The Silent Performer

XL ENERGY LTD.

01st October, 2015

To
National Stock Exchange of India Limited,
4th Floor, 'A' Wing, Trade World,
Exchange Plaza, C – 1,
Block –G, Bandra Kurla Complex,
Bandra(E)
Mumbai – 400 051.

Dear Sir/ Madam,

Dear Sir/ Madam,

SUB: Disclosure of Voting results of the 28th Annual General Meeting held on 30th September, 2015 pursuant to Clause 35A of the Listing Agreement.

This is with reference to the mentioned subject, we are herewith the submitting the disclosures on voting results at the 28th Annual General Meeting of the Company held on 30th September, 2015 pursuant to Clause 35A of the Listing Agreement.

Date of AGM	30th September, 2015
Total No. of Shareholders on Record Date	21708
Number of shareholders present in the meeting either in person or through proxy:	53
Promoters and Promoter Group	7
Public	46

No. of Shareholders attended the meeting through Video Conferencing - No Video Conferencing facility was made available to the shareholders.

The consolidated results of voting at the AGM i.e. through E-voting and Poll for each resolution are separately enclosed.

This is for your information.

Thanking you,

Yours truly,
For XL Energy Limited

Bhargavi M.
Company Secretary

XL ENERGY LIMITED

CIN: L31300TG1985PLC005844
XL ENERGY LIMITED
C2, Pooja Plaza, Vikrampuri, Secunderabad - 500 009. INDIA.
Tel :+91-40-27883333 Fax :+91-40-27883344
E-mail: info@xlenergy.co Visit us at www.xlenergy.co

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Date of the AGM/EGM: 30th September, 2015
Total number of shareholders on record date: 21708

No. of Shareholders present in the meeting either in person or through proxy:
Promoters and Promoter Group: 7
Public: 46

No. of Shareholders attended the meeting through Video Conferencing *
Promoters and Promoter Group: NIL
Public: NIL
*No Video Conferencing facility was provided to the members.

Details of the Agenda:

Item No # 1: To receive, consider and adopt the audited Balance Sheet as on 31st March 2015, the Profit & Loss Account for the year ended on that date together with the Schedules and Annexure thereto and the reports of the Auditors' and the Board of Directors thereon

Resolution required: Ordinary
Mode of voting: Poll and E-voting.

Promoter/Public	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	4650718	4650718	100	4650718	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	18123679	60748	0.335186	60648	100	99.83539	0.164614
Total	22774397	4711466	20.68756	4711366	100	99.99788	0.002122

For XL Energy Limited

Company Secretary

CIN: L31300TG1985PLC005844

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Item No # 2: To appoint a Director in place of Mr Aneesh Mittal, Director (DIN: 00061365) , who retires by rotation and being eligible offers himself for re-appointment

Resolution required: Ordinary
Mode of voting: Poll and E-voting

Promoter/Public	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	4650718	4650718	100	4650718	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	18123679	60748	0.335186	60648	100	99.83539	0.164614
Total	22774397	4711466	20.68756	4711366	100	99.99788	0.002122

Item No # 3: To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration

Resolution required: Ordinary
Mode of voting: Poll and E-voting

Promoter/Public	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	4650718	4650718	100	4650718	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	18123679	60748	0.335186	60648	100	99.83539	0.164614
Total	22774397	4711466	20.68756	4711366	100	99.99788	0.002122

For XL Energy Limited

Company Secretary

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XL ENERGY LTD.

Item No # 4: Adoption of new set of Articles of Association

Resolution required: Special
Mode of voting: Poll and E-voting

Promoter/Public	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	4650718	4650718	100	4650718	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	18123679	60748	0.335186	60648	100	99.83539	0.164614
Total	22774397	4711466	20.68756	4711366	100	99.99788	0.002122

Item No # 5: Re-appointment of Mr Aneesh Mittal as Whole time Director (DIN: 00061365)

Resolution required: Ordinary
Mode of voting: Poll and E-voting

Promoter/Public	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	4650718	4650718	100	4650718	0	100	0
Public – Institutional holders	0	0	0	0	0	0	0
Public-Others	18123679	60748	0.335186	60648	100	99.83539	0.164614
Total	22774397	4711466	20.68756	4711366	100	99.99788	0.002122

For XL Energy Limited

Company Secretary

Report of Scrutinizer(s)

(Pursuant to section 108 of the Companies Act, 2013 & Rule 20 of Companies (Management and Administration) Rules, 2014 as amended)

To
The Chairman,
M/s. XL ENERGY LIMITED
C2, Pooja Plaza, Vikrampuri,
Secunderabad – 500 009,
Telangana

Date: 01st October, 2015

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/Polling Paper conducted to transact the items as set out in the notice of 28th Annual General Meeting of XL Energy Limited ("Company") held on Wednesday, 30th September, 2015 at 10.00 A.M.

