May 2018, 24th July 2018, 31st July 2018 , 31st October 2018, 7th December 2018 and 29th January 2019.

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The attendance of each member of the Committee is stated below:

Name of Directors	No. of Meetings attended	Remarks
Mr. Prakash H Rao*	1	Nil
Mr. M V Maslekar	1	Nil
Mr. K Prakash **	5	Nil
Mrs. Kumkum Bhawania	6	Nil
Mr. Vivek Gupta	0	Nil
Mr. Rakesh Shridas Damani	1	Nil
Mr. Pranav Vikas Makharia***	3	Nil

* Resigned w.e.f. 11th July 2018

** Resigned w.e.f. 20th December 2018

***Resigned w.e.f. 5th April 2019

4. NOMINATION AND REMUNERATION COMMITTEE:

The Company has set up a Nomination and Remuneration Committee to determine/review the remuneration, performance and related bonuses of management/compensation of the Directors and of senior management.

The Committee met 3 (Three) times during the financial year on 11th July 2018, 7th December 2018 and 29th January, 2019.

The Nomination and Remuneration Committee has the following objectives:

- Formulation of criteria for persons to become Directors and to senior management positions including KMPs and recommending to the Board for their appointments and removal.
- Continuous review and evaluation of the performance of the Board members.
- Broadly oversee the Administrative and Executive compensation programme.
- Any other functions as may be mandated by the Board or any Statutes or enactment

The details of remuneration paid to the Directors during the financial year 2018-19 are stated below:

a. Executive Directors

(Amount in Rs.)

Name	Salary	Fixed Commission	Perquisites	Sitting Fees	Total
*Mr. Madireddy V. Nagaraj	9,28,000	Nil	3,67,513	Nil	13,04,513
Mr. M. V. Shetty	18,00,000	Nil	7,78,992	Nil	25,78,992
Total	27,28,000	Nil	11,55,505	Nil	38,83,505

b. Non-executive Directors:

(Amount in Rs.)

Name	Sitting fees	Commission
* Mr. Arun Kumar Bhawania	24,000	Nil
**Mr. Vivek Gupta	6,000	Nil
Ms. Kumkum Bhawania	78,000	Nil
**Mr. Rakesh ShridasDamani	30,000	Nil
**Mr. Pranav Vikas Makharia	60,000	Nil
***Mr. NandkumarVenkat Rao Maslekar	24,000	Nil
***Mr. Prakash Hangarkatta Rao	12,000	Nil
# Mr. K. Prakash	84,000	Nil
Total	3,18,000	Nil

VXL Instruments Limited

*Mr. Arun Kumar Bhuwania resigned from the offices of Chairman and Director w.e.f. 7th May, 2018 and appointed as Additional Director of the Company who is categorized as Non-Executive and Non-Independent Director of the Company with effect from 11th July, 2018. Further, he was appointed as Director of the Company at the AGM held on 19th September, 2018 and he resigned from office of Chairman & Non Independent Director w.e.f. 11th July 2019.

**Mr. Rakesh Shridas Damani, Mr. Pranav Vikas Makharia and Mr. Vivek Gupta were appointed as Additional Directors of the Company who are categorized as Non-Executive and Independent Directors of the Company with effect from 11th July, 2018. Further, they were appointed as Independent Directors of the Company at the AGM held on 19th September, 2018. Mr. Pranav Vikas Makharia resigned w.e.f. 5th April 2019.

***Mr. Nandkumar Venkat Rao Maslekar (holding DIN: 00904842) and Mr. Prakash Hangarkatta Rao (holding DIN: 00492187) resigned from the office of Independent Directors of the Company with effect from 11th July, 2018.

Mr. K. Prakash (holding DIN: 00542262) resigned from the office of Director of the Company with effect from 20th December, 2018.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

This Committee looks into redressing of Shareholders' complaints like non-transfer of Shares, non-receipt of Annual Report. As of 31st March, 2019, the Committee comprised of Mr. Rakesh Shridas Damani and Mr. Pranav Vikas Makharia and Mr. Vivek Gupta.

The Committee met once during the financial year on 29th January 2019.

There were no pending share transfers as on the same date.

6. COMPLIANCE OFFICER AND ADDRESS FOR CORRESPONDENCE:

Ms. Shipra Vyas
Company Secretary and Compliance Officer
VXL Instruments Limited
1783, Sector -1 , Phoenix House , 19th Main ,HSR Layout,
Bengaluru ,Karnataka -560 102
Mobile :+91 9148971791
Email:cs@vxl.net Web:www.vxl.net

The Company has fulfilled all the compliance requirements under Regulation 20 of SEBI (LODR) Regulations, 2015 as regards the Stakeholders' Relationship Committee.

7. INDEPENDENT DIRECTORS' MEETING:

During the year under review, the Independent Directors met on 29th January 2019, *inter alia*, to discuss:

- Evaluation of the performance of the Non-Independent Directors and the Board as a whole
- Evaluation of the performance of the Chairman of the Company taking into account the views of the Executive and Non-Executive Directors
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors viz., Mr. Rakesh Shridas Damani, Mrs. Kumkum Bhuwania and Mr. Pranav Vikas Makharia were present at the Meeting.

8. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Listing Agreement, the Board has carried out the annual performance evaluation of its own performance and its Committee's and the Directors individually. A structured questionnaire was prepared covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance etc.

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A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board/Committees, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Corporate Secretarial Department. The Board was satisfied with the evaluation results which reflected the overall engagement and effectiveness of the Board and its Committees.

9. GENERAL BODY MEETINGS:

Details of Annual General Meetings (AGM) of the Company held for the last three years:

Year	Date	Time	Venue
2015-16	30 th August, 2016	01.00 PM	Hall of Quest, Nehru Planetarium, Nehru Centre, Dr. Annie Beasant Road, Worli, Mumbai-400 018
2016-17	13 th September 2017	01.00 PM	Hall of Quest, Nehru Planetarium, Nehru Centre, Dr. Annie Beasant Road, Worli, Mumbai-400 018
2017-18	19 th September 2018	12.30PM	Hall of Quest, Nehru Planetarium, Nehru Centre, Dr. Annie Beasant Road, Worli, Mumbai-400 018

Particulars of Special Resolutions passed in the last three AGMs are given below:

30 th August, 2016	<ol style="list-style-type: none">1. Appointment of Mr. Madireddy V Nagaraj as Managing Director of the Company2. Appointment of Mr. M V Shetty as Whole Time Director of the Company
13 th September, 2017	<ol style="list-style-type: none">1. Approval of Material Related Party Transactions with Priya Limited2. Increase in borrowing powers and powers to hypothecate etc.3. Fees for delivery of any document through a particular mode of delivery to a member
19 th September 2018	There were no items passed as Special Resolution at the Annual General Meeting (AGM) held on 19 th September, 2018

10. SUBSIDIARY COMPANY:

The Company does not have any subsidiaries during the period under report. The Company's erstwhile subsidiary VXL Instruments Ltd. UK was dissolved on 11-3-2018 and the Company has requested permission of Reserve Bank of India for write off of the investment made in it

11. RELATED PARTY TRANSACTIONS:

There were Related Party Transactions during the financial year. It has been disclosed in Annexure III.

The register of Contracts containing the transactions, in which Directors are interested, is placed before the Board as and when necessary.

VXL Instruments Limited

12. COMPLIANCES:

There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on such matters.

13. MEANS OF COMMUNICATION:

The quarterly and half yearly results are published in national and local dailies such as the Financial Express (in English) and Navashakthi (in Marathi) and hence are not individually sent to the Shareholders. The Company's financial results and shareholding pattern are also displayed in the Company's website. The Company does not make any representations to the Institutional investors or to the Analysts.

14. REPORTING OF INTERNAL AUDITOR:

The Internal Auditor reports to the Audit Committee.

15. CEO AND CFO CERTIFICATION:

The CEO and CFO of the Company have certified to the Board of Directors, *interalia*, the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under SEBI Regulations, for the period ended 31st March, 2019.

16. CODE OF CONDUCT:

The Company has adopted Code of Conduct which has been implemented. The Code of Conduct is made applicable to the Directors and Senior Management Team. The Code of Conduct is available on the website of the Company at www.vxl.net. Requisite annual affirmations of compliance with respective codes have been made by the Directors and Senior Management of the Company for the period 1st April, 2018 to 31st March, 2019.

The Certificate by the CEO of the Company concerning compliance with the Code of Conduct for Directors and Senior Management is given below:

Code of Conduct for Directors and Senior Management
CEO Confirmation

I hereby confirm that:

The Company has obtained from the Directors and Senior Management personnel affirmation that they have complied with the above code for, and in respect of, the year ended 31st March, 2019.

Place: Bangalore

M V Shetty

Date: 29th July, 2019

Wholetime Director

DIN: 00515711

17. GENERAL SHAREHOLDERS' INFORMATION:

AGM: Date	27 th September 2019
Time	12.00 Noon
Venue	"City Light Banquets Hall" Ashford Chambers, 4th Floor, C/o City Light Cinema, Lady Jamshedji Road, Mahim, Mumbai – 400016.
Financial calendar	April to March
Date of Book Closure	21st September 2019 to 27 th September, 2019
Dividend payment(s)	Nil
Listing on Stock Exchange	BSE Limited
Scrip code is	517399 in the BSE Limited

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18. STOCK MARKET (BSE) PRICE DATA FOR THE YEAR Amount in Rupees

Month	High	Low
May 2018	9.16	9.16
June 2018	9.16	9.16
July 2018	8.71	7.87
August 2018	8.26	8.00
September 2018	8.40	7.60
October 2018	9.67	8.78
November 2018	11.00	10.15
December 2018	10.45	10.45
January 2019	11.28	9.70
February 2019	11.05	10.68
March 2019	10.50	9.98

19. REGISTRAR AND TRANSFER AGENTS:

Big Share Services Private Limited is the Company's Registrar and Share Transfer Agent.

Their address is furnished below:

Big Share Services Private Limited
 1st Floor | Bharat Tin Works Building | Opp. Vasant Oasis |
 Makwana Road | Marol | Andheri East | Mumbai 400072 | Maharashtra | India.
 Board No: 022 – 62638200, DID : 022 62638268
 Fax No: +91 22 62638299 | 7045454391
 E-mail: info@bigshareonline.com

20. SHARE TRANSFER SYSTEM:

The Company's Share Transfer Committee meets if required and expeditiously handles the procedures related to application for transfer of shares.

