



VXL Instruments Limited  
No.1783, Sector 1, Phoenix House,  
19<sup>th</sup>Main, HSR Layout, Bengaluru-560  
102  
Website: www.vxl.net E-mail:  
cfo@vxl.net CIN: L85110 MH1986 PLC  
272426



Date: 15<sup>th</sup> September, 2023

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

Dear Sirs

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

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

Please find enclosed the voting results (remote e-voting and e-voting at the Annual General Meeting) and Scrutinizer's Report on the Resolutions passed by the Members at the 37<sup>th</sup> Annual General Meeting of the Company held on Thursday, 14<sup>th</sup> September, 2023 at 3.00 PM through Video Conference (VC) or Other Audio Visual Means (OAVM). All the Resolutions were passed with requisite majority.

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host the voting results of the 37<sup>th</sup> Annual General Meeting on the websites of the Company and Central Depository Services (India) Limited (CDSL).

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

Thanking you  
Yours faithfully  
For VXL Instruments Limited

SACHI  
SHRIKUMAR  
LAKHOTIA

Digitally signed by SACHI  
SHRIKUMAR LAKHOTIA  
Date: 2023.09.15 20:40:07  
+05'30'

Sachi Lakhota  
Company Secretary and Compliance Officer  
Membership No.:A71563

Encl: As above

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

# SPRS And Co. LLP

## COMPANY SECRETARIES

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

### SCRUTINIZER'S REPORT

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

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

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

Dear Sir,

**Sub: Passing of Resolution(s) through remote E-voting and E-voting conducted at the 37<sup>th</sup> Annual General Meeting ("AGM") of VXL Instruments Limited ("the Company") held on September 14, 2023 at 03.00 pm through video conference.**

1. The 37<sup>th</sup> Annual General Meeting of the Shareholders of **VXL Instruments Limited** was held on Thursday, September 14, 2023 at 03.00 pm through video conference in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder, read with General Circular (GC) No. 14/2020 dated April 8, 2020, GC No. 17/2020 dated April 13, 2020, GC No. 20/2020 dated May 5, 2020, GC No. 02/2021 dated January 13, 2021 and GC No. 02/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') and SEBI Circular No. 79 dated May 12, 2020, Circular No. 11 dated January 15, 2021 and Circular No. 62 dated May 13, 2022.
1. The Board of Directors of the Company had appointed me as Scrutinizer, for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the Annual General Meeting ('AGM') and ascertaining the requisite majority on remote e-Voting and voting through electronic voting system during the AGM carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') on the businesses contained in the Notice of the 37<sup>th</sup> AGM of the Equity Shareholders of the Company held on Thursday, September 14, 2023 through two way Video Conferencing facility.



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2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules, circulars and notifications issued by the Ministry of Corporate Affairs (MCA Circulars) relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 37<sup>th</sup> AGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting and voting through electronic voting system during the AGM is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice of AGM, based on the reports generated from the e-Voting system of CDSL, the authorized agency to provide remote e-Voting facilities before and e-voting during the AGM, engaged by the Company.
3. Further to the above, We submit our report as under:

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

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

As prescribed in the said Rules and the MCA Circulars, the Company has also published advertisements in newspapers on August 13, 2023 in Financial Express (in English) and Lakshadweep (in Marathi). It carried all the required information as specified in the said rules and MCA circulars.

The persons who were the Members of the Company as on the "Cut-off" date i.e. September 07, 2023 were entitled to vote on the businesses (item nos. 1 and 2) as set out in the Notice of the 37<sup>th</sup> AGM.

The Chairman at the 37<sup>th</sup> AGM held on Thursday, September 14, 2023 through two-way Video Conferencing announced that the Members who have not exercised their votes through remote e-Voting may, if they wish to, exercise their votes through electronic voting system being provided during the meeting.



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The remote e-voting commenced from Monday, 11<sup>th</sup> September, 2023 (9.00 A.M. IST) to Wednesday, 13<sup>th</sup> September, 2023 (05.00 P.M. IST) and the CDSL e-voting platform was blocked thereafter and then voting reopened during the AGM.

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

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

**a) Item No. 1 - As an Ordinary Resolution**

Receive, consider and adopt the Audited Financial Statements as at 31<sup>st</sup> March, 2023, together with Independent Auditors' Report and the Board's Report including Secretarial Audit Report thereon.

Manner of Voting	Total No. of Valid Votes	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	%	Nos.	%	Nos.
Remote e-Voting	21,53,596	21,53,589	100	7	0	0
E-voting on the day of AGM (Venue Voting)	29,50,010	29,50,010	100	0	0	0
<b>Total</b>	<b>51,03,606</b>	<b>51,03,599</b>	<b>100</b>	<b>7</b>	<b>0</b>	<b>0</b>



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### b) Item No. 2 - As an Ordinary Resolution

Appointment of Director in place of Mr. M V Shetty (DIN: 00515711) Whole time Director, who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Total No. of Valid Votes	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	%	Nos.	%	Nos.
Remote e-Voting	21,53,596	21,53,589	100	7	0	0
E-voting on the day of AGM (Venue Voting)	29,50,010	29,50,010	100	0	0	0
<b>Total</b>	<b>51,03,606</b>	<b>51,03,599</b>	<b>100</b>	<b>7</b>	<b>0</b>	<b>0</b>

On the basis of the aforesaid result, I report that all the resolution(s) as contained in notice of Annual General Meeting dated 10<sup>th</sup> August, 2023 have been passed with requisite majority.

Thanking you,

Yours faithfully,

For SPRS And Co. LLP,  
Company Secretaries



CS Sanjay Parab  
Designated Partner

FCS No: 6613 CP No: 7093

UDIN: F006613E001014466

Peer Review No. 1036/2020

Date: September 15, 2023

Place: Mumbai



### General information about company

Scrip code	517399
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE756A01019
Name of the company	VXL Instruments Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	14-09-2023
Start time of the meeting	3:00 PM
End time of the meeting	3:20 PM

**Scrutinizer Details**

Name of the Scrutinizer	Sanjay Parab
Firms Name	SPRS And Co. LLP
Qualification	CS
Membership Number	F6613
Date of Board Meeting in which appointed	10-08-2023
Date of Issuance of Report to the company	15-09-2023

### Voting results

Record date	15-09-2023
Total number of shareholders on record date	4600
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	35
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Receive, consider and adopt the Audited Financial Statements as at 31st March, 2023, together with Independent Auditors' Report and the Board's Report including Secretarial Audit Report thereon					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1337227	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1337227	0	0	0	0	0	0
Public- Institutions	E-Voting	15027	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	15027	0	0	0	0	0	0
Public- Non Institutions	E-Voting	11972546	5103606	42.6276	5103599	7	99.9999	0.0001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	11972546	5103606	42.6276	5103599	7	99.9999	0.0001
Total		13324800	5103606	38.3016	5103599	7	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment a Director in place of Mr. M V Shetty (DIN: 00515711), Whole time Director, who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1337227	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1337227	0	0	0	0	0
Public- Institutions	E-Voting	15027	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15027	0	0	0	0	0
Public- Non Institutions	E-Voting	11972546	5103606	42.6276	5103599	7	99.9999	0.0001
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11972546	5103606	42.6276	5103599	7	99.9999
Total		13324800	5103606	38.3016	5103599	7	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

**Details of Invalid Votes**

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