

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of the Company will be held at 12:30 PM, on Wednesday, 19th September, 2018 at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400 018 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, 2018, 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.
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.

SPECIAL BUSINESS:

3. To appoint Mr. Arunkumar Bhuwania (holding DIN: 00387445) as Director:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 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) and the Articles of Association of the Company, as may be in force from time to time, Mr. Arunkumar Bhuwania (holding DIN: 00387445), who was appointed as an Additional Director of the Company by the Board of Directors in its Meeting held on 11th July, 2018 in terms of Section 161(1) of the Companies Act, 2013 and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

4. To appoint Mr. Rakesh Shridas Damani (holding DIN: 07580652) as Director:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152 and 161 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) and the Articles of Association of the Company, as may be in force from time to time, Mr. Rakesh Shridas Damani (holding DIN: 07580652), who was appointed as an Additional Director of the Company by the Board of Directors in its Meeting held on 11th July, 2018 in terms of Section 161(1) of the Companies Act, 2013 and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

5. To appoint Mr. Rakesh Shridas Damani (holding DIN: 07580652) as an Independent Director:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as may be in force from time to time, Mr. Rakesh Shridas Damani (holding DIN: 07580652), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years with effect from 11th July, 2018, not liable to retire by rotation.”

6. To appoint Mr. Pranav Vikas Makharia (holding DIN: 03587980) as Director:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 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) and the Articles of Association of the Company, as may be in force from time to time, Mr. Pranav Vikas Makharia (holding DIN: 03587980), who was appointed as an Additional Director of the Company by the Board of Directors in its Meeting held on 11th July, 2018 in terms of Section 161(1) of the Companies Act, 2013 and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

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

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as may be in force from time to time, Mr. Pranav Vikas Makharia (holding DIN: 03587980), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years with effect from 11th July, 2018, not liable to retire by rotation.”

8. To appoint Mr. Vivek Gupta (holding DIN: 00025519) as Director:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 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) and the Articles of Association of the Company, as may be in force from time to time, Mr. Vivek Gupta (holding DIN: 00025519), who was appointed as an Additional Director of the Company by the Board of Directors at its Meeting held on 11th July, 2018

in terms of Section 161(1) of the Companies Act, 2013 and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

9. To appoint Mr. Vivek Gupta (holding DIN: 00025519) as an Independent Director:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as may be in force from time to time, Mr. Vivek Gupta (holding DIN: 00025519), Director of the Company be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years with effect from 11th July, 2018, not liable to retire by rotation.”

10. Approval of Material Related Party Transactions with Priya Limited:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force), consent of the members be and is hereby accorded to carry the related party transaction(s) by the Company with Priya Limited, a ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations, 2015 within the limits mentioned in the below table for the financial year 2018-19:

Sl. No.	Nature of Transaction	Estimated Value of Transaction per Annum (Rs. In Crores)
1	Purchase of materials/goods	40
2	Sale of Materials/Goods	55
3	Reimbursement of expenses	5

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps to give effect to the above resolution including signing of any Agreements with the related parties and to issue purchase orders or sales invoice on behalf of the Company.”

By Order of the Board
For VXL Instruments Limited

Place: Bangalore
Date: 31st July, 2018

Narayana Bhat
Chief Financial Officer & Company Secretary
Membership No.: ACS 8494

Address:“Girishree”, 30,Marappa Garden
7th A Cross GardenVilas, Nagarabhavi
Bangalore- 560 072

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 14th September, 2018 to 19th September, , 2018 (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 – 400 059.
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) Managing Director of the Company, referred to in item No. 2 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:

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 Shareholders'/ Grievance Committee) and Investors' Audit	Nil
No. of Board Meetings attended during the financial year	4

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 32nd 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 Attendance Slip 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 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 16th September, 2018 (9:00 am) and ends on 18th September,, 2018 (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 12th September, 2018 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 12th September, 2018.
- (vi) If the Shareholder exercises his vote both electronically and physically, then the vote cast by him electronically will supercede.
- (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: 31st July, 2018

Narayana Bhat
Chief Financial Officer & Company Secretary
Membership No.: ACS 8494

Address: "Girishree", 30, Marappa Garden
7th A Cross Garden Vilas
Nagarabhavi, Bangalore-560 072

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

ITEM NO. 3:

At the Meeting of the Board held on 11th July, 2018, Mr. Arunkumar Bhuwania was inducted as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, he will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with a deposit of requisite amount i.e. 1,00,000/- (Rupees One Lakh only) pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Arunkumar Bhuwania for the office of Director of the Company.

Brief profile of Arunkumar Bhuwania is as follows:

Mr. Arun Kumar Bhuwania, aged 71 years, is well known Industrialist of India both in Chemical and Electronic field. He is B.Sc. (Maths) Graduate from Presidency College, University of Calcutta. Has wide range of experience in the field of Dyes, Chemicals and Computer hardware / software distribution of more than 4 decades. He is the chief promoter and Chairman of the Priya Group which includes Priya Limited and Priya International Limited.

Following are the information pertaining to Director seeking re-appointment at the 32nd Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2:

Name	Mr. Arunkumar Bhuwania
Date of Birth	30th August , 1947
Date of Appointment	11th July, 2018
Qualifications	B.Sc. (Maths) Graduate from Presidency College, University of Calcutta
Expertise in specific functional area	Management with focus on Business related to Electronics Hardware and Software to electronics hardware and software.
Directorships held in other Public Companies (excluding foreign companies)	Priya Limited Priya International Limited
Membership /Chairmanships of Committees of other public companies (included only Audit and Stakeholder's / Investors Grievance Committee)	Priya Limited: a) Member of Audit Committee b) Member of Stakeholder's relationship Committee Priya International Limited: Member of Audit Committee
Number of Shares held in the Company	Nil

Your Board recommends the Ordinary Resolution as set out in Item no. 3 for the approval of the Members.