The Company's Shares are compulsorily traded in the demat form and the ISIN No. allotted is INE756A01019.

Distribution of shareholding as on 31st March, 2019:

Face Value Rs.10/-

Range in Rs.	No. of Shareholders	% of Total Share Holders	Total Holding in Rs.	% of Total Capital
1 - 5,000	4058	89.9180	5166870	3.8776
5,001 - 10,000	196	4.3430	1607890	1.2067
10,001 - 20,000	109	2.4152	1640400	1.2311
20,001 - 30,000	40	0.8863	1009810	0.7578
30,001 - 40,000	15	0.3324	531530	0.3989
40,001 - 50,000	12	0.2659	562580	0.4222
50,001 - 1,00,000	34	0.7534	2276840	1.7087
1,00,001 & above	49	1.0858	120450080	90.3954
				100.0000

VXL Instruments Limited

Shareholding pattern as on 31st March, 2019:

Category	No. of Shares	% Holding
Directors	29,920	0.22
Promoter but not Director	11,33,130	8.51
Directors ' and Promoters' Relatives	2,79,980	2.10
Total A	14,43,030	10.83
Mutual Funds	3,000	0.02
Financial Institutions	900	0.01
Body Corporate	12,96,371	9.73
NRI	47,46,539	35.62
ForeignPortfolio Investors	42,645	0.32
Shares in Transit	-	-
Clearing Member	202	0.00
Overseas Bodies Corporate	37,10,600	27.85
General Public	20,81,513	15.62
Total B	1,18,81,770	89.17
Total A + B	1,33,24,800	100.00

21. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

A significant quantum of the Company's Shares are held in the demat form and the Company handles request for dematerializing of the shares in two weeks' time.

22. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

Company has no GDR/ADR/Warrants or any convertible instruments.

23. ANNUAL CUSTODY / ISSUER CHARGES:

The Company has paid the Annual Custody / Issuer charges for the financial year 2018-19 to NSDL and CDSL.

24. DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Corporate Governance Report of the Company for the financial year 2018-19 is in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

25. ADOPTION OF THE NON-MANDATORY REQUIREMENTS:

- i. Nomination and Remuneration Committee has duly been constituted.
- ii. The Company consistently trains its Board members, on an on-going basis, in the business model of the Company as well as the risk profile of the business parameters of the Company, their responsibilities as Directors, and the best ways to discharge them.
- iii. The Company has a procedure of bringing to the notice of management, any matter/s regarding concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethics policy.
- iv. Independent Directors of the Company have the option and freedom to meet Company Management regularly. They are provided with all information sought by them to perform their duty effectively and efficiently.
- v. Audit Committee has duly been constituted, and its scope and functions has already detailed elsewhere in this report.

- vi. Matters referred to Audit Committee, as detailed elsewhere in the report include, *interalia*, recommendation to Board, on appointment of Statutory, Internal and Cost Auditor/s.
- vii. Reconciliation of Share Capital Audit Report is conducted every financial quarter and placed before the Audit Committee and the Board for review.

26. CERTIFICATION ON CORPORATE GOVERNANCE:

Compliance certificate from a Practicing Company Secretary regarding compliance of conditions of corporate governance is attached to the Board's Report and is a part of this Annual Report.

27. PLANT LOCATION:

VXL Instruments Limited
74/B, KEONICS Electronics City,
Hosur Road, Bengaluru,
Karnataka- 560100

28. ADDRESS FOR CORRESPONDENCE:

VXL Instruments Limited
1783, Sector -1 , Phoenix House
19th Main ,HSR Layout,
Bengaluru ,Karnataka -560 102
URL : www.vxl.net
CIN : L85110MH1986PLC272426
Email : cfo@vxl.net

29. REGISTERED OFFICE:

VXL Instruments Limited
No. 252, 5th Floor, Building No. 2
Solitaire Corporate Park
Chakala, Andheri (East)
Mumbai-400 093
Phone: +91 22 2824 5210
Fax: +91 22 4287 2197

For and on behalf of the Board of Directors

Place: Bangalore
Date : 29th July, 2019

Vivek Gupta
Independent Director
DIN: 00025519
Address: 87, Dariya Mahal A, 80
Nepean Sea Road, Malbar Hill,
Mumbai - 400006

M. V. Shetty
Whole Time Director
DIN: 00515711
Address: No 317, 5th Main,
1st Block, Koramangala
Bangalore-560 034

VXL Instruments Limited**CERTIFICATE OF NON - DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
VXL Instruments Limited
252, 5th Floor, Building No. 2, Solitaire Corporate Park,
Chakala, Andheri East
Mumbai - 400093

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of VXL Instruments Limited, having CIN L85110MH1986PLC272426 and having registered office at 252, 5th Floor, Building No. 2, Solitaire Corporate Park, Chakala, Andheri East, Mumbai -400093 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN in Company	Date of appointment
1	Mr. Arun Kumar Bhawania	00387445	07.05.2018
2	Mr. M. V. Shetty	00515711	01.10.2010
3	Mrs. Kumkum Bhawania	07160610	04.05.2015
4	Mr. Vivek Gupta	00025519	11.07.2018
5	Mr. Pranav Viaks Makharia	03587980	11.07.2018
6	Mr. Rakesh Shridas Damani	07580652	11.07.2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bangalore
Date: 29th July, 2019

Vijayakrishna K T
Practising Company Secretary
FCS.: 1788
CP.: 980

ANNEXURE - B

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members
VXL Instruments Limited
Mumbai

I have examined all the relevant records of VXL Instruments Limited ('the Company') for the purpose of certifying the compliances of the conditions of Corporate Governance by the Company for the financial year ended 31st March, 2019 as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.
I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore
Date: 29th July, 2019

Vijayakrishna K T
Practising Company Secretary
FCS.: 1788
CP.: 980

VXL Instruments Limited

CEO and CFO CERTIFICATION

The Board of Directors
VXL Instruments Limited
Mumbai

Dear Board Members,

We, Mr. M V Shetty Whole Time Director and Mr. Kishan S Rao, CFO of VXL Instruments Limited, to the best of our Knowledge and belief, certify that:

1. We have reviewed the Financial Statements and Cash Flow Statement for the year ending 31st March, 2019.
2. These Statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for the periods presented in this report and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the company during the year that are fraudulent, illegal or violate the Company's code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's Audit Committee of the Board of Directors.
5. We accept responsibility for establishing and maintaining internal controls reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
6. We have indicated, to the Auditors and Audit Committee:
 - a) Significant changes in internal control over financial reporting during the year
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Kishan S Rao
Chief Financial Officer

Vittal Mangalore Shetty
Whole Time Director

Place: Bengaluru
Date: 24th May, 2019

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF VXL INSTRUMENTS LIMITED**

Report on the Audit of Ind AS Financial Statements:

Opinion

1. We have audited the accompanying Ind AS financial statements of **VXL Instruments Limited** ("the company"), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its **Loss** including Other Comprehensive Income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the Ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. Key Audit Matter No.	Auditor's Response
<p>1. Revenue Recognition</p> <p>Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognised when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery. The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance.</p>	<p>Principal Audit Procedures</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures including:</p> <ul style="list-style-type: none"> * Assessing the appropriateness of the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and testing thereof. * Evaluating the design and implementation of Company's controls in respect of revenue recognition. * Testing the effectiveness of such controls over revenue cut off at year-end. * Testing the supporting documentation for sales transactions recorded during the period closer

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to the year end and subsequent to the year end, including examination of credit notes issued after the year end to determine whether revenue was recognised in the correct period.

* Performing analytical procedures on current year revenue based on monthly trends and where appropriate, conducting further enquiries and testing.

Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

5. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.
6. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
8. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Ind AS Financial Statements

9. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013, with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position and financial performance, of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
11. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

12. Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.
13. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also: Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to

those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- > Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - > Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - > Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosure is inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - > Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
14. Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
15. We also communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings that we identify during our audit.
16. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
17. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

18. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the order.
19. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
20. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss (Including Other Comprehensive Income), Statement of

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Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;

- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements. Refer clause 15 of note No.38 of the Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Bangalore

Date: 30.05.2019

**For YCRJ & Associates
Chartered Accountants
Firm Registration No. 006927S
(Vijayendra R Nayak)
Partner
Membership No. 203184**

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“Annexure A” to the Independent Auditors Report

(referred to in paragraph 18 under the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date to the Ind AS financial statements of the Company for the year ended, 31st March 2019.)

As per the books and records produced before us and as per the information and explanations given to us and based on such audit checks that we considered necessary and appropriate, we confirm that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Company has a planned program of verifying all the fixed assets once a year, according to which all the fixed assets were physically verified by the management in the year 2018-19. We understand that no material discrepancies were noticed on such verification. In our opinion, such physical verification program, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of immovable properties are held in the name of the Company.
According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- (ii) The inventories of the Company have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification;
- (iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of Company’s products and we are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, GST, Income tax, Sales Tax, Wealth tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us, there are no dues of income tax, GST, sales tax, service tax, Excise duty, cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable except as mentioned below:

VXL Instruments Limited

Statute	Nature of Dues	Amount (Rs. In lakhs)	Period to which amount relates	Forum where dispute is pending
EPF Act 1952	Employee Provident Fund Damages, Interest under appeal	3.37	2001-2004	Commissioner of EPFO
CST Act 1956	Central Sales Tax	59.73	2001-02 to 2004-05 and 2011-12	Deputy Commissioner of Commercial Taxes
Finance Act 1994	Service Tax	1278.92	2008-09 to 2013-14	Central Excise & Service Tax Appellate Tribunal
Excise Act 1944	Cenvat Credit	4.32	2010-11 to 2016-17	Central Commissioner Appeals Central Tax

- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to banks and debenture holders. The Company did not have any outstanding dues in respect of a financial institution or to Government, during the year.
- (ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer or debt instruments. Further, term loans were applied for the purpose for which the loans were obtained.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

Place: Bangalore
Date: 30.05.2019

For YCRJ & Associates
Chartered Accountants
Firm Registration No. 006927S
(Vijayendra R Nayak)
Partner
Membership No. 203184

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of VXL Instruments Limited as of 31st March 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.
5. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.
6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

7. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that :
 - (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
 - (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
 - (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

8. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error

VXL Instruments Limited

or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

9. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Bangalore

Date: 30.05.2019

For YCRJ & Associates
Chartered Accountants
Firm Registration No. 006927S
(Vijayendra R Nayak)

Partner
Membership No. 203184

33rd Annual Report 2018 - 2019

BALANCE SHEET AS AT 31st MARCH, 2019

(Amount in Rs.)

