The Silent Performer

XL ENERGY LTD.

29th September, 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 / Madam,

SUB: Disclosure of Voting results of the 31st Annual General Meeting of the Company held on 29th September, 2018 pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is with reference to the mentioned subject, pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are herewith the submitting the voting results of the business transacted at the 31st Annual General Meeting of the Company held on 29th September, 2018.

We are further enclosing the Consolidated Report of the Scrutinizer on E-voting and physical voting by way of ballot (poll) at the Annual General Meeting.

You are requested to take the same on record.

Thanking you.

Yours truly,
For XL Energy Limited,

XL ENERGY LIMITED ★HYDERABAD★

Bhargavi M
Company Secretary

XL ENERGY LIMITED

Hyderabad I Gurgaon I Chennai I Mumbai

R & A Associates
T 202, Technopolis, 1-10-74/B
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Report of Scrutinizer(s)

(Pursuant to Securities Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

To
The Chairman,
XL ENERGY LIMITED,
H. No. 19-66/11/D-4, Laxmipuram Colony,
Opp: Dr A S Rao Nagar,
ECIL, Kapra, Medchal
Malkajgiri, Hyderabad - 500062.

Dear Sir,

Sub: Consolidated Scrutinizer's Report of 31st Annual General Meeting of XL Energy Limited

I, R. Ramakrishna Gupta, Practicing Company Secretary (FCS Membership No. 5523), Senior Partner at M/s. R&A Associates, Company Secretaries, Hyderabad had been appointed as the Scrutinizer by the Board of Directors of the **XL Energy Limited for** 31st Annual General Meeting of XL Energy Limited, ("Company") held on Saturday, 29th day of September, 2018 at 09.30 A.M at premises of the Company's Plant at Shed No. 31 & 32, IDA, Mallapur, Hyderabad - 500076, Telangana, India 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 at 31st Annual General Meeting ("Meeting") of Company.

I, hereby report that:

- The Company has completed the dispatch of Notice(s) dated 14th August, 2018 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 i.e., 22nd September 2018, were entitled to vote on the resolutions as contained in the notice of the 31st Annual General Meeting of the Company.

R&A ASSOCIATES ★ Hyd-16 ★ Company Secretaries

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- The Company had availed the services offered by Central Depository Services (India) Limited for providing facility of remote e-voting to the Shareholders of the Company.

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

- Remote e-voting platform commenced on **Tuesday, 25th September, 2018 at 09.00 A.M and closed on Friday, 28th September, 2018 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, Mr. Mohit Agarwal & Mr. Ankush Lahoti, 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.

- After the end of discussions at the meeting, the chairman allowed the voting through polling papers for the shareholders who had attended the meeting and have not cast their vote earlier through remote e- voting.

- The empty polling box was locked by me in the presence of members and proxies at the meeting and after the end of voting through polling paper, the ballot boxes were subsequently opened in the presence of two witnesses.

- I have scrutinized and reviewed the data pertaining to remote e-voting downloaded from the CDSL E- voting platform. The Polling Papers received during the Annual General Meeting of the Company were reconciled and scrutinized with the records maintained by Bigshare Services Private Limited (Registrar and Share Transfer agents).

- After the conclusion of the Annual General Meeting, the report on voting done at the Meeting and remote e voting was generated in my presence and the voting was diligently scrutinized.

- 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 Notice of 31st Annual General Meeting of the Company.

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No. of Share Holders present in the meeting either in person or through proxy:	Present in Person	Present Through Proxy
- Promoters and Promoter Group	5	2
- Public	46	0
TOTAL	51	2
No. of Members casted votes through remote e-voting	27	
Votes casted through remote e-voting	1388213	
No. of Members casted votes through Polling Paper	39	
Votes casted through Polling Paper	3711222	
Total Number of Members whose votes were declared invalid	6	
Total No. of Invalid Votes by them	908	

Resolution No.1: Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors' and Auditors' thereon.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
58	5098277	99.995

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	250	0.005

(iii) ***Invalid*** Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	908

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Resolution No.2: Ordinary Resolution:

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

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
57	5097973	99.989

(ii) Voted *against* theresolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	554	0.011

(iii) *Invalid* Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	908

Resolution No.3: