The Silent Performer

XL ENERGY LTD.

13th June, 2018

To The Vice President, Listing Department, National Stock Exchange of India Ltd. Plot No. C-1, G- Block, Bandra-Kurla Complex, Bandra(E), Mumbai -400051. NSE Symbol: XLENERGY	The General Manager, Listing Department, BSE Limited, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001. Scrip Code: 532788.

Dear Sir,

SUB: Disclosure under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Pursuant to Regulations 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Board approved Audited financial results of the Company along with the Audit Report certified by the Statutory Auditors for the quarter and financial year ended 31st March, 2018 at the Board Meeting held on 13th June, 2018.

This is for your information and record. Kindly acknowledge receipt.

Thanking you,

Yours sincerely,

For XL Energy Limited

Bhargavi. M
Company Secretary.

XL ENERGY LIMITED

XL ENERGY LIMITED
CIN No. : L31300TG1985PLC005844
H/No. 19-66/11/D-4, Laxmipuram Colony, Opp. Dr. A.S.Rao Nagar,
ECIL, Kapra, Medchal Malkajgiri Hyderabad - 500 062. (T.S.)
Visit us at : www.xlenergy.co, E-mail : info@xlenergy.co,
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V N R ASSOCIATES
Chartered Accountants

Gr. floor, H.no. MIGH-358, APHB,
Balaji Nagar, Kukatpally,
Hyderabad – 500 072.
Cell: 9849577090; 7093292007
Email: vnrao _ca @ yahoo.com (and)
vnrao.ca@gmail.com

Dt.13.06.2018

Auditor's Report on Quarterly Financial Results and Year to Date Financial Results of M/s XL Energy Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015.

To
The Board of Directors of M/s XL Energy Limited

We have audited the quarterly financial results of XL Energy Limited ('the Company') for the quarter ended 31st March, 2018 and the year to date financial results for the period from 1st April, 2017 to 31st March, 2018 attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015. This statement, which is the responsibility of the Company's management and approved by the Board of Directors has been complied from the related Ind AS Financial statements which have been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the statement based on our audit of such financial statements.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our qualified opinion.

Qualified opinion / Adverse observation:

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 4 to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to continue as a going concern and, therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business. The financial statements (and notes thereto) do not disclose this fact. However, Management's plans in regard to continuing operations are mentioned.

We draw attention to the following matters in the Notes to the financial statements:

The balances appearing under Non-current liabilities, borrowings, trade payables, other current liabilities, loans and advances, CWIP advances, trade receivables are subject to confirmation and / or reconciliation if any. At this point of time, the quantification of its effect on the balance sheet is not ascertained and quantified.

We refer to the notes relating to negative Ind AS adjustments mentioned in the notes to the attached statement relating non-current Investments, Advances and Inventories. These are of retrospective nature and has a material effect on the information in the balance sheet at the beginning of the preceding period.



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Chartered Accountants

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vnrao.ca@gmail.com

In our opinion with the exception of the matter described in the preceding paragraph, and to the best of our information and according to the explanations given to us, the aforesaid the aforesaid financial statements quarterly financial results as well as the year to date financial results subject to adverse observation as above:

(i) Are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and

(ii) give a true and fair view of the net loss and other financial information for the quarter ended 31st March, 2018 as well as the year to date financial results for the period from 1st April, 2017 to 31st March, 2018.

For V N R ASSOCIATES
CHARTERED ACCOUNTANTS
V.N.RAO, F.C.A.,
(M. No.18492) PROPRIETOR
dt.13.06.18. Partner

V.N.R ASSOCIATES * Hyderabad Firm Regn.No. 004478S * CHARTERED ACCOUNTANTS

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XL ENERGY LTD.

XL ENERGY LIMITED

Statement of Audited Financial Results for the Quarter and Year Ended 31st March, 2018

(Rs in Lakhs)