Except Mr. Arunkumar Bhuwania, none of the Directors, Key Managerial Personnel of the Company or their relatives, is concerned or interested financially or otherwise in the said Resolution.

ITEM NO. 4, 5,6,7,8 AND 9:

At the Meeting of the Board held on 11th July, 2018, Mr. Rakesh Shridas Damani, Mr. Pranav Vikas Makharia and Mr. Vivek Gupta were inducted as Additional Directors of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, they will hold office up to the date of the ensuing Annual General Meeting.

The Company has received notices in writing from members along with deposit of requisite amount i.e., Rs. 1,00,000/- (Rupees One Lakh only) towards each Director pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidatures of Mr. Rakesh Shridas Damani, Mr. Pranav Vikas Makharia and Mr. Vivek Gupta for the office of Directors of the Company.

Brief profiles of Mr. Rakesh Shridas Damani, Mr. Pranav Vikas Makharia and Mr. Vivek Gupta are as follows:

Mr. Rakesh Shridas Damani, aged 49 years is by qualification Master of Business Administration(MBA) and he is director in Levram Lifesciences Pvt. Ltd.

Mr. Pranav Vikas Makharia, aged 25 years is by qualification Bachelors in Banking and Insurance, H.R. College, University of Mumbai and he is the Director in Pal Bakers & Caters Pvt. Ltd., Goodcare Investment Pvt. Ltd. And Atlantis Finvest Pvt. Ltd.

Mr. Vivek Gupta, aged 51 years is by qualification Master of Business Administration(MBA) and he is director in Amigo Travels Pvt. Ltd., Soorajmull Baijnath Pvt. Ltd. and Amigo Travels Online Pvt. Ltd.

The Resolutions mentioned under item nos. 5,6,7,8 and 9 seek the approval of the Shareholders for the appointment of Mr. Rakesh Shridas Damani, Mr. Pranav Vikas Makharia and Mr. Vivek Gupta as Directors and also appointment as Independent Directors of the Company to hold office for a period of five (5) consecutive years with effect from 11th July, 2018 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, and the Rules made there under. They are not liable to retire by rotation.

The Company also has received declarations to the effect that they meet the criteria of independence as provided under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mr. Rakesh Shridas Damani, Mr. Pranav Vikas Makharia and Mr. Vivek Gupta, fulfil the conditions for their appointments as Independent Directors as specified under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions of their appointments would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day upto the date of the AGM.

Following are the information pertaining to Directors seeking re-appointment at the 32nd Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2:

Name	Mr. Rakesh Shridas Damani	Mr. Pranav Vikas Makharia	Mr. Vivek Gupta
Date of Birth	9th August, 1964	15th January, 1993	26th September, 1966
Qualifications	Master of Business Administration(MBA)	Bachelors in Banking and Insurance	Master of Business Administration(MBA)
Expertise in specific functional area	Finance	Real Estate	Travel and Tourism
Directorships held in other Public Companies (excluding foreign companies)	Levram Lifesciences Private Limited	Pal Bakers And Caterers Private Limited Goodcare Investment Private Limited	Amigo Travels Private Limited Soorajmull Bajjnath Private Limited Amigo Travels Online Private Limited
Membership /Chairmanships of Committees of other public companies (included only Audit and Shareholders/ Investors Grievance Committee)	NIL	NIL	NIL
Number of Shares held in the Company	NIL	NIL	NIL

Your Board recommends the Ordinary Resolutions as set out in Item nos. 4,5,6,7,8 and 9 for the approval of the Members.

Except Mr. Rakesh Shridas Damani, Mr. Pranav Vikas Makharia and Mr. Vivek Gupta, none of the Directors, Key Managerial Personnel of the Company or their relatives, is concerned or interested financially or otherwise in the said Resolutions.

ITEM NO. 10:

SEBI (LODR) Regulations, 2015 with respect to Related Party Transactions were notified on September 2, 2015, *inter alia* require that all the Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders by an Ordinary Resolution.

The said amendment further provides definition of the term 'Material' as follows:

"A transaction with a related party shall be considered material if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover as per the last audited financial statements of the

Company.” Priya Limited is a “Related Party” as per the definition under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI (LODR) Regulations, 2015, as Mr. Arunkumar Bhuwania being the Director of the Company is also the Director of Priya Limited.

As a part of its regular business, the Company purchases raw materials from Priya Limited & sells finished goods to Priya Limited. The Board of Directors in its Meeting held on 31st July, 2018, reviewed the estimated value of the transactions for the financial year 2018-19 in detail for recommending the same to the Shareholders of the Company for their approval.

In terms of provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, the transactions with Priya Limited are material in nature as these transactions are likely to exceed 10% of the annual turnover as per the last audited Financial Statements of the Company. Therefore, in terms of Regulation 23 of SEBI (LODR) Regulations, 2015, the transactions with the said related party require the approval of members of the Company by Ordinary Resolution.

The Company’s best interest are always kept in mind by your Directors considering the various criteria including prices, proximity, quality, uninterrupted supply or purchase of goods and availing services and other advantages of the reliability.

None of the Promoters/Directors/Key Managerial Personnel of the Company other than Mr. Arunkumar Bhuwania and his relatives is concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolution set out at Item No. 10 of the notice for approval by the members.

By order of the board
for VXL Instruments Limited

Place: Bangalore

Date: 31st July, 2018

Narayana Bhat
Chief Financial Officer & Company Secretary
Membership No.: ACS 8494

Address: “Girishree”, 30, Marappa Garden
7th A Cross GardenVilas, Nagarabhavi,
Bangalore-560 072