Particulars	Notes No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current Assets			
Property, plant and equipment	1	7,36,23,229	16,74,34,645
Intangible assets	2	76,606	1,79,917
Intangible assets under development	3	–	2,54,03,441
Financial assets			
(i) Investments	4	11,000	11,000
(ii) Trade Receivables	5	–	–
(iii) Loans	6	–	–
(iv) Other financial assets	7	81,83,541	46,20,335
Other non-current assets	8	1,02,35,006	1,42,76,741
Total Non-current Assets		9,21,29,382	21,19,26,079
Current Assets			
Inventories	9	6,13,22,519	11,52,23,848
Financial assets			
(i) Trade receivables	10	2,30,10,795	25,13,59,613
(ii) Cash and cash equivalents	11	26,31,935	21,33,212
(iii) Other bank balance	12	39,10,205	66,21,723
(iv) Loans	13	3,644	11,57,018
(v) Other financial assets	14	7,26,662	6,35,246
Current tax assets (Net)	15	27,34,462	5,59,192
Other current assets	16	1,06,59,183	3,28,35,427
Total Current Assets		10,49,99,404	41,05,25,278
Total Assets		19,71,28,786	62,24,51,358
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	13,33,58,750	13,33,58,750
Other Equity	18	(4,27,37,933)	(1,39,27,758)
Total Equity		9,06,20,817	11,94,30,992
LIABILITIES			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	19	6,03,00,000	5,87,58,231
(ii) Other financial liabilities	20	50,000	50,000
Provisions	21	29,94,057	19,20,249
Total Non-current Liabilities		6,33,44,057	6,07,28,480

VXL Instruments Limited

BALANCE SHEET AS AT 31st MARCH, 2019 (cont...)			(Amount in Rs.)	
Particulars	Notes No.	As at March 31, 2019	As at March 31, 2018	
Current liabilities				
Financial liabilities				
(i) Trade payables	22			
(a) Total outstanding dues of Micro Enterprises and Small Enterprises	22(a)	–		–
(b) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	22(b)	1,13,43,822		42,60,63,954
(ii) Other financial liabilities	23	1,47,07,561		1,24,74,947
Provisions	24	1,61,01,843		28,90,333
Contract Liabilities	25	–		700
Other current liabilities	26	10,10,686		8,61,952
Total Current Liabilities		4,31,63,912		44,22,91,886
Total Liabilities		10,65,07,969		50,30,20,366
Total Equity and Liabilities		19,71,28,786		62,24,51,358
Notes on Accounts forming part of Financial Statements in Note-38 & Significant Accounting Policies in Note-39				
As per our report attached of even date.				
For YCRJ & ASSOCIATES		For and on behalf of the Board		
<i>Chartered Accountants</i>				
Firm's Registration No: 0006927S				
Vijayendra R Nayak	Vivek Gupta	Rakesh Shridas Damani		
<i>Partner</i>	<i>Independent Director</i>	<i>Independent Director</i>		
M. No. 203184	DIN : 00025519	DIN : 07580652		
Date : 30th May 2019	Shipra Vyas	Kishan S Rao		
Place : Bangalore	<i>Company Secretary</i>	<i>CFO</i>		

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Statement of profit and loss for the year ended 31st March 2019			
Particulars	Note No.	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Income			
Revenue from operations	27	15,72,85,467	45,89,43,565
Other income	28	14,75,076	28,07,840
Total Income		15,87,60,543	46,17,51,405
Expenses			
Cost of materials consumed	29	15,87,86,742	37,93,45,406
Purchase of stock-in-trade	30	–	4,28,54,344
Changes (Increase) / Decrease in inventories of finished goods, work-in-progress and Stock-in-Trade	31	23,80,372	2,80,108
Employee benefits expenses	32	4,30,70,324	2,18,03,251
Finance Costs	33	68,94,491	69,86,813
Depreciation & Amortisation	34	24,61,311	28,56,322
Other Expenses	35	3,08,43,883	2,76,11,108
Total expenses		24,44,37,122	48,17,37,353
Profit before exceptional items and tax expense		(8,56,76,579)	(1,99,85,948)
Add: Exceptional items	36	7,35,12,559	–
Profit before tax		(1,21,64,020)	(1,99,85,948)
Less: Tax expense			
(1) Current tax		1,23,21,000	–
(2) MAT credit entitlement : Current Year		–	–
Previous Year		33,98,062	–
(3) Deferred tax		–	–
Total Tax expense		1,57,19,062	–
Profit for the period from continuing operations		(2,78,83,082)	(1,99,85,948)
Other Comprehensive Income	37		
Items that will not be re-classified to Profit & Loss Statement			
(a) Re-measurement of Defined Benefit Plans	37(a)	(10,18,682)	48,933
Items that will be re-classified to Profit & Loss Statement			
(a) Fair Value Adjustments	37(b)	91,589	85,597
Total other comprehensive income		(9,27,093)	1,34,530
Total comprehensive income for the period		(2,88,10,175)	(1,98,51,418)

VXL Instruments Limited

Statement of profit and loss for the year ended 31st March 2019			
Particulars	Note No.	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Earnings per share (Face Value Rs.10/- per share) Not annualised :			
(1) Basic (in Rs.)		(2.16)	(1.49)
(2) Diluted (in Rs.)		(2.16)	(1.49)
Notes on Accounts forming part of Financial Statements in Note-38 & Significant Accounting Policies in Note-39			
As per our report attached of even date.			
For YCRJ & ASSOCIATES <i>Chartered Accountants</i> Firm's Registration No: 0006927S		For and on behalf of the Board	
Vijayendra R Nayak <i>Partner</i> M. No. 203184	Vivek Gupta <i>Independent Director</i> DIN : 00025519	Rakesh Shridas Damani <i>Independent Director</i> DIN : 07580652	
Date : 30th May 2019 Place : Bangalore	Shipra Vyas <i>Company Secretary</i>	Kishan S Rao <i>CFO</i>	

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Statement of Cash flows for the year ended March 31, 2019		
Sl. Particulars No.	2018-19 Rupees	2017-18 Rupees
A Net profit / (loss) before tax	(1,21,64,020)	(1,99,85,948)
Adjustment for :		
(Net gain) / loss on sale of fixed assets	(9,94,81,189)	–
(Net gain) / loss on discarding of fixed assets	2,59,68,631	–
Interest received	(8,26,050)	(27,55,248)
Depreciation and Amortisation	24,61,311	28,56,322
Forex gain	(13,57,890)	–
Interest expense	65,97,265	65,35,618
Other Non-Operating Incomes/Expenses	(3,69,026)	–
Operating profit before working capital changes	(7,91,70,970)	(1,33,49,255)
Adjustments for:		
Increase / (Decrease) in other non-current financial liabilities	–	50,000
Increase / (Decrease) in long term provisions	15,72,834	2,96,233
Increase / (Decrease) in Trade payables	(41,33,62,242)	14,70,66,861
Increase / (Decrease) in other current financial liabilities	22,32,614	(19,26,541)
Increase / (Decrease) in short term provisions	8,90,510	11,65,886
Increase / (Decrease) in other current liabilities	1,48,035	(1,95,316)
(Increase) / Decrease in other non-current financial assets	(46,20,299)	(4,47,792)
(Increase) / Decrease in other non-current assets	6,43,673	–
(Increase) / Decrease in Inventories	5,39,01,329	2,47,24,806
(Increase) / Decrease in Trade receivables	22,83,48,818	(12,95,03,907)
(Increase) / Decrease in Other bank balance	27,11,518	(27,32,116)
(Increase) / Decrease in Loans-Current	11,53,374	–
(Increase) / Decrease in other current financial asset	(91,416)	(1,13,01,429)
(Increase) / Decrease in other current assets	2,00,00,974	(83,97,393)
Net cash generated from/(used in) operating activities	(18,56,41,249)	54,50,037
Direct taxes paid	–	–
Net Cash(used in)/generated from Operating Activities	(18,56,41,249)	54,50,037
B Cash flow from investing activities		
Interest received	8,26,050	27,55,248
Purchase of Property, plant and equipment	(20,47,365)	(10,39,513)
Purchase of Other Intangible Assets	–	(8,704)
Intangible assets under development generated	–	(2,54,03,441)
Proceeds from sale of fixed assets	19,24,16,782	–
Net cash (used in)/generated from investing activities	19,11,95,467	(2,36,96,410)

VXL Instruments Limited

Statement of Cash flows for the year ended March 31, 2019 (Cont)		
Sl. Particulars No.	2018-19 Rupees	2017-18 Rupees
C Cash flow from financing activities		
Proceeds/(Repayment) from long term borrowings	15,41,769	173,95,050
Interest paid	(65,97,265)	(65,35,618)
Net cash (used in)/generated from financing activities	(50,55,496)	108,59,432
Net increase / (decrease) in cash and cash equivalents (A+B+C)	4,98,723	(73,86,942)
Cash and cash equivalents as at the beginning of the year	21,33,212	95,20,153
Cash and cash equivalents as at the end of the year	26,31,935	21,33,212
Notes:		
1. Cash flow statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Cash Flow statements		
2. Cash and cash equivalents represent cash and bank balances.		
3. Previous year's figures have been regrouped/reclassified wherever applicable.		
As per our report attached of even date.		
For YCRJ & ASSOCIATES		
<i>Chartered Accountants</i>		For and on behalf of the Board
Firm's Registration No: 0006927S		
Vijayendra R Nayak	Vivek Gupta	Rakesh Shridas Damani
<i>Partner</i>	<i>Independent Director</i>	<i>Independent Director</i>
M. No. 203184	DIN : 00025519	DIN : 07580652
Date : 30th May 2019	Shipra Vyas	Kishan S Rao
Place : Bangalore	<i>Company Secretary</i>	<i>CFO</i>