Sl. No.	Particulars	Quarter Ended			Year Ended	
		31.03.2018 (Audited)	31.12.2017 (Unaudited)	31.03.2017 (Audited)	31.03.2018 (Audited)	31.03.2017 (Audited)
1	Revenue from Operations	7.11	24.33	78.96	42.84	106.31
2	Other Income	38.85	-	5.20	38.85	7.97
3	**Total Income (1+2)**	**45.96**	**24.33**	**84.16**	**81.69**	**114.28**
4	Expenses	-				
	(i) Cost of materials consumed	4.64	21.90	111.72	37.37	111.72
	(ii) Employee Benefits Expense	7.41	4.69	5.94	23.36	19.38
	(iii) Finance Cost	-	-	0.06	3.51	1.80
	(iv) Depreciation and Amortisation Expense	1.98	1.98	7.70	7.92	30.80
	(v) Other Expenses	98.96	20.49	94.40	168.17	153.29
	Total Expenses	**112.99**	**49.06**	**219.82**	**240.33**	**316.99**
5	Profit / Loss before Exceptional Items and Tax (3-4)	-67.03	-24.73	-135.66	-158.63	-202.71
6	Exceptional Items	2.31	0.00	72.95	2.31	72.95
7	Profit / Loss before Tax (5-6)	-69.34	-24.73	-208.61	-160.94	-275.66
8	Tax Expense	-				
	(i) Current Tax	-	-	-	-	-
	(ii) Deferred Tax	-	-	-	-	-
9	Net Profit / Loss after Tax (7-8)	**-69.34**	**-24.73**	**-208.61**	**-160.94**	**-275.66**
10	Other Comprehensive Income	-	-	-	-	-
11	Total Comprehensive Income for the period	**-69.34**	**-24.73**	**-208.61**	**-160.94**	**-275.66**
12	Paid up Capital					
	(i) Equity Share Capital (Face value of Rs 10/- per share)	2277.44	2277.44	2277.44	2277.44	2277.44
	(ii) Preference Share Capital (Face value of Rs 10/- per share)	10378.04	10378.04	10378.04	10378.04	10378.04
13	Earnings per Equity Share					
	(i) Basic	-0.30	-0.11	-0.92	-0.71	-1.21
	(ii)Diluted	-0.30	-0.11	-0.92	-0.71	-1.21

M/s N.R. ASSOCIATES CHARTERED ACCOUNTANTS Hyderabad Firm Regn.No. 004465S

For XL Energy Limited

Dinesh Kumar
Managing Director

XL ENERGY LIMITED HYDERABAD

Place: Hyderabad
Date: 13.06.2018

XL ENERGY LIMITED

CIN No. : L31300TG1985PLC005844

H/No. 19-66/11/D-4, Laxmipuram Colony, Opp. Dr. A.S.Rao Nagar,
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XL ENERGY LIMITED

Statement of Assets and Laibilities as at 31st March, 2018

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XL ENERGY LTD.

(₹ in Lakhs)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
ASSETS			
Non current assets			
(a) Property, Plant and Equipment	7,595.80	8,466.45	8,502.51
(b) Capital work-in-progress	19,395.03	19,506.31	19,505.36
(c) Financial Assets			
(i) Non current investments	297.40	297.40	370.35
(ii) Trade Receivables	-	-	-
(iii) Loans	-	-	-
(d) Deferred tax assets (net)	-	-	-
(e) Other non current assets	17,082.60	17,241.22	17,697.64
(A)	**44,370.83**	**45,511.38**	**46,075.86**
Current assets			
(a) Inventories	933.38	1,410.36	1,522.08
(b) Financial Assets			
(i) Current investments	-	-	-
(ii) Trade receivables	15,349.79	15,558.44	15,650.14
(iii) Cash and cash equivalents	0.31	1.81	6.95
(iv) Loans & Deposits	11.01	37.55	37.32
(c) Other current assets	-	-	2.74
(B)	**16,294.50**	**17,008.17**	**17,219.24**
TOTAL (A+B)	**60,665.33**	**62,519.55**	**63,295.10**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	2,277.44	2,277.44	2,277.44
(b) Preference Share Capital	10,378.04	10,378.04	10,378.04
(c) Other Equity	-37,610.77	-37,449.82	-37,174.16
(A)	**-24,955.29**	**-24,794.34**	**-24,518.68**
Non- current liabilities			
(a) Financial Liabilities			
(i) Long term borrowings	-	-	-
(ii) Non Current Trade Payable	391.54	391.54	391.54
(iii) Other financial liabilities	1,901.99	1,901.99	1,901.99
(b) Provisions	-	-	-
(c) Other non-current liabilities	3,125.04	3,125.04	3,127.54
(B)	**5,418.57**	**5,418.57**	**5,421.07**
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	79,868.81	81,449.58	81,808.58
(ii) Trade Payables	170.29	214.14	246.88
(iii) Other financial liabilities	-	-	-
(b) Other current liabilities	137.94	206.18	310.20
(c) Provisions	25.03	25.42	27.06
(C)	**80,202.06**	**81,895.32**	**82,392.72**
TOTAL (A+B+C)	**60,665.34**	**62,519.55**	**63,295.10**

Statement referred to our report of even date

For M N R ASSOCIATES
Chartered Accountants
Firm Reg. No. 004[illegible]S

XL ENERGY LIMITED

CIN No. : L31300TG1985PLC005844

H/No. 19-66/11/D-4, Laxmipuram Colony, Opp. Dr. A.S.Rao Nagar,
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For XL Energy Limited

Dinesh Kumar
Managing Director

XL ENERGY LIMITED HYDERABAD

Place: Hyderabad
Date: 13.06.2018

NOTES:

1. The above audited financial results for the quarter and year ended 31st March, 2018, which were earlier reviewed by the Audit Committee, have been approved by the Board of Directors at their meeting held on 13th June, 2018.

