



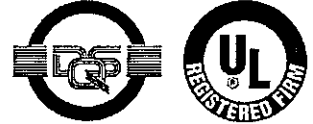
VXL Instruments Limited

'House of Excellence', No. 17, Electronics City,
Hosur Road, Bengaluru – 560 100

☎ 91- 80 - 28520046 / 28523251 ☎ 91 - 80 - 28520095

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

VXL/NB/BSE/2018-19

Date: 21st September, 2018

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

Dear Sir/Madam,

Sub: Voting Results and Scrutinizer's Report

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results (remote e-voting and poll) and Scrutinizer's Report on the Resolutions passed by the members at 32nd Annual General Meeting ('AGM') held on 19th September, 2018 at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Basant Road, Worli, Mumbai- 400 018. All the Resolutions were passed by with requisite majority

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host on the website of the Company and NSDL the voting results of the 32nd Annual General Meeting.

For VXL Instruments Limited

Narayana Bhat
CFO & Company Secretary



VXL Instruments Limited

'House of Excellence', No. 17, Electronics City,
Hosur Road, Bengaluru – 560 100

☎ 91- 80 - 28520046 / 28523251 ☎ 91 - 80 - 28520095

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

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

Narayana Bhat

Chief Financial Officer & Company Secretary

Enc: Voting results along with Scrutinizer Report

NAME: VXL INSTRUMENTS LIMITED

CIN: L85110MH1986PLC272426

	VXL Instruments Limited
Date of AGM	19th September 2018
Total Number of Shareholders on Record Date	4512
No of Shareholders present in the Meeting either in person or through proxy	23
Promoter and Promoter Group:	2
Public:	21
No of Shareholders present attended the Meeting either through video	0
Promoter and Promoter Group:	0
Public:	0

Item 1. Adoption of the Audited financial statements of the Company for the year ended 31st March, 2018, the Director's Report and Auditor's Report thereon.

Resolution required: (Ordinary/ Special)	ORDINARY							
Whether Promoter and Promoter Group are interested in the agenda / resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14,43,030	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	900	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00

Public – Non Institutions	E-Voting	1,18,80,870	534	0.0045	534	0	100.00	0.00
	Poll		89,51,841	75.3467	89,51,841	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,33,24,800	89,52,375	67.1858	89,52,375	0	100.00	0.00

Item 2. To Appoint a Director in place of Mr. M V Shetty (DIN: 00515711), Director who retires by rotation and being eligible, offers himself for re - appointment

Resolution required: (Ordinary/ Special)	ORDINARY -							
Whether Promoter and Promoter Group are interested in the agenda / resolution?	YES							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$

Promoter and Promoter Group	E-Voting	14,43,030	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	900	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting	1,18,80,870	534	0.0045	534	0	100.00	0.00
	Poll		89,51,841	75.3467	89,51,841	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,33,24,800	89,52,375	67.1858	89,52,375	0	100.00	0.00

Item 3. To Appoint Mr. Arun Kumar Bhuwania (DIN: 00387445) as director

Resolution required: (Ordinary/Special)	ORDINARY -							
Whether Promoter and Promoter Group are interested in the agenda / resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	14,43,030	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	900	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00

Public – Non Institutions	E-Voting	1,18,80,870	534	0.0045	534	0	100.00	0.00
	Poll		89,51,841	75.3467	89,51,841	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,33,24,800	89,52,375	67.1858	89,52,375	0	100.00	0.00

Item 4. To Appoint Mr. Rakesh Shridas Damani (DIN: 07580652) as Director

Resolution required: (Ordinary/ Special)	ORDINARY -							
Whether Promoter and Promoter Group are interested in the agenda / resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100

Promoter and Promoter Group	E-Voting	14,43,030	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	900	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting	1,18,80,870	534	0.0045	534	0	100.00	0.00
	Poll		89,51,841	75.3467	89,51,841	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,33,24,800	89,52,375	67.1858	89,52,375	0	100.00	0.00

Item 5. To Appoint Mr. Rakesh Shridas Damani (DIN: 07580652) as Independent Director

Resolution required: (Ordinary/Special)	ORDINARY -							
Whether Promoter and Promoter Group are interested in the agenda / resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	14,43,030	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	900	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00

Public – Non Institutions	E-Voting	1,18,80,870	534	0.0045	532	2	99.6255	0.3745
	Poll		89,51,841	75.3467	89,51,841	10	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,33,24,800	89,52,375	67.1858	89,52,373	2	100.00	0.00