Statements in changes of Equity

a. Equity share capital

Movement during the period Particulars	As at March 31, 2019		As at March 31, 2018	
	Number of shares	Share capital (Amount)	Number of shares	Share capital (Amount)
Shares having face value of Rs 10/-				
Balance at the start of the period	1,33,24,800	13,33,58,750	1,33,24,800	13,33,58,750
Issued during the period	–	–	–	–
Balance at the end of the period	1,33,24,800	13,33,58,750	1,33,24,800	13,33,58,750

b. Other Equity

Particulars	As at March 31, 2019	As at March 31, 2018
1. Capital Reserve (Refer Note-(a) below)		
Balance at beginning of the period	20,53,645	20,53,645
Additions/(Deletions)	–	–
Balance at end of the period	20,53,645	20,53,645
2. Revaluation Surplus (Refer Note-(b) below)		
Balance at beginning of the period	15,12,20,744	15,12,20,744
Additions/(Deletions)	(8,46,45,484)	–
Balance at end of the period	6,65,75,260	15,12,20,744
3. Securities Premium(Refer Note-(c) below)		
Balance at beginning of the period	13,73,26,077	13,73,26,077
Addition / (deletions)	–	–
Balance at end of the period	13,73,26,077	13,73,26,077
4. Other Reserves - General Reserve (Refer Note-(d) below)		
Balance at beginning of the period	25,99,897	25,99,897
Addition / (deletions)	8,46,45,484	–
Balance at end of the period	8,72,45,381	25,99,897
5. Statement of Profit and Loss		
Balance at beginning of the period	(30,71,28,121)	(28,72,76,703)
Net profit/(Loss) for the year	(2,78,83,082)	(1,99,85,948)
Other Comprehensive Income / (Expense)	(9,27,093)	1,34,530
Balance at end of the period	(33,59,38,296)	(30,71,28,121)
Total	(4,27,37,933)	(1,39,27,758)

VXL Instruments Limited

Statements in changes of Equity

Notes :

- (a) Revaluation reserve is created by revaluation of fixed assets before 1st April 2016. This reserve cannot be utilised for distribution as dividend or for issue of bonus shares.
- (b) Securities Premium: this is the premium VXL has received on issue of equity shares from time to time.
- (C) General Reserve is created out of the profits generated . The same can be utilised in accordance with the provisions of the Act to distribute among the shareholders by way of dividend or by way of issue of bonus shares etc after setting off accumulated loss.

As per our report attached of even date.

For YCRJ & ASSOCIATES

Chartered Accountants

Firm's Registration No: 0006927S

For and on behalf of the Board

Vijayendra R Nayak

Partner

M. No. 203184

Vivek Gupta

Independent Director

DIN : 00025519

Rakesh Shridas Damani

Independent Director

DIN : 07580652

Date : 30th May 2019

Place : Bangalore

Shipra Vyas

Company Secretary

Kishan S Rao

CFO

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019

1 Property, Plant and Equipment

Particulars	Cost or Deemed cost				Accumulated depreciation and impairment					Carrying Amount	
	Balance As at 01 April 2018	Additions	Disposals	Discarded	Balance As at 31 March 2019	Balance As at 01 April 2018	Depreciation expense	Disposals	Discarded	Balance As at 31 March 2019	as at 31 March 2019
LAND *	15,46,21,200	-	(8,71,56,000)	-	6,74,65,200	-	-	-	-	-	6,74,65,200
BUILDING *	1,38,69,322	-	(1,29,62,772)	(9,06,550)	-	95,48,523	1,50,736	87,92,709	(9,06,550)	0	(0)
PLANT & MACHINERY **	32,16,076	4,69,925	(4,67,006)	(12,64,213)	19,54,782	12,71,886	2,22,066	(1,78,041)	(7,43,163)	5,72,748	13,82,033
MOTOR VEHICLES	64,73,334	-	(29,92,347)	-	34,80,987	35,74,600	5,94,308	(16,71,786)	-	24,97,122	9,83,865
OFFICE EQUIPMENT	42,16,281	50,800	-	-	42,67,081	26,27,714	6,03,480	-	-	32,31,193	10,35,887
Computers **	48,71,116	70,150	-	(17,79,422)	31,61,844	38,44,883	4,23,638	-	(17,35,282)	25,33,239	6,28,603
Furniture & Fittings	23,97,21	14,56,490	-	-	38,53,705	13,62,293	3,63,772	-	-	17,26,065	21,27,641
Total	18,96,64,545	20,47,365	(10,35,78,125)	(39,50,185)	8,41,83,600	2,22,29,898	23,58,000	(1,06,42,536)	(33,84,995)	1,05,60,368	7,36,23,229

* During the year, the company has sold the immovable property situated at Plot No.17, Electronic City, Bangalore for a gross sale consideration of Rs.20.92 Crores.

** During the year based on Physical verification of assets and had disposed Rs 5,65,190/-.

PREVIOUS YEAR

Particulars	Cost or Deemed cost				Accumulated depreciation and impairment					Carrying Amount	
	Balance As at 01 April 2017	Additions	Disposals	Discarded	Balance As at 31 March 2018	Balance As at 01 April 2017	Depreciation expense	Disposals	Discarded	Balance As at 31 March 2018	as at 31 March 2018
LAND	15,46,21,200	-	-	-	15,46,21,200	-	-	-	-	-	15,46,21,200
BUILDING	1,38,69,322	-	-	-	1,38,69,322	92,30,497	3,18,026	-	-	95,48,523	43,20,799
PLANT & MACHINERY	29,96,076	2,20,000	-	-	32,16,076	10,28,049	2,43,837	-	-	12,71,886	19,44,190
MOTOR VEHICLES	64,73,334	-	-	-	64,73,334	28,59,382	7,15,218	-	-	35,74,600	28,98,734
OFFICE EQUIPMENT	38,05,64.	4,10,817	-	-	42,16,281	19,29,163	6,98,551	-	-	26,27,714	15,88,568
Computers	45,79,451	2,91,664	-	-	48,71,116	32,61,798	5,83,085	-	-	38,44,883	10,26,233
Furniture & Fittings	22,80,183	1,17,032	-	-	23,97,215	11,67,999	1,94,294	-	-	13,62,293	10,34,923
Total	18,86,25,032	10,39,513	-	-	18,96,64,545	1,94,76,888	27,53,011	-	-	2,22,29,898	16,74,34,645

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019

2 Intangible Assets

Particulars	Cost or Deemed cost				Accumulated depreciation and impairment					Carrying Amount	
	Balance As at 01 April 2018	Additions	Disposals	Discarded	Balance As at 31 March 2019	Balance As at 01 April 2018	Depreciation expense	Disposals	Discarded	Balance As at 31 March 2019	as at 31 March 2019
SOFTWARE LICENSE	5,18,106	-	-	-	5,18,106	3,38,189	1,03,311	-	-	4,41,500	76,606
Total	5,18,106	-	-	-	5,18,106	3,38,189	1,03,311	-	-	4,41,500	76,606

PREVIOUS YEAR

Particulars	Cost or Deemed cost				Accumulated depreciation and impairment					Carrying Amount	
	Balance As at 01 April 2017	Additions	Disposals	Discarded	Balance As at 31 March 2018	Balance As at 01 April 2017	Depreciation expense	Disposals	Discarded	Balance As at 31 March 2018	as at 31 March 2018
SOFTWARE LICENSE	5,09,402	8,704	-	-	5,18,106	2,34,878	1,03,311	-	-	3,38,189	1,79,917
Total	5,09,402	8,704	-	-	5,18,106	2,34,878	1,03,311	-	-	3,38,189	1,79,917

Notes to financial statements for the Year ended March 2019

3 Intangible Asset Under Development

(Amount in Rs.)

Particulars	Closing balance as at 31.03.2018	Discarded	Closing balance as at 31.03.2019
Research & Development Expenditure in respect of development of Thin client Embedded Operating systems at HSR Building			
Travelling Exp :	70,438	(70,438)	—
Director's Remuneration	26,86,712	(26,86,712)	—
Group Gratuity contribution to Fund with LIC	6,67,571	(6,67,571)	—
Telephone/Internet Exp.	2,68,403	(2,68,403)	—
Maintenance Exp.	9,206	(9,206)	—
Miscellaneous Exp.	20,459	(20,459)	—
Contribution to Provident Fund , EDLI & ESI (including administration charges)	9,31,453	(9,31,453)	—
Power , Water and Fuel	4,97,295	(4,97,295)	—
Repairs & Maintenance - Others	34,228	(34,228)	—
Rent	29,04,000	(29,04,000)	—
Salaries & Wages (Other than Directors)	1,62,29,139	(1,62,29,139)	—
Software maintenace Charges	11,678	(11,678)	—
Staff welfare Expenses	4,45,516	(4,45,516)	—
Repairs & Maintenance - Vehicles	1,93,627	(1,93,627)	—
Leave Encashment	4,33,716	(4,33,716)	—
Grand Total	2,54,03,441	(2,54,03,441)	—

Note :Product development expenses of Rs.254 Lakhs amortised in the previous year has been discarded during the financial year ended on 31-3-2019

4 Investments

Particulars	As at March 31, 2019	As at March 31, 2018
Investment in equity instruments		
(a) VXL Instruments Limited, UK		
108,000 equity shares of par value 1 GBP each, fully paid up (a subsidiary of the Company with 60% holding)	51,69,261	51,69,261
Less: Provision for diminution in value of Investments	51,69,261	51,69,261
Carrying Amount	—	—
(b) ELCIA ESDN CLUSTER		
1100 equity shares of ELCIA ESDN Cluster of par value of Rs. 10, fully paid up	11,000	11,000
Carrying Amount	11,000	11,000
Total Carrying Amount of Investments	11,000	11,000

Basis of valuation

1. Investments are stated at cost.

VXL Instruments Limited

Notes to financial statements for the Year ended March 2019

5 Trade Receivables

Particulars	As at March 31, 2019	As at March 31, 2018
Credit Impaired-		
(a) Receivable from related parties : VXL Instruments Ltd-UK	4,61,72,358	4,61,72,358
(b) Others	9,73,940	9,73,940
Total	4,71,46,298	4,71,46,298
Less : Allowance for Bad and doubtful debts	4,71,46,298	4,71,46,298
Total	-	-

6 Loans

Particulars	As at March 31, 2019	As at March 31, 2018
Advances-Unsecured & Doubtful		
Employees & Other Advances	10,40,570	11,04,560
Less : Allowance for bad & doubtful loans	10,40,570	11,04,560
Total of loans	-	-