2. The Company has adopted Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder. The results for the previous year ended 31st March, 2017 have been restated to comply with Ind AS to make them comparable. The results for the quarter ended 31st March, 2018 and 31st March, 2017 are the balancing figures between the audited figures in respect of the full financial year ended 31st March, 2018 and 31st March, 2017 and the year to date figures upto the third quarter of the current financial year and previous financial year which were subject to limited review.

3. Reconciliations of Other Equity, Statement of Net Profit / Loss and other Comprehensive Income on account of transition from the previous GAAP to Ind AS are as under:

(A) Reconciliation Statement of Profit and Loss and Other Comprehensive income:

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2017
Net Profit / Loss for the period (as per previous GAAP)	-202.71
Add/less: Impact of measurement of financial instruments at fair value	-72.95
Net Profit / Loss as per Ind AS	-275.66
Other Comprehensive Income (Net of Tax)	-
Total Comprehensive Income/ Loss under Ind AS	-275.66

(B) Reconciliation of Other Equity as reported in Indian GAAP to Ind AS is as under:

(₹ in Lakhs)

	Particulars	As at 31st March, 2017
1	Other Equity as per previous GAAP	-11580.47
2	Adjustment on fair valuation of financial assets	-2350.80
	Valuation of Inventories held as at 01.04.2016 as per Ind AS	-6196.36
	Deferred Tax Asset (unrealisable)	-16976.68
	Advances to Saptashva Solar SRL, Italy written off	-345.55

XL ENERGY LIMITED

	Total (2)	-25869.39
3	Other Equity Share as per Ind AS (1+2)	-37449.82
4	Preference Share Capital	10378.04
5	Equity Share Capital	2277.44
6	Total Equity as at the year end (4+5)	-24794.34

4. The Statutory Auditors have expressed qualified opinion in theirreport for the quarter and year ended 31st March, 2018 stating that the accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to continue as a going concern and, therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business. With the adoption of Ind AS, the Net Worth of the Company has turned negative. Some of the Lender Bankers who are part of the secured creditors of the Company have assigned their secured debt in the Company in favour of Invent Assets Securitisation and Reconstruction Private Limited, an Asset Reconstruction Company (ARC) and JM Financial Asset Reconstruction Company (ARC). The banks led by Invent ARC has since, initiated steps for the realization of the debt assigned to it by way of auction/sale of identified Secured Assets. In such process, the Company's Cherlapally Unit and Shed No. 30 at Mallapur Unit have been sold away by way of auction by Invent ARC in May 2017.

   As informed in the previous financial year that the company is working with an MNC for takeover of the Fabcity Project, which is a Photovoltaic Cell and Module Manufacturing Plant based at Fabcity, Hyderabad, the negotiations with the MNC have come to a final stage. This asset is a critical one required for the continuance of Solar power business and revival of the company. There is a lot of genuine interest shown by the investors to possess and develop solar power manufacturing facility within the country in view of the drive for Green energy and the fallout of the Global need for controlling global warming.

5. Deferred Tax Assets which was created during the Financial Years 2009-10 to 2012-13 aggregating to ₹16,976.68 lakhs has been written off as on the date of transition due to application of Ind AS on the basis of valuation of Assets on its realisibility. This Tax Asset is valued at Nil because the company's productive assets have been taken over by the banks / ARC and are in the process of being sold off. The Company's business in terms of production have totally stalled and taking into consideration the balance of period available for utilization of this Deferred tax Asset, there does not seem any possibility of any profitability in the next two years to utilize this tax asset.

6. Impairment to the investment in the foreign subsidiary has been adjusted to the accounts as on the date of transition and year ending 31st March, 2017 (refer Note 3(a) of above) complying with Ind AS requirements.

7. The financial statements of foreign subsidiary and the Indian Joint Venture Company have not been consolidated with the financial statements of the Company for the year ended 31st

V N R ASSOCIATES Firm Reg. No. 004478S CHARTERED ACCOUNTANTS

XL ENERGY LIMITED HYDERABAD

XL ENERGY LIMITED

March, 2018 as the Net worth of both the subsidiary and joint venture have become negative and there are no operations carried out.

7. Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses. An amount of ₹19367.07 Lakhs in CWIP is the amount which is invested in the Fabcity Project. It is a project initiated by the company in 2008-09 for the setup-up of automatic Solar Photovoltaic Cell manufacturing unit along with semi-automatic Module manufacturing unit. All the equipments envisaged under Fabcity project have been imported and the project executed to the extent of about 75%. The module line which is one part of the fabcity project has since been implemented and commercial operations commenced way back in 2012. However, Since the banks have attached the Property and some of the banks have assigned the Assets to the ARC, there is no further investment by the company to complete the Plant.

