The Silent Performer

XL ENERGY LTD.

04th September, 2017

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/Madam,

SUB: Notice of the 30th Annual General Meeting and E-voting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements Regulations) 2015 and Section 96 and other applicable provisions of the Companies Act, 2013, we wish to inform you that the 30th Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, the 27th day of September, 2017 at 9.30 AM at the premises of the Company's plant at Shed No. 31 & 32, IDA, Mallapur, Hyderabad – 500076.

We further inform you that pursuant to the provisions of Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to the members to vote electronically (E-Voting) on the resolutions setforth in the Notice of the AGM, wherein, the remote e-voting will commence on Saturday, the 23rd September, 2017 from 9:00 a.m. and will end on Tuesday, the 26th September, 2017 at 5:00 p.m. and e-voting will not be allowed beyond the said date and time. The cut-off date for the purpose of determining the members eligible for remote e-voting is fixed as on 20th September, 2017.

Notice of the 30th Annual General Meeting along with attendance slip and proxy form is being enclosed herewith for your record.

Thanking you,

Yours truly,
For XL Energy Limited

Bhargavi M
Company Secretary.

XL ENERGY LIMITED

N O T I C E

Notice is hereby given that the 30th Annual General Meeting of the members of M/s **XL ENERGY LIMITED** will be held on Wednesday, the 27th September, 2017 at 9.30 A.M at the premises of the Company's Plant at Shed No.31 & 32, IDA, Mallapur, Hyderabad - 500076 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors' and Auditors' thereon.

2. To appoint a Director in place of Mrs Ritu Lal Kumar, Director (DIN: 00055638**)**, who retires by rotation and being eligible offers herself for re-appointment.

3. Ratification of appointment of Auditors:

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s V N R Associates, Chartered Accountants (Firm Registration No. 004478S) as auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the next AGM of the Company to be held in the year 2018 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

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

To consider and it thought fit to pass, with or without modification (s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in supersession to the earlier resolution(s) passed in this regard and in pursuance to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013(Act) including any statutory modification or re-enactment thereof for the time being in force, consent of the members of the Company be and is hereby accorded for re-appointment of Mr Aneesh Mittal (DIN: 00061365) as Whole Time Director of the Company for a period of one year with effect from 26th October, 2017 i.e. 26.10.2017 to 25.10.2018 without remuneration.

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized with requiring the approval of members, to alter or vary the terms and conditions of the said appointment, remuneration so as not to exceed the limits specified in Schedule V or other relevant provisions of the Companies Act, 2013 or any other amendments thereto, as may be agreed to between the Board and Mr. Aneesh Mittal."

For and on behalf of the Board of Directors of XL Energy Limited

Sd/-
Dinesh Kumar
Managing Director
(DIN: 00054833)

Place: Secunderabad
Date: 16.08.2017

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and a proxy need not be a member of the company. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty eight hours before the commencement of the Meeting.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.

3. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 which sets out the details relating to Special Business at the meeting, is annexed hereto in respect of business set out under Item No.4.

4. The Register of Members and Share Transfer Books of the Company will remain closed from **20.09.2017 to 27.09.2017** (both days inclusive) for the purpose of the Meeting.

5. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

6. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.

7. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses and their email IDs to their Depository Participants. The Members are aware that the Company's shares are tradable compulsorily in electronic form and your Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). In view of the numerous advantages offered by the depository system, the Members are requested to avail the

facility of Dematerialization of the Company's shares on NSDL & CDSL. The ISIN allotted to the Company's Equity shares is INE 183H01011.

8. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the Board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.

9. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website www.xlenergy.co for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at C2, Pooja Plaza, Vikrampuri, Secunderabad – 500009, for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same by post at free of cost.

10. The remote e-voting period commences vide **EVSN No. 170902007 on 23rd September, 2017 at 9.00 A.M and ends on 26th September, 2017 at 5.00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on cut -off date (record date) i.e. 20th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter**.**

11. The voting rights of the shareholders shall be in proportion to their shares of the paid-up share capital of the Company as on the cut -off date.

12. Mr Ramakrishna Gupta, R & Associates, Practicing Company Secretaries, have been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.

13. Members are requested to read the instructions given below:

(a) The E-Voting facility is available at the link:

EVSN (E – Voting Sequence Number)	Commencement of E-Voting	End of E-Voting
170902007	**23.09.2017**	**26.09.2017**

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders" tab to cast your votes.

(iii) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000100 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the relevant EVSN i.e. **170902007** for the relevant < XL ENERGY LIMITED > on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option

YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) **Note for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

14. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

15. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. All documents referred to in the accompanying

Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 10.00 am to 12.00 noon on all working days upto and including the date of the AGM.

16. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

17. Additional information on Directors being re-appointed as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2]

Particulars		
Name of the Directors	**Mrs Ritu Lal Kumar**	**Mr. Aneesh Mittal**
Director Identification Number (DIN)	00055638	00061365
Date of Birth	08.11.1965	05.05.1962
Age	51 Years	55 Years
Date of Appointment	21.09.2002	15.12.1998
Qualification	Bachelor of Commerce	Bachelor of Commerce
Experience	20 Years	26 Years
Terms and conditions of re-appointment	Retiring by rotation and eligible for re-appointment from the conclusion this AGM till the conclusion of the next AGM.	Re-appointment as Whole time Director for a period of one year w.e.f. 26.10.2017.
Number of Meetings of the Board attended during the year	04	05
Specific Functional areas	Finance and Accounts	General Management
Directorships in other Listed/public/private Companies	None	None
Membership/chairmanship of Committees of the other Boards	NIL	NIL
No of Shares held in the Company	-	30000
Inter- se Relationship between the Board Members/Manager/ KMP	Spouse of Managing Director	Not Related

Explanatory Statement

(**Pursuant to section 102 of the Companies Act, 2013)**

As required under section 102 of the Companies Act, 2013(Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No.4 of the accompanying Notice:

Item # 4: Re-appointment of Mr. Aneesh Mittal (DIN: 00061365), Whole Time Director

Mr.Aneesh Mittal, aged 55 years is the Whole-time Director of the company and by qualification is a B.com Graduate. He has over 26 years of experience in the field of General Management. He has been rendering valuable services from the inception of the Company in production and factory management successfully with great dedication and commitment. Mr Aneesh Mittal has been firstly appointed on the Board of the Company on 15th December, 1998. The existing tenure of Mr Aneesh Mittal (DIN: 00061365) as Whole Time Director expires on 25th October, 2017. Keeping in view of his vast experience in General management and production areas, the Board, at its meeting held on 16th August, 2017 proposed to re-appoint him for a further period of one year with effect from 26th October, 2017 i.e. 26.10.2017 to 25.10.2018 without any remuneration.

Mr Aneesh Mittal holds 30,000 Equity Shares in the Company which constitutes 0.13% of the Equity Capital. He is not related to any other directors, manager and other Key Managerial Personnel as defined under 2(77) of the Companies Act, 2013. He has attended all the five meetings of the Board held during the financial year and does not hold any other Directorships, Membership / Chairmanship of Committees of other Boards.

The Board of Directors recommends the Ordinary Resolution for your approval.

None of the Directors' or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

For and on behalf of the Board of Directors of XL Energy Limited

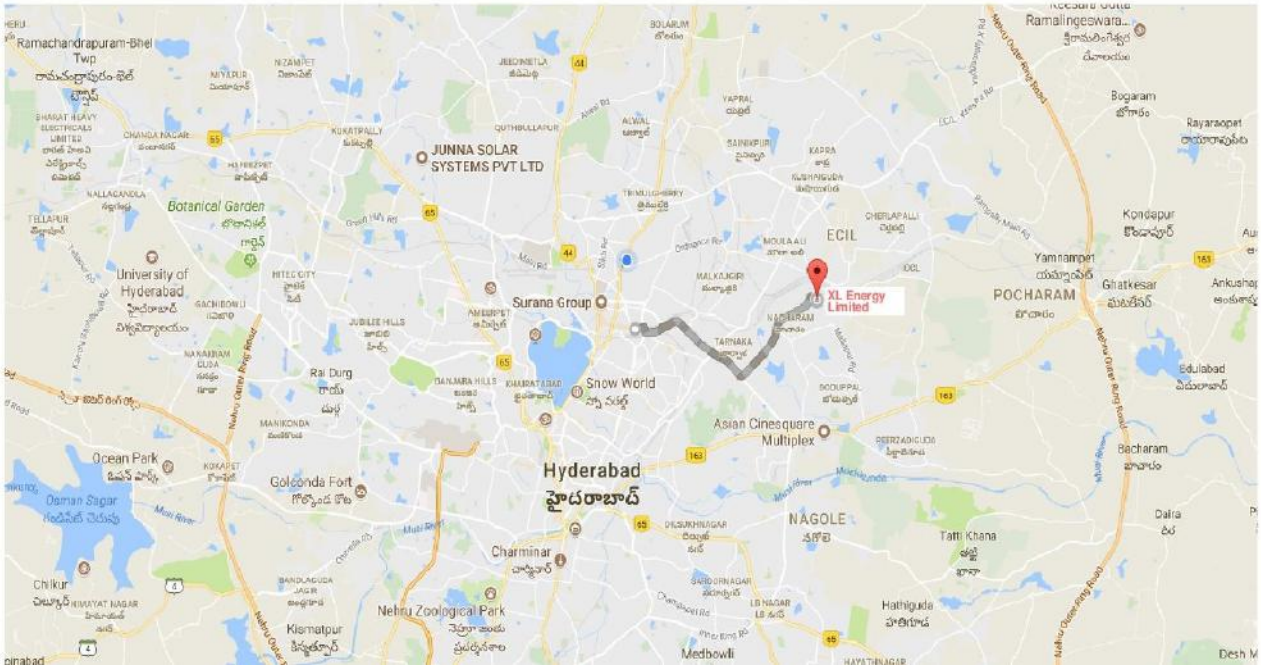
Sd/-
Dinesh Kumar
Managing Director
(DIN: 00054833)