7 Other financial assets

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Security Deposits -Unsecured Considered Good		
Rental deposits	45,05,348	15,88,411
Others	1,97,870	25,71,193
Total of (a)	47,03,218	41,59,604
(b) Others-Secured Considered Good		
Bank Deposits with maturity more than 12 months	34,80,323	4,60,731
Total of (b)	34,80,323	4,60,731
Total	81,83,541	46,20,335

8 Other non-current assets

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Mat Credit Entitlement	-	33,98,062
(b) Deposits with statutory authorities :		
EPF	10,69,469	10,69,469
CBEC	20,16,440	21,03,445
High Court of Karnataka	5,12,972	5,12,972
Others	1,29,404	1,29,404
(c) Balances receivable from Government authorities :		
Excise Duty Receivable	14,03,838	14,03,838
VAT Refundable	9,48,260	9,48,260
Other Statutory Claims Receivable	41,54,623	47,11,291
Total	102,35,006	142,76,741

Notes to financial statements for the Year ended March 2019

9 Inventories

Particulars	As at March 31, 2019	As at March 31, 2018
Raw Materials	6,05,11,457	10,63,07,369
Raw Materials in Transit	–	57,25,045
Work in Progress	–	–
Finished Goods	8,11,062	31,91,434
Total	6,13,22,519	11,52,23,848

10 Trade receivables

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, Considered Good		
Receivable from related parties :		
Priya Limited	2,09,47,359	16,92,09,677
PRIYA INTERNATIONAL LIMITED	1,88,356	–
Sattva Etech India Private Limited	6,12,625	6,12,625
Receivable from others	12,62,455	8,15,37,311
Total	2,30,10,795	25,13,59,613

11 Cash and Cash Equivalents

Particulars	As at March 31, 2019	As at March 31, 2018
Balances with Banks		
-On Current Accounts	16,48,996	5,61,688
-On Deposit Accounts (Having Maturity less than 3 Months)	8,76,353	12,41,754
-On Exchange Earners Foreign Currency Account	74,317	68,933
Cheques, Drafts on hand	–	1,39,892
Cash on Hand	32,269	1,20,945
Total	26,31,935	21,33,212

12 Other Bank Balances

Particulars	As at March 31, 2019	As at March 31, 2018
Special Term Deposits (having maturity more than 3 months but less than 12 months)	39,10,205	66,21,723
Total	39,10,205	66,21,723

13 Loans

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured Considered Good		
Employee Advances		
To related parties	–	9,63,204
To Others	3,644	1,93,814
Total	3,644	11,57,018

VXL Instruments Limited

Notes to financial statements for the Year ended March 2019

14 Other Financial Assets

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Secured-Considered Good		
Interest accrued but not due on deposits	2,33,862	6,35,246
(b) Security Deposits -Unsecured Considered Good		
Rental Deposit	4,92,800	-
Total	7,26,662	6,35,246

15 Current Tax Asset (Net)

Particulars	As at March 31, 2019	As at March 31, 2018
TDS on Immovable Property	20,92,522	-
TDS on others	6,41,940	5,59,192
Total	27,34,462	5,59,192

16 Other Current Assets

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Advances to Suppliers - Other than Capital Advances	8,51,866	83,67,614
(b) Bank balance against Bank guarantee issued	1,58,040	-
(c) Prepaid Expenses	7,54,206	18,37,887
(d) Balances with Government authorities :		
GST Input credit	88,95,071	2,26,29,926
Total	1,06,59,183	3,28,35,427

17 Equity Share Capital

Particulars	As at March 31, 2019	As at March 31, 2018
Note: 1 SHARE CAPITAL		
AUTHORISED:		
1,50,00,000 Equity Shares of Rs.10/- each	15,00,00,000	15,00,00,000
Total	15,00,00,000	15,00,00,000
ISSUED :		
1,33,50,000 Equity Shares of Rs.10/- each	13,35,00,000	13,35,00,000
Subscribed and fully paid-up		
1,33,24,800 Equity Shares of Rs.10/- each	13,32,48,000	13,32,48,000
Share Forfeited Account	1,10,750	1,10,750
Total	13,33,58,750	13,33,58,750

Notes to financial statements for the Year ended March 2019**Foot Notes:****i. Reconciliation of the number of shares outstanding at the beginning and as on 31st March' 2019****Equity Share**

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Amount in Rs.	Number	Amount in Rs.
Number of equity shares at the beginning of the Year	1,33,24,800	13,32,48,000	1,33,24,800	13,32,48,000
Add: Equity shares issued during the year	-	-	-	-
Less : Shares bought back during the year	-	-	-	-
Number of equity shares at the end of the Year	1,33,24,800	13,32,48,000	1,33,24,800	13,32,48,000

ii Terms and rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of an equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of share holders in the Annual General Meeting.

During the year ended 31st March' 2019, the Company has not declared any dividend.

In the event of liquidation of the company the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the proportion to number of equity shares held by the shareholders.

iii. Details of shareholders holding more than 5% shares in the company

Name of the Shareholder	As at March 31, 2019		As at March 31, 2018	
	No. of shares held	% of Holding	No. of shares held	% of Holding
(a) Tefuli Ltd	-	-	19,50,000	14.63%
(b) AVISHEK SUHASARIA	19,50,000	14.63%	-	-
(c) NITESH JUTHANI	19,25,000	14.45%	-	-
(d) Tintur Investments Ltd	-	-	19,25,000	14.45%
(e) Breezetop Investments Ltd	-	-	19,25,000	-
(f) AUROTECH TECHNOLOGIES DMCC	19,25,000	14.45%	-	-
(g) Daymount Ltd	17,85,600	13.40%	17,85,600	13.40%
(h) Priya Ltd	9,00,000	6.75%	9,00,000	6.75%
Total	84,85,600	63.68%	84,85,600	63.68%

VXL Instruments Limited

Notes to financial statements for the Year ended March 2019

18 Other Equity

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Capital Reserve	20,53,645	20,53,645
(b) Revaluation Surplus	6,65,75,260	15,12,20,744
(c) Securities Premium	13,73,26,077	13,73,26,077
(d) Other Reserves -General Reserve	8,72,45,381	25,99,897
(e) Surplus / (Deficit) in Statement of Profit & Loss Account	(33,59,38,296)	(30,71,28,121)
Total	(4,27,37,933)	(1,39,27,758)

19 Borrowings

Particulars	As at March 31, 2019	As at March 31, 2018
Secured		
(a) Term Loan From Bank (Refer Note-1 below)	2,50,541	13,63,183
Less: Instalments of term loan payable within a year	2,50,541	6,04,952
Borrowings from bank	-	7,58,231
(b) From related party (Refer Note-2 below)		
Inter Corporate Deposit with Priya International Limited	6,03,00,000	5,80,00,000
Borrowings from related party	6,03,00,000	5,80,00,000
Total	6,03,00,000	5,87,58,231

Notes

- The Term loan is secured by hypothecation of vehicle & 36 equated monthly instalments of Rs. 26,123/- each.
- Loans and advances from related parties are due for repayment during September 2024.

20 Other financial liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
Rent Deposit Received from Related Party - Priya Limited	50,000	50,000
Total	50,000	50,000

21 Provisions

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
(a) Gratuity	10,35,355	-
(b) Leave Benefits	19,58,702	19,20,249
Total	29,94,057	19,20,249

Notes to financial statements for the Year ended March 2019

22 Trade Payables

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Total outstanding dues of Micro Enterprises and Small Enterprises	-	-
(b) Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises- Payable to related Parties- Priya Limited Payable to other than Related Parties	- 1,13,43,822	42,21,01,204 39,62,750
Total of (b)	1,13,43,822	42,60,63,954

23 Other Financial liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Current maturities of long-term debt -Secured	2,50,541	6,04,952
(b) Interest payable on Deposit with Priya International Limited	25,38,306	31,20,054
(c) Advances from related parties	12,00,000	-
(d) Outstanding Liabilities for Expenses Salary Payable Other Outstanding Liabilities Incentive/Bonus payable	21,08,979 75,18,197 10,11,735	2,11,802 42,18,211 10,48,875
(e) Book Overdraft/cheques issued but not deposited	79,803	32,71,053
Total	1,47,07,561	1,24,74,947

24 Provisions

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Provision for Income Tax & Interest thereon	1,30,38,000	-
(b) Provision for Expenses	15,16,700	-
(c) Provision for employee benefits : Leave Benefits	15,47,143	28,90,333
Total	1,61,01,843	28,90,333

25 Contract Liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
Contract Liabilities -Advances from Customers	-	700
Total	-	700

VXL Instruments Limited

Notes to financial statements for the Year ended March 2019

26 Other current liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Statutory Liabilities Payables :		
Professional Tax Payable	9,000	10,000
TDS Payable	5,89,333	4,35,218
GST payable	23,724	8,322
EPF Payable	2,22,969	2,48,523
ESI payable	23,883	30,485
Others	1,29,404	1,29,404
(b)Others	12,373	-
Total	10,10,686	8,61,952

27 Revenue From Operations

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Sale of Products - Data Processing Units		
Inland sales	6,35,76,415	20,83,31,144
Export sales	9,28,94,858	20,18,18,855
Excise Duty	-	29,25,627
Trading Sales	-	4,49,26,355
Other Operating Revenue		
AMC / Repair Services	8,14,194	9,35,469
Sale of Scrap	-	6,114
Total	15,72,85,467	45,89,43,565

28 Other Income

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Interest Income on Bank Deposits	6,23,634	10,00,573
Interest on Income Tax Refund	-	16,26,248
Interest Income on Others	2,02,416	1,28,427
Other non-operating Income	1,50,000	52,592
Reversal of Excess Provision	4,99,026	-
Total	14,75,076	28,07,840

29 Cost of materials consumed

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Raw materials	15,84,07,848	37,92,43,806
Packing Materials	3,78,894	1,01,600
Total	15,87,86,742	37,93,45,406

30 Purchase of stock-in-trade

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Purchase of stock-in-trade	-	4,28,54,344
Total	-	4,28,54,344

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Notes to financial statements for the Year ended March 2019

31 Changes (Increase) / Decrease in inventories of finished goods, work-in-progress and Stock-in-Trade

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Inventories at the beginning of the year		
(a) Work in Progress	-	-
(b) Finished Goods	31,91,434	34,71,542
(c) Stock-in-Trade	-	-
Total	31,91,434	34,71,542
Inventories at the end of the year		
(a) Work in Progress	-	-
(b) Finished Goods	8,11,062	31,91,434
(c) Stock-in-Trade	-	-
Total	8,11,062	31,91,434
Changes (Increase) / Decrease in inventories of finished goods, work-in-progress and Stock-in-Trade	23,80,372	2,80,108