   Adjustments have been made to the CWIP to the extent of ₹ 4696.82 Lakhs due to transition to Ind AS, Advances paid for items of Machinery / Material received at the Project Site but not accounted earlier have been included in the CWIP value as on transition date. Borrowing cost attributable to the Loans taken for the Project included in the years prior to the date of transition but not paid have been reversed since the project is suspended.

8. The company has disposed off or charged off to the profit & loss account most of the stock which was obsolete / dead over the years. All other stock which is usable and has shelf life have been valued on the basis of net realizable value or cost whichever is lower. The stock of PV solar material which is non-recoverable and under litigation prior to the transition date has been written off as on the transition date.

9. Advances were provided to the stepdown subsidiary Saptashva Solar SRL, Italy in the year 2009-10 to an extent of ₹ 345.55 lakhs for expenses and primarily for acquisition of licenses for set up solar power plants in Italy have been written off.

10. Previous period figures have been regrouped/reclassified wherever necessary.

V N R ASSOCIATES
Hyderabad
Firm Regn. No. 004478S
CHARTERED ACCOUNTANTS

Place: Hyderabad
Date: 13.06.2018

For XL Energy Limited

Dinesh Kumar
Managing Director

XL ENERGY LIMITED HYDERABAD

XL ENERGY LIMITED

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - *(₹ in Lakhs)*

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2018				
I	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	81.69	81.69
	2.	Total Expenditure	240.33	240.33
	3.	Net Profit/(Loss)	(160.94)	(160.94)
	4.	Earnings Per Share	(0.71)	(0.71)
	5.	Total Assets	60,665.34	Unable to quantify
	6.	Total Liabilities	85,620.63	Unable to quantify
	7.	Net Worth	(24,955.29)	Unable to quantify
	8.	Any other financial item(s) (as felt appropriate by the Management)	NIL	NIL
II	Audit Qualification (each audit qualification separately):			
	a. **Details of Audit Qualification:** (i) The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 4 to the financial statements, the Company has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to continue as a going concern and, therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business. The financial statements (and notes thereto) do not disclose this fact. Management's plans in regard to continuing operations are mentioned. (ii) An emphasis on The balances appearing under Non-current liabilities, borrowings, trade payables, other current liabilities, loans and advances, CWIP advances, trade receivables are subject to confirmation and / or reconciliation if any. At this point of time, the quantification of its effect on the balance sheet is not ascertained and quantified. (iii) The balances appearing under Non-current liabilities, borrowings, trade payables, other current liabilities, loans and advances, CWIP advances, trade receivables are subject to confirmation and / or reconciliation if any. At this point of time, the quantification of its effect on the balance sheet is not ascertained and quantified.		
	b. **Type of Audit Qualification :** Adverse Observation			
	c. **Frequency of qualification:** Repetitive			
	d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** Not Applicable			
	e. **For Audit Qualification(s) where the impact is not quantified by the auditor:** (i) Management's estimation on the impact of audit qualification: Unable to quantify.			

XL ENERGY LIMITED
Firm Reg. No. 004478S CHARTERED ACCOUNTANTS
XL ENERGY LIMITED HYDERABAD

	(ii) If management is unable to estimate the impact, reasons for the same: **Reason:** 1. With the adoption of Ind AS, the Net Worth of the Company has turned negative. Some of the Lender Bankers who are part of the secured creditors of the Company have assigned their secured debt in the Company in favour of Invent Assets Securitisation and Reconstruction Private Limited, an Asset Reconstruction Company (ARC) and JM Financial Asset Reconstruction Company (ARC). The banks led by Invent ARC has since, initiated steps for the realization of the debt assigned to it by way of auction/sale of identified Secured Assets. In such process, the Company's Cherlapally Unit and Shed No. 30 at Mallapur Unit have been sold away by way of auction by Invent ARC in May 2017. As informed in the previous financial year that the company is working with an MNC for takeover of the Fabcity Project, which is a Photovoltaic Cell and Module Manufacturing Plant based at Fabcity, Hyderabad, the negotiations with the MNC have come to a final stage. This asset is a critical one required for the continuance of Solar power business and revival of the company. There is a lot of genuine interest shown by the investors to possess and develop solar power manufacturing facility within the country in view of the drive for Green energy and the fallout of the Global need for controlling global warming. 2. Deferred Tax Assets, Inventories, CWIP and Advances for expenses have been written off as explained in the notes to accounts.
	(iii) Auditors' Comments on (i) or (ii) above: NIL
III	**Signatories**
	• **Managing Director**
	• **CFO**
	• **Audit Committee Chairman**
	• **Statutory Auditor**
	Place: Hyderabad
	Date: 13.06.2018

XL ENERGY LIMITED