

33rd
Annual Report
2018-2019



VXL Instruments Limited

VXL Instruments Limited

BOARD OF DIRECTORS

Mr. M. V. Shetty	Whole Time Director
Mrs. Kumkum Bhuwania	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 Bhuwania	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

CONTENTS

	Page No.
Notice.....	4
Board's Report.....	11
Secretarial Audit Report.....	28
Report on Corporate Governance.....	34
Practising Company Secretary's Report on Compliance of Corporate Governance	45
Certificate by CEO & CFO	46
Auditors' Report.....	47
Balance Sheet.....	55
Profit and Loss Account.....	57
Statement of Cash Flow.....	59
Notes to Financial Statements.....	63
Information for the benefit of investors.....	85
Attendance Slip	86
Proxy Form	87
Ballot Paper.....	89

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.

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:

VXL Instruments Limited

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

33rd Annual Report 2018 - 2019

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,
Vidyaranyapura 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,
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