Item 6. To Appoint Mr. Pranav Vikas Makharia (DIN : 03587980) as a Director

Resolution required: (Ordinary/ Special)	ORDINARY -							
Whether Promoter and Promoter Group are interested in the agenda / resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100

Promoter and Promoter Group	E-Voting	14,43,030	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	900	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting	1,18,80,870	534	0.0045	534	0	100.00	0.00
	Poll		89,51,841	75.3467	89,51,841	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,33,24,800	89,52,375	67.1858	89,52,375	0	100.00	0.00

Item 7. To Appoint Mr. Pranav Vikas Makharia (DIN : 03587980) as an Independent Director

Resolution required: (Ordinary/ Special)	ORDINARY -							
Whether Promoter and Promoter Group are interested in the agenda / resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	14,43,030	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	900	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00

Public – Non Institutions	E-Voting	1,18,80,870	534	0.0045	532	2	99.6255	0.3745
	Poll		89,51,841	75.3467	89,51,841	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,33,24,800	89,52,375	67.1858	89,52,373	2	100.00	0.00

Item 8 . To Appoint Mr. Vivek Gupta (DIN: 00025519) as Director

Resolution required: (Ordinary/ Special)	ORDINARY -							
Whether Promoter and Promoter Group are interested in the agenda / resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100

Promoter and Promoter Group	E-Voting	14,43,030	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	900	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting	1,18,80,870	534	0.0045	534	0	100.00	0.00
	Poll		89,51,841	75.3467	89,51,841	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,33,24,800	89,52,375	67.1858	89,52,375	0	100.00	0.00

Item 9. To Appoint Mr. Vivek Gupta (DIN : 00025519) as an Independent Director

Resolution required: (Ordinary/ Special)	ORDINARY -							
Whether Promoter and Promoter Group are interested in the agenda / resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14,43,030	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	900	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00

Public – Non Institutions	E-Voting	1,18,80,870	534	0.0045	532	2	99.6255	0.3745
	Poll		89,51,841	75.3467	89,51,841	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,33,24,800	89,52,375	67.1858	8952373	2	100.00	0.00

Item 10 . Approval of Material Related Party Transaction with Priya Limited

Resolution required: (Ordinary/ Special)	ORDINARY -							
Whether Promoter and Promoter Group are interested in the agenda / resolution?	NO							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100

Promoter and Promoter Group	E-Voting	14,43,030	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting	900	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting	1,18,80,870	534	0.0045	534	0	100.00	0.00
	Poll		80,51,841	67.7715	80,51,841	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	1,33,24,800	80,52,375	60.4315	80,52,375	0	100.00	0.00

SPRS And Co.

COMPANY SECRETARIES

411, B Wing, 4th Floor, Kanara Business Center, Ghatkoper - Andheri Link Road, Behind Everest Garden's Bldg., Laxmi Nagar, Ghatkoper (E), Mumbai - 400 075
Phone: 022 - 2500 1505 Email: info@sprscs.com Website: www.sprscs.com

SCRUTINIZER'S COMBINED REPORT ON E-VOTING AND POLL

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

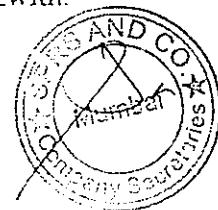
Dear Sir(s)/ Madam,

Sub: Passing of Resolution through electronic and poll conducted at the 32st AGM of VXL Instruments Limited ("the Company") held on 19th September, 2018 at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

The 32nd Annual General Meeting of the Shareholders of VXL Instruments Limited (the Co.) held on Wednesday, 19th September, 2018 at 12.30 p.m. at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

The Board of Directors of VXL Instruments Limited ("The Company") had appointed me as Scrutinizer for the e-voting which commenced from Sunday, 16th September, 2018 (09.00 a.m. IST) and concluded on Tuesday, 18th September, 2018 (05.00 p.m. IST) as well as the Scrutinizer for the Poll held at the 32nd AGM of the Company on Wednesday, 19th September, 2018.

The Company had appointed National Securities Depository Limited (NSDL), as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Sunday, 16th September, 2018 (09.00 a.m. IST) and concluded on Tuesday, 18th September, 2018 (05.00 p.m. IST). M/s. Bigshare Services Pvt Ltd is the Registrar and Share Transfer Agent (RTA) for the Company. The e-voting results were unblocked by me on Wednesday, 19th September, 2018 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report for e-voting dated 20th September, 2018 attached herewith.