I, Racharla Ramakrishna Gupta, Practicing Company Secretary (FCS CP 6696), Partner at M/s. R&A Associates, Company Secretaries, Hyderabad had been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process and to scrutinize the Polling Papers received from the shareholders in respect of the below mentioned resolutions proposed to be passed at the 28th Annual General Meeting of the Company held on Wednesday, 30th September, 2015.

I, hereby report that;

- The Company has completed the dispatch of Notice(s) dated 14th August, 2015, along with statement setting out material facts under Section 102 of the Act to the Shareholders of the Company.
- The shareholders of the Company holding shares as on cut-off date, **23rd September, 2015**, were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.
- The Company had availed the services offered by Central Depository Services (India) Limited ("CDSL") for providing facility of remote e-voting to the Shareholders of the Company.

Office No. T 202, Technopolis, 1-10-74/B, Above Ratnadeep Super Market, Chikoti Gardens, Begumpet, Hyderabad - 500 016, Telangana.

- The Company has also provided voting facility by way of Polling Paper to the shareholders present at the Annual General Meeting to those who had not cast their vote earlier through remote e-voting facility.

- Remote e-voting platform commenced on **Sunday, 27th September, 2015** at **09.00 A.M** and **closed on Tuesday, 29th September, 2015** at **05.00 P.M and e-voting platform was blocked thereafter.**

- The votes cast under remote e-voting facility were unblocked in the presence of two witnesses, Ms. Priyanka Agarwal & Ms. Neha Daga, who are not in the employment of the Company and after the conclusion of the Annual General Meeting the votes cast there under were counted.

- I have scrutinized and reviewed the data pertaining to remote e-voting downloaded from the CDSL e-voting system. The Polling Papers received during the Annual General Meeting of the Company were reconciled & scrutinized with the records maintained by Big Share Services Private Limited.

- The Polling Papers which were incomplete and which were otherwise found defective have been treated as invalid.

- I now submit the consolidated Report as under on the basis of the results of the remote e-voting and voting at the meeting in respect of the resolutions as set out in the 28th Notice of Annual General Meeting of the Company:

Total Number of Share Holders as on record date: 23rd September, 2015		**21,708**	
No. of Share Holders present in the meeting either in person or through proxy: 53		**Present in Person**	**Present Through Proxy**
	- Promoters and Promoter Group	7	0
	- Public	46	0
	TOTAL	**53**	**0**
Votes casted through e-voting		**40694**	
No. of Members casted votes through Polling Paper		**50***	
Votes casted through Polling Paper		**4671298**	
Total Number of Members whose votes were declared invalid		**3**	
Total No. of Invalid Votes by them		**526**	

***Note** – Out of the 50 ballots received, 3 Members have casted their vote through remote e-voting also.

Resolution No. 1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2015, together with the reports of the Board of Directors' and the Auditors' thereon:

(i) Voted in **favour** of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
59	4711366	99.998

(ii) Voted **against** the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
1	100	0.002

(iii) **Invalid** Votes:

Number of members voted through remote e-voting, & Polling Paper	Number of votes cast by them
3	526

Resolution No. 2: Ordinary Resolution

To appoint a Director in place of Mr Aneesh Mittal, Whole-time Director (DIN: 00061365), who retires by rotation and being eligible offers himself for re-appointment:

(i) Voted in **favour** of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
59	4711366	99.998

(ii) Voted **against** the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
1	100	0.002

(iii) **Invalid** Votes:

Number of members voted through remote e-voting, & Polling Paper	Number of votes cast by them
3	526

Resolution No. 3: Ordinary Resolution

Appointment of M/s. VNR Associates, Chartered Accountants as Statutory auditors of the Company

(i) Voted in **favour** of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
59	4711366	99.998

(ii) Voted **against** the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
1	100	0.002

(iii) **Invalid** Votes:

Number of members voted through remote e-voting, & Polling Paper	Number of votes cast by them
3	526

Resolution No. 4 : Special Resolution

Adoption of new set of Articles of Association of the Company containing Articles in conformity with the Companies Act, 2013:

Voted in **favour** of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
59	4711366	99.998

(i) Voted **against** the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
1	100	0.002

(ii) **Invalid** Votes:

Number of members voted through remote e-voting, & Polling Paper	Number of votes cast by them
3	526

Resolution No. 5 : Ordinary Resolution

Re-appointment of Mr Aneesh Mittal (DIN: 00061365) as Whole time Director:

(i) Voted in **favour** of the Resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
59	4711366	99.998

(ii) Voted **against** the resolution:

Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast
1	100	0.002

(iii) **Invalid** Votes:

Number of members voted through remote e-voting, & Polling Paper	Number of votes cast by them
3	526

RESULT:

As a small number of votes were cast against the resolutions, we report that the Resolution No's 1-5 as set out in the notice of 28th Annual General Meeting of the Company have been passed by majority.

The electronic data relating to remote e-voting, Polling Papers, received and all other relevant documents are safe under my custody and will be handed over to the Chairman of the Company for preserving safely after the chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking You

Yours Faithfully

R. RAMAKRISHNA GUPTA
R&A Associates,
Company Secretaries
FCS No: 6696
Place : Hyderabad
Date : 01-10-2015