32 Employee Benefits Expenses

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Salaries & Wages (Other than Directors)	3,31,32,754	1,52,80,658
Director's Remuneration	39,64,942	27,12,805
Voluntary Retirement Scheme Benefits	26,79,765	-
Leave Encashment	1,23,315	11,76,476
Contribution to provident & Other Funds		
Provident Fund, EDLI & ESI (including administration charges)	17,21,444	8,68,037
Gratuity	5,15,699	8,78,796
Others	560	800
Staff welfare Expenses	9,31,845	8,85,679
Total	4,30,70,324	2,18,03,251

33 Finance Cost

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Interest Cost		
Interest on Bills Discounted	2,50,064	19,26,822
Interest on Term Loan from Banks	1,16,692	1,66,600
Interest - on Inter Corporate Deposit	55,11,414	43,97,548
Interest - Others	2,094	44,648
Interest on Income Tax	7,17,000	-
Other Borrowing Costs	2,97,227	4,51,195
Total	68,94,491	69,86,813

VXL Instruments Limited

Notes to financial statements for the Year ended March 2019

34 Depreciation and Amortisation

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Amortisation	1,03,311	1,03,311
Depreciation	23,58,000	27,53,011
Total	24,61,311	28,56,322

35 Other Expenses

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Consumption of Stores & Spare parts	7,36,847	5,55,820
Provision towards materials Purchase	10,15,895	-
Power , Water and Fuel	13,79,883	11,81,204
Rent	77,01,546	18,00,000
Repairs & Maintenance - Buildings	4,30,993	2,08,029
Repairs & Maintenance - Plant & Machinery	76,959	1,44,035
Repairs & Maintenance - Vehicles	9,20,262	8,88,884
Repairs & Maintenance - Others	3,27,507	2,96,746
Insurance	7,89,154	7,06,280
Rates & Taxes	7,87,407	15,10,549
Remuneration to Auditors :		
Towards Audit Fees	2,90,000	3,00,001
Towards Exp.	9,862	7,058
Consultancy /Professional Charges	85,66,589	39,97,516
Testing and Certification charges	5,35,857	8,55,810
Excise Duty	-	29,25,627
Software maintenace Charges	4,19,736	2,94,714
Freight & Forwarding Charges :		
Clearing Charges	29,651	3,95,597
Freight Outwards-Domestic	2,19,709	15,25,940
Freight Outwards-Overseas	16,20,234	10,72,624
Transportation Charges	1,49,659	3,38,414
Travelling expenses	8,37,761	6,74,310
Telephone/Internet Exp.	8,38,072	7,66,986
Postage / courier charges	2,58,483	2,43,369
Directors' Sitting Fees	3,19,000	2,15,240
Advertisement / Sales Promotion / Brokerage / Post sales support	11,37,197	6,20,757
Exchange Fluctuation	(13,57,890)	11,13,930
Service charges - Thin client	81,346	22,35,958
Stock Exchange Listing fees	2,50,000	2,95,000
Maintenance Exp.	2,61,370	2,31,837
Printing & Stationery	2,00,971	2,23,610
Security services	11,43,024	11,05,243
Rental Deposit written off	1,30,000	-
Premature Rental Agreement Cancellation Charges	4,20,000	-
Miscellaneous Exp.	3,16,800	8,80,019
Total	3,08,43,883	2,76,11,108

Notes to financial statements for the Year ended March 2019

36 Exceptional items

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
Profit/(Loss) on disposal of Assets	9,94,81,189	-
Profit/(Loss) on Assets Discarded	(2,59,68,631)	-
Total	7,35,12,559	-

37 Other Comprehensive Income

Particulars	For the year ended Mar 31, 2019	For the year ended Mar 31, 2018
<u>Items that will not be re-classified to Profit & Loss Statement</u>		
(a) <u>Re-measurement of Defined Benefit Obligations/Assets :</u>		
Gratuity	(10,18,682)	48,933
Total	(10,18,682)	48,933
<u>Items that will be re-classified to Profit & Loss Statement</u>		
(a) <u>Fair Value Adjustment through Other Comprehensive Income :</u>		
Fair Value Adjustment of Interest-free Rental Deposit	91,589	85,597
Total	91,589	85,597

VXL Instruments Limited

Notes on accounts forming part of financial statements (Note-38)

1 Company Overview :

VXL Instruments Limited is a Public Limited Company listed in BSE Ltd. The Company is engaged in the business of manufacture and trading of data processing units.

2 Disclosures pursuant to Ind AS 1 - "Presentation of Financial Statements"

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maximise shareholder value.

3 Disclosures pursuant to Ind AS 115 "Revenue from Contracts with Customers"

These Financial Statements of the Company for the period ended 31st March 2019 have been prepared in accordance with Ind AS 115 (Revenue from Contracts with Customers) which has been notified by the Ministry of Corporate Affairs (MCA) vide notification dated 28th March 2018. For the purposes of transition to Ind AS 115, the Company has followed the cumulative effect method, with April 1, 2018 as the transition date.

The transition to Ind AS 115 has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Notes in relation to Ind AS 115 have been applied in preparing the Financial Statements for the period ended 31st March 2019 and the comparative information has not been restated since adjustments have been made in accordance with the cumulative effect method effecting the opening reserves as on April 1, 2018.

The Company recognises revenue at a point-in-time based on the acceptance of the product sold to the Customer. The company had also been following the same methodology for revenue recognition in the erstwhile Ind AS-18 regime. Hence, there is no effect on the other equity presented in the Balance Sheet. There is no Contract Asset as on date, hence all amounts has been classified as Receivables.

4 Disclosure pursuant to Ind AS 12 "Income taxes"

The company has not considered the deferred tax effects on the in accordance with the requirements of this standard as there is no taxable income.

Provision for Income Tax has been created in accordance with the provisions of Income Tax Act, 1961 .

5 Disclosure pursuant to Ind AS 19 "Employee benefits":

(a) Leave Salary :

The Company has made provision for leave salary on actuarial valuation basis using the Project Unit Credit Method as per Ind AS 19. These being retirement benefits, an obligation to pay these amounts might arise at the time of resignation / superannuation of the employees. There is no reimbursement receivable against these obligations.

Particulars	As at March 31, 2019	As at March 31, 2018
Number of employees	53	67
Average age (years)	42	42
Average remaining working life (years)	17	16
Present Value of the Obligation at the Beginning	48,10,582	33,97,396
Expenses Recognized in Income Statement	1,23,315	11,76,476
Expenses capitalized/ Impairment to Intangible		
Assets Under Development	-	4,33,716
Benefits Paid	(14,28,052)	(1,97,006)
Present Value of the Obligation at the End	35,05,845	48,10,582
Current liability	15,47,143	28,90,333
Non-Current liability	19,58,702	19,20,249

Notes on accounts forming part of financial statements (Note - 38)**Financial Assumptions**

Discount rate (per annum)	7.70%	7.45%
Salary growth rate (per annum)	7.00%	7.00%
Demographic Assumptions		
Mortality Rate (as % of IALM 2006-08)	100.00%	100.00%
Normal retirement age	58 years	58 years
Attrition / Withdrawal rates, based on age: (per annum)		
Upto 30 years	5.00%	5.00%
31 to 40 years	3.00%	3.00%
Above 40 years	2.00%	2.00%
Rate of Leave Availment (per annum)	5.00%	5.00%
Rate of Leave Encashment during employment (per annum)	0.00%	0.00%

(b) Defined contribution plans

The Company makes Provident Fund contributions to defined contribution retirement benefit plans for qualifying employees. Under the scheme, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits.

The Company recognised Rs.14,16,791/- (PY : Rs.5,82,641/-) for provident fund contributions in the profit and loss account. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(c) Defined benefit plans-Gratuity

The Company makes annual contributions to the Employees' Group Gratuity-cum-Life Assurance Scheme Master Policy of the Life Insurance Corporation of India, a defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service. The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method as per Ind AS 19, with actuarial valuations being carried out at each balance sheet date.

The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.

The following table sets out the funded status of the gratuity plan and the amounts recognized in the Company's financial statements as at 31.03.2019 :

Particulars	As at March 31, 2019	As at March 31, 2018
Change in benefit obligation		
Projected Obligation at the beginning of the year	91,79,520	78,14,224
Interest Cost	7,01,734	5,81,746
Current Service Cost	4,44,374	3,64,330
Past Service Cost	-	11,86,099
Benefits Paid	(39,14,411)	(2,08,095)
Actuarial (Gain) / Loss	10,99,132	(5,58,784)
Projected Obligation at the end of the year	75,10,349	91,79,520

VXL Instruments Limited

Notes on accounts forming part of financial statements (Note-38)

Change in Plan Assets		
Fair Value of the Plan Assets at the beginning of the year	82,46,499	78,68,786
Expected Return on Plan Assets	6,30,409	5,85,808
Employer's Contributions	14,32,047	-
Benefits Paid	(39,14,411)	(2,08,095)
Return on plan assets	80,450	-
Adjustment related to prior year	-	-
Fair Value of the Plan Assets at the end of the year	64,74,994	82,46,499
Excess of (Obligations over Plan Assets) / Plan Assets Over Obligation		
	(10,35,355)	(9,33,021)
Non-Current Liability as per Actuarial Valuation	(10,35,355)	(9,33,021)
Excess Asset maintained with LIC not considered in Actuarial Valuation	-	9,33,021
Current liability	-	-
Net Non-Current Liability	(10,35,355)	-
Expenses Recognized during the period :		
In Income Statement	5,15,699	8,78,796
Expenses capitalized/Impairment to Intangible Assets Under Development	-	6,67,571
In Other Comprehensive Income	10,18,682	(5,58,784)
Components of OCI		
Actuarial (gains) / losses :		
change in financial assumptions	(23,929)	(1,04,630)
experience variance	11,23,061	(4,54,154)
Return on plan assets	(80,450)	-
Total of OCI	10,18,682	(5,58,784)
Category of assets		
100% Insurer Managed Funds	64,74,994	82,46,499
Key Assumptions		
Discount Rate	7.70%	7.65%
Salary Escalation Rate	7.00%	7.00%

6 Disclosure pursuant to Ind AS 32,107 & 109 : Accounting, Presentaion & disclosure of Financial Instruments

(i) Financial Assets :

(a) Investments :

VXL Instruments Limited, U.K., a subsidiary in which the Company has 60% share holding amounting to Rs. 51,69,261/- has accumulated losses in excess of its total paid up capital. Net receivable from VXL Instruments Limited, U.K., as at 31st March 2019 is Nil (Previous Year : 4,61,72,358 /-) . The company has made provision for doubtful debts and diminution in investments against these receivables and investments. A winding up order was made against the Subsidiary on 7th November 2016. Pursuant to the winding up proceedings the subsidiary was dissolved on March 11, 2018.