At the 32nd AGM of the Company held on 19th September, 2018, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer the Scrutinizer's report in form MGT-13 dated 20th September, 2018 attached herewith.

The result of the E-voting together with the Poll is as under:

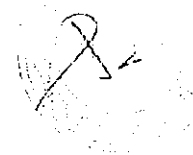
Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		Nos.	%	Nos.	%	Nos.	%
(a) Resolution No.1: As an Ordinary Resolution Adoption of the Audited financial statements of the Company for the year ended 31 st March, 2018, the Director's Report and Auditor's Report thereon.	E-voting	534	0.01	Nil	0	Nil	0
	Poll	89,51,841	99.99	Nil	0	Nil	0
	Total	89,52,375	100	Nil	0	Nil	0
(b) Resolution No.2: As an Ordinary Resolution Re-appointment of Mr. M. V. Shetty as a Director of the Company (DIN: 00515711).	E-voting	534	0.01	Nil	0	Nil	0
	Poll	89,51,841	99.99	Nil	0	Nil	0
	Total	89,52,375	100	Nil	0	Nil	0



(c) Resolution No.3: As an Ordinary Resolution Appointment of Mr. Arunkumar Bhuwania as a Director of the Company (DIN: 00387445).	E-voting	534	0.01	Nil	0	Nil	0
	Poll	89,51,841	99.99	Nil	0	Nil	0
	Total	89,52,375	100	Nil	0	Nil	0
(d) Resolution No.4: As an Ordinary Resolution Appointment of Mr. Rakesh Shridas Damani as a Director (DIN: 07580652).	E-voting	534	0.01	Nil	0	Nil	0
	Poll	89,51,841	99.99	Nil	0	Nil	0
	Total	89,52,375	100	Nil	0	Nil	0
(e) Resolution No.5: As an Ordinary Resolution Appointment of Mr. Rakesh Shridas Damani as an Independent Director (DIN: 07580652).	E-voting	532	0.01	2	100	Nil	0
	Poll	89,51,841	99.99	Nil	0	Nil	0
	Total	89,52,373	100	2	100	Nil	0
(f) Resolution No.6: As an Ordinary Resolution Appointment of Mr. Pranav Vikas Makharia as a Director (DIN: 03587980)	E-voting	534	0.01	Nil	0	Nil	0
	Poll	89,51,841	99.99	Nil	0	Nil	0
	Total	89,52,375	100	Nil	0	Nil	0



(g) Resolution No 7: As an Ordinary Resolution	E-voting	532	0.01	2	100	Nil	0
Appointment of Mr. Pranav Vikas Makharia as an Independent Director (DIN: 0387980)	Poll	89,51,841	99.99	Nil	0	Nil	0
	Total	89,52,373	100	2	100	Nil	0
	(h) Resolution No 8: As an Ordinary Resolution	E-voting	534	0.01	Nil	0	Nil
Appointment of Mr. Vivek Gupta as a Director (DIN: 00025519)	Poll	89,51,841	99.99	Nil	0	Nil	0
	Total	89,52,375	100	Nil	0	Nil	0
	(i) Resolution No 9: As an Ordinary Resolution	E-voting	532	0.01	2	100	Nil
Appointment of Mr. Vivek Gupta as an Independent Director (DIN: 00025519)	Poll	89,51,841	99.99	Nil	0	Nil	0
	Total	89,52,373	100	2	100	Nil	0
	(j) Resolution No 10: As an Ordinary Resolution	E-voting	534	0.01	Nil	0	Nil
Approval of Material Related Party Transactions with Priya Limited.	Poll	80,51,841	99.99	Nil	0	9,00,000	100
	Total	80,52,375	100	Nil	0	9,00,000*	100



* Votes of Priya Limited, who being interested in the resolution, were not considered.

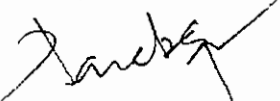
On the basis of the aforesaid result, I report that all the resolution as contained in notice of Annual General Meeting dated 31st july, 2018 have been passed with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically in respect of the votes cast through e-voting and for Poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you,

Yours faithfully,

For SPRS and Co.
Company Secretaries



CS Sanjay Parab
Partner

FCS No: 6613 CP No: 7093



Date: 20th September, 2018

Place: Mumbai

Enclosed as above