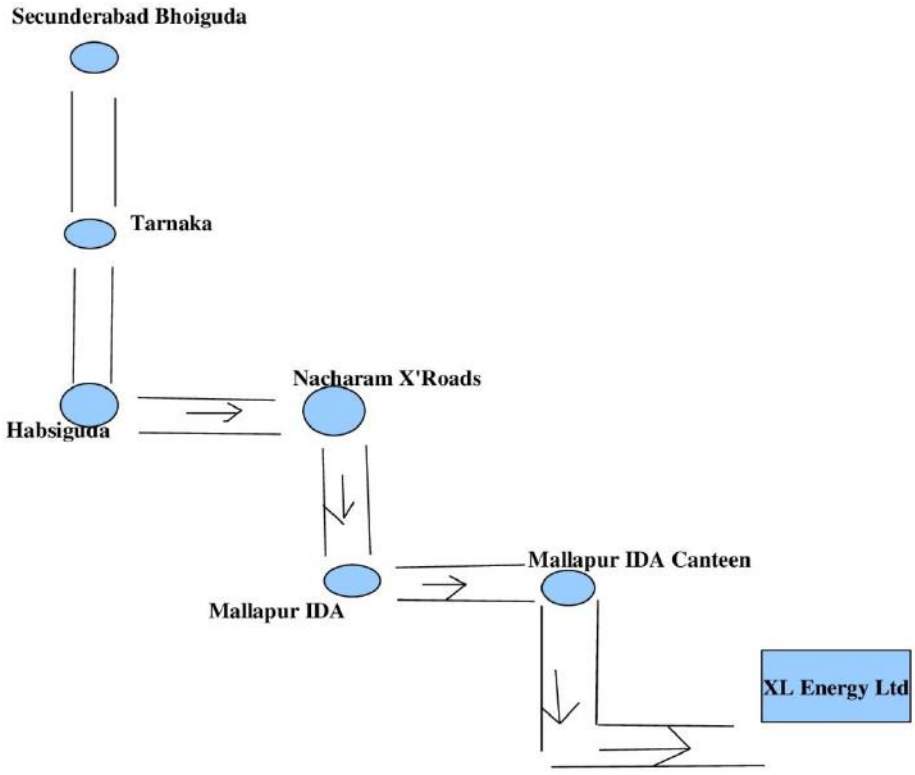
Place: Secunderabad
Date: 16.08.2017

Route Map to AGM Venue

XL Energy Limited

XL Energy Limited
AGM Venue
Shed No. 31 & 32, IDA, Mallapur, Hyderabad - 50076.





XL ENERGY LIMTIED
Regd. Office: C2, Pooja Plaza, Vikrampuri, Secunderabad – 500 009
CIN: L31300TG1985PLC005844
Ph: +91 40 27883333 Fax: +91 40 27883344
Website: www.xlenergy.co, Email: info@xlenergy.co

ATTENDANCE SLIP

Regd. Folio No……. DP ID …… Client ID ……..

I certify that I am a Registered Shareholder / Proxy for the Registered Shareholder of the company,
I hereby record my presence in the Thirtieth Annual General Meeting of the Company to be held on Wednesday, the 27th day of September, 2017 at 9.30 A.M. at Premises of the Company's Plant at Shed No.31&32, IDA, Mallapur, Hyderabad - 500076 and at any adjournment thereof.

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Member's / Proxy's Name (in Block Letters) Member's / Proxy's Name Signature

Note: Please fill in this attendance slip and hand it over at the entrance of the Hall.

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PROXY FORM
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014*]*

CIN: L31300TG1985PLC005844
Name of the Company: XL Energy Limited
Registered Office: C2, Pooja Plaza, Vikrampuri, Secunderabad – 500 009.
Website: www.xlenergy.co, Email: info@xlenergy.co

Name of the member (s) : Registered address : E-mail Id: Folio No/ Client Id : DP ID :

I/We, being the member (s) of ……..…… shares of the above named company, hereby appoint

1. Name: …… Address: ……..
E-mail Id……Signature:……..or failing him
2.Name:…… Address:…….
E-mail Id: ……..Signature……or failing him
3.Name:……Address:……..
E-mail ID: ……..... Signature:…… or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirtieth Annual General Meeting of the company, to be held on Wednesday, the 27th day of September, 2017 at 9.30 A.M. at the Premises of the Company's Plant at Shed No.31&32, IDA, Mallapur, Hyderabad - 500076 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. and Matter of Resolution		**For**	**Against**
1.	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2017, together with reports of the Board of Directors' and Auditors' thereon		
2.	To appoint a Director in place of Mrs Ritu Lal Kumar (DIN: 00055638), who retires by rotation and being eligible offers herself for re-appointment		
3.	To ratify appointment of auditors		
Special Business			
4.	To re-appoint Mr Aneesh Mittal as Whole time Director (DIN:00061365)		

Signed this…… day of…… 2017

Affix Revenue Stamp Stamp

Signature of Shareholder **Signature of Proxy holder(s)**

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours of the commencement of the Meeting.