Notes on accounts forming part of financial statements (Note-38)**(b) Trade Receivables :****Ageing Analysis of the Trade Receivables :**

Particulars	0-30 days past due	31-90 days past due	91-180 days past due	> 181 days past due	Total
Net Carrying Amount as on 31-03-2019	33,83,322	2,71,61,935	43,48,507	2,01,32,678	5,50,26,442
Net Carrying Amount as on 31-03-2018	4,89,83,331	8,86,56,051	11,37,20,231	-	25,13,59,613

(c) Others :

As per Ind AS 109, the financial instruments are to be presented at Fair Value .Accordingly, the item has been presented as follows :

Particulars	As at March 31, 2019	As at March 31, 2018
Original Amount of deposit	49,00,000	14,00,000
Discount Rate adopted (Max. Available FD rate in the Market)	7%	7%
Carrying Amount of the Asset	43,55,348	13,08,411
Fair Value Adjustment of the deposit through Profit and Loss Statement	98,305	-
Fair Value Adjustment of the deposit through Other Comprehensive Income made	91,589	85,597

(c) Financial Liabilities :

It is pertinent to note that there is no material Financial Liability item that needs to be re-stated at Fair Value in accordance with these Standards

7 Disclosure pursuant to Ind AS 33 "Earnings per share"

Particulars	As at March 31, 2019	As at March 31, 2018
Basic earnings per equity share:		
Profit for the year attributable to owners of the Company for calculating basic earnings per share (₹)	(2,88,10,175)	(1,98,51,418)
Weighted average number of equity shares outstanding for calculating basic earnings per share	1,33,24,800	1,33,24,800
Basic EPS	(2.16)	(1.49)
Diluted EPS	(2.16)	(1.49)

8 Disclosure pursuant to Ind AS 8 - Disclosure of prior period errors

There are no material prior period items requiring re-statement or re-classification of the items and figures of the comparative financial statements, during the year.

9 Voluntary Retirement Benefits :

During the year , the company has paid Rs.26,79,765 /- (PY: NIL) towards voluntary retirement option offered by the company.

VXL Instruments Limited

Notes on accounts forming part of financial statements (Note-38)

10 Disclosure pursuant to the Micro, Small and Medium Enterprises Development (MSMED) Act 2006.

There have been no claimed transactions during the year with Micro, Small and Medium Enterprises covered under the Micro, Small and Medium Enterprises Development (MSMED) Act 2006.

Particulars	As at March 31, 2019	As at March 31, 2018
1. The Principal and the Interest due thereon as at 31st Mar,2019		
a.) Principal	-	-
b.) Interest	-	-
2. The amounts paid by the Company beyond the appointed day for the period ending 31st Mar,2019		
a.) Principal	-	-
b.) Interest	-	-
3. The Interest due and payable for the period of delay (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act.	-	-
4. The interest accrued and remaining unpaid as at the year ending 31st Mar, 2019	-	-
5. The amount of further Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the Small Enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

The information has been given in respect of such suppliers on the basis of information available with the Company based on information received from such suppliers.

11 Disclosure pursuant to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates :

(a) Value of Imports calculated on CIF basis:

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Raw Materials	9,29,79,884	24,06,15,687
(ii) Components and Spare parts	-	-
(iii) Capital Goods	-	-
Total	9,29,79,884	24,06,15,687

(b) Expenditure in Foreign currency on account of :

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Foreign Travel	-	-
(ii) Professional, Consultancy and Foreign Technician Fees	1,78,296	-
(iii) Others	-	-
Total	1,78,296	-

Notes on accounts forming part of financial statements (Note-38)**12 Disclosure of segment information pursuant to Ind AS 108 "Operating Segments"**

(a) Primary/Secondary Segment reporting :

The risk return profile of the Company's business is determined based on the geographical area in which it operates. Therefore, Geographical Segments have been identified as Primary Segments

(b) Secondary Segments have been identified on the basis of the nature of products manufactured by the Company.

(c) Segment assets and liabilities :

Fixed assets used in the Company's business and liabilities contracted have not been identified to any of the reportable segments as the fixed assets and services are used interchangeably between segments

Description	As at March 31, 2019	As at March 31, 2018
Primary Segments		
(Geographical Segments)		
<u>Segment Revenue</u>		
(a) Domestic Segment	6,43,90,609	25,71,18,595
(b) Export Segment	9,28,94,858	20,18,18,855
Net sales/income from operations	15,72,85,467	45,89,37,451
<u>Segment Results</u>		
Domestic	(14,21,352)	2,01,48,125
Overseas	(9,85,218)	1,17,83,018
Segment Results before tax & Finance costs & Exceptional items	(24,06,570)	3,19,31,143
Less :		
Finance Costs	68,94,491	69,86,813
Other unallocable expenditure / (Income)	7,63,75,517	4,47,95,748
Exceptional Items	7,35,12,559	-
Profit / (Loss) Before Tax	(1,21,64,020)	(1,98,51,418)
Less : Provision for Taxes	1,57,19,062	-
Profit / (Loss) After Tax	(2,78,83,082)	(1,98,51,418)
Secondary Segments (Business Segments)		
<u>Revenue (Sales and Services)</u>		
Data Processing Units	15,64,71,273	41,30,75,626
Service Charges	8,14,194	9,35,469
Trading	-	4,49,26,355
Total	15,72,85,467	45,89,37,451

VXL Instruments Limited

Notes on accounts forming part of financial statements (Note-38)

13 Disclosure of related parties / related party transactions pursuant to Ind AS - 24 :

(i) Parties where control exists	
Name of the Related Party VXL Instruments Limited (UK)	Nature of Relationship Subsidiary. The Company holds 60% in the nominal value of equity share capital. Subsidiary was dissolved on March 11, 2018.
(ii) Other related parties with whom transactions were carried out during the year	
Name of the Related Party Ksense Technologies Private Limited ELCIA ESDM CLUSTER Priya Limited Sattva eTech Private Limited Priya International Limited Brent Properties Investment Private Ltd	Nature of Relationship Company in which a Director is interested Company in which a Director is interested Company in which a Director is interested Company in which a Director is interested Company in which a Director is interested Company in which a Director is interested
(iii) Key management personnel and their relatives	
N V Maslekar Mr. M.V. Shetty Mr. Madireddy V. Nagaraj Mr. Rishabh Shetty	Director Whole-Time Director Managing Director Son of Mr. M.V. Shetty, Whole Time Director

(iv) Related party Transactions :

Particulars	As at March 31, 2019	As at March 31, 2018
1. Transactions		
Sale of Goods		
PRIYALIMITED	14,20,78,150	27,97,26,256
Sale of services		
PRIYA LIMITED - Repairs & Maintenance	1,61,425	3,94,188
Lease Rent - Priya Ltd	1,50,000	-
Sale of motor vehicle		
Mr. Madireddy V. Nagaraj	3,00,000	-
Purchase of Goods		
PRIYALIMITED	4,01,25,620	32,33,34,890
Re-imbursment of Expenses		
PRIYA LIMITED -Service charges	62,892	11,615
Brent Properties Investment Pvt Ltd	4,90,301	6,80,800
Sale of Goods		
PRIYA INTERNATIONAL LIMITED	31,30,834	-
Purchase of Goods		
PRIYA INTERNATIONAL LIMITED	14,48,536	-
Interest on long term borrowings		
PRIYA INTERNATIONAL LIMITED	55,11,414	31,91,178
Remuneration paid to Directors		
Mr. Madireddy V. Nagaraj,	13,85,950	32,30,400
Mr. M.V. Shetty	28,80,000	30,96,000
Sitting Fees		
Sitting fees	3,19,000	2,10,240
Remuneration paid to Related Parties		
Mr. Rishabh Shetty	5,61,953	3,84,340

Notes on accounts forming part of financial statements (Note-38)

Professional/Consultancy Charges		
N V Maslekar	6,30,000	-
M V Nagaraj	18,44,983	-
Rent Paid		
Brent Properties Investment Pvt Ltd	18,00,000	18,00,000
Long-Term Borrowings		
Inter Corporate Deposit from Priya International Limited received	76,00,000	2,05,00,000
Inter Corporate Deposit from Priya International Limited re-paid	53,00,000	25,00,000
Advances received		
Brent Properties Investment Pvt Ltd	12,00,000	-
2. Account Balances :		
Non Current Assets - Trade Receivables - Credit Impaired		
VXL Instruments Limited, UK	4,61,72,358	4,61,72,358
Less : Allowance for Bad and Doubtful Debts	4,61,72,358	4,61,72,358
Borrowings- Long Term		
Inter Corporate Deposit from Priya International Limited	6,03,00,000	5,80,00,000
Borrowings- Short Term		
Brent Properties Investment Pvt Ltd	12,00,000	-
Non-current Other financial liabilities		
Rental Deposit received from Priya Limited	50,000	50,000
Current Other Financial liabilities		
Priya International Limited-Interest on ICD	25,38,306	31,20,054
Trade Payables		
Priya Limited	-	42,21,01,204
Trade Receivables		
Priya Limited	2,09,47,359	16,92,09,677
PRIYAINTERNATIONALLIMITED	1,88,356	-
Sattva Etech India Private Limited	6,12,625	6,12,625
VXL Software Solutions Pvt. Ltd	-	7,44,92,691
Non current Investments		
VXL Instruments Limited, UK	51,69,261	51,69,261
Less: Provision for diminution in value of Investments	51,69,261	51,69,261

14 Disclosures pursuant to Ind AS - 17 " Leases" :

The Company has taken various residential / commercial premises under operating leases. These lease agreements are normally renewed on expiry. The lease agreements provide an option to the Company to renew the lease period at the end of the period. There are no exceptional / restrictive covenants in the lease agreements. Contingent rent recognized in the Profit and Loss Account Rs. NIL .

Obligations on long-term operating leases:

Particulars	As at March 31, 2019	As at March 31, 2018
Lease rentals recognized during the year	77,01,546	18,00,000

VXL Instruments Limited**Notes on accounts forming part of financial statements (Note-38)****15 Disclosures as per Ind AS 37 - "Provisions, Contingent Liabilities and Contingent assets "**

Particulars	As at March 31, 2019	As at March 31, 2018
(a) Contingent liabilities		
Guarantees		
Counter Guarantees in respect of guarantees issued by Bankers (Covered by 100% Deposits)	33,97,240	41,86,438
Other money for which Company is contingently liable		
(i) Employee Provident Fund Damages, Interest under appeal [Net of Rs. 10,69,469/- deposited with the respective authorities]	3,36,896	3,36,896
(ii) Central Sales Tax liability under appeal	59,73,220	59,73,220
(iii) Service Tax Liability under dispute on the import of software license sticker labels considered as goods by Customs while importing	12,78,92,260	12,78,92,260
(iv) Cenvat Credit Refund under dispute. Matter under appeal with Commissioner of Central Excise	4,31,734	18,35,026

Sl. No. (i): The Honourable High Court of Karnataka has directed the Assistant Provident Commissioner to consider the grievance of the Company for reducing the penalty.

Sl. No. (ii): Karnataka High Court disposed off the sales tax review petition filed by the assessee with a direction to the Assessing Officer to consider rectification application . Matter is pending before the jurisdictional local vat officer.

Sl. No. (iii) : In respect of Service Tax pending before the Commissioner Appeals and Customs Excise and Service Tax Appellate Tribunal (CESTAT), the Company's Consultants are of the opinion that the Company has good chances of winning the case and hence no provision has been made for the same.

Sl. No. (iv): Disallowance of unutilised cenvat credit for which Company has preferred appeal before Commissioner of Appeals. Pending disposal of appeal, no provision is made.

16 Figures of the previous year have been re-cast / re-grouped / re-arranged in conformity with the presentation of the current year.

17 In the opinion of the Board, the current assets, loans & advances, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

For YCRJ & ASSOCIATES

Chartered Accountants

Firm's Registration No: 0006927S

For and on behalf of the Board

Vijayendra R Nayak

Partner

M. No. 203184

Vivek Gupta

Independent Director

DIN : 00025519

Rakesh Shridas Damani

Independent Director

DIN : 07580652

Date : 30th May 2019

Place : Bangalore

Shipra Vyas

Company Secretary

Kishan S Rao

CFO

VXL Instruments Limited

INFORMATION FOR THE BENEFIT OF INVESTORS

- | | | |
|--|---|---|
| 1. Registered Office | : | #252,, 5th Floor, Building No.2,
Solitaire Corporate Park,
Chakala Andheri (East), Mumbai - 400093
Tel : 91 22 2824 5210
Fax : 91 22 4287 2197
URL : Website : www.vxl.net
CIN : L85110MH1986PLC272426
E-mail : cfo@vxl.net |
| 2. Registrars and Share Transfer Agent
details of Registrar and Share Transfer
Agent | : | Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building, Opp.
Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai – 400 072
Tel.: 022-62638200
Fax. : 022-62638299
Email: info@bigshareonline.com
Website: www.bigshareonline.com |
| 3. Year ended on | : | 31 st March 2019 |
| 4. 33rd Annual General Meeting | : | Date - 27th September 2019
Time - 12.00 Noon
Venue - “ City Light Banquets Hall”
Ashford Chambers
4th Floor, C/o City light
Cinema, Lady Jamshedji
Road, Mahim,
Mumbai – 400016 |
| 5. Registrar of Members & Share Transfer
Book Closure | : | 21.09.2019 to 27.09.2019
(both days Inclusive) |
| 6. E-Voting Dates | : | Starts on 24.09.2019 9.00 am to
26.09.2019 5.00 pm |
| 7. Result Date | : | 28.09.2019 |
| 8. Shares listed in Stock Exchange at | : | BSE Limited |
| 9. Annual fees to Stock Exchanges | : | Paid up to date (Mumbai) |
| 10. Paid – up Share Capital | : | Rs. 1332.48 Lakhs |



VXL INSTRUMENTS LIMITED

CIN: L85110MH1986PLC272426

Registered Office : No. 252, 5th Floor, Building No. 2, Solitaire Corporate Park, Chakala, Andheri East, Mumbai – 400093

Telephone: +91 22-42872197 Email: cfo@vxl.net Web: www.vxl.net

ATTENDANCE SLIP

33rd ANNUAL GENERAL MEETING, FRIDAY, 27TH SEPTEMBER, 2019 AT 12:00 NOON

(This attendance slip duly filled in to be handed over at the entrance of the meeting hall)

Name of the attending Member (in block letters):.....

Member's Folio Number:

Client I.D. No. :

D.P.I.D No:

Name of the Proxy (in Block Letters, to be filled in if the proxy attends instead of the members)

.....

No. of Shares held:

I hereby record my presence at the Thirty Third Annual General Meeting of the Company held on Friday, 27th September, 2019, at 12:00 Noon at " City Light Banquets Hall", Ashford Chambers 4th Floor, C/o City light Cinema, Lady Jamshedji Road, Mahim, Mumbai – 400016

To be signed at the time of handing
over the slip

Signature of member / Proxy

VXL INSTRUMENTS LIMITED

CIN:L85110MH1986PLC272426

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Andheri East, Mumbai – 400093

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN No. : L85110MH1986PLC272426
Name of the Company : VXL INSTRUMENTS LIMITED
Registered office : No. 252, 5th Floor, Building No. 2, Solitaire Corporate Park, Chakala,
Andheri East, Mumbai – 400093

Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I/We, being the member (s) holding shares of the above named company,
hereby appoint

1. Name :
Address :
E-mail Id :
Signature:, or failing him
2. Name :
Address :
E-mail Id :
Signature:, or failing him
3. Name :
Address :
E-mail Id :
Signature:, or failing him

VXL Instruments Limited

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Third Annual General Meeting of the Company, to be held on Friday, 27th September 2019 at 12:00 Noon at "City Light Banquets Hall", Ashford Chambers 4th Floor, C/o City light Cinema, Lady Jamshedji Road, Mahim, Mumbai – 400016 and at any adjournment(s) thereof in respect of such Resolutions as are indicated below:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Audited Balance Sheet as at 31st March, 2019, 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.

SPECIAL BUSINESS

2. Re-classification of the Promoters of the Company
3. Re-Appointment of Mr. M V Shetty as Whole time Director of the Company

Date;



Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

33rd Annual Report 2018 - 2019**VXL INSTRUMENTS LIMITED****CIN:L85110MH1986PLC272426****Registered Office : No. 252, 5th Floor, Building No. 2, Solitaire Corporate Park, Chakala, Andheri East, Mumbai – 400093****Telephone: +91 22-42872197 Email: cfo@vxl.net Web: www.vxl.net****Form No. MGT-12****Polling Paper****33rd ANNUAL GENERAL MEETING, FRIDAY, 27TH SEPTEMBER, 2019***[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

Name of the Company	VXL Instruments Limited
Registered office	No. 252, 5 th Floor, Building No.2, Solitaire Corporate Park, Chakala, Andheri East, Mumbai – 400093

BALLOT PAPER

Sl. No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary / Special resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
ORDINARY BUSINESS				
1.	To receive, consider and adopt the Audited Financial Statements including Audited Balance Sheet as at 31 st March, 2019, 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.			
SPECIAL BUSINESS				
2	Re-classification of the Promoters of the Company			
3	Re-Appointment of Mr. M V Shetty as Whole time Director of the Company			

Place:

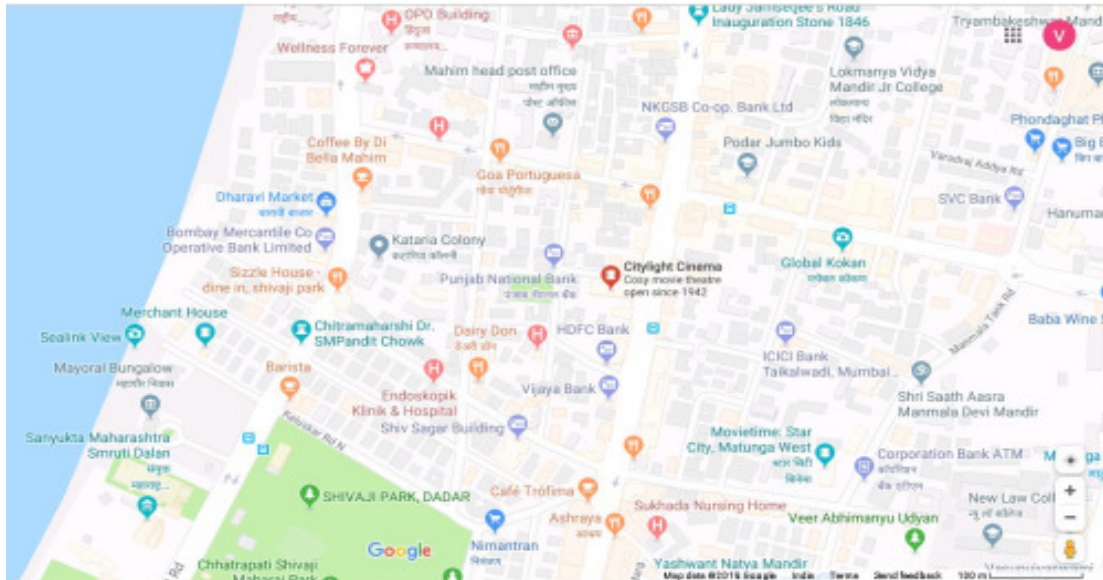
Date:

(Signature of the shareholder)

VXL Instruments Limited

Route Map Link:

<https://www.google.com/maps/search/%E2%80%9CCity+Light+Banquets+Hall%E2%80%9D,+Ashford+Chambers+4th+Floor,+C%2Fo+City+light+Cinema,+Lady+Jamshedji+Road,+Mahim,+Mumbai+%E2%80%93+400016+/@19.0304892,72.8391918,17z/data=!3m1!4b1>



VXL Instruments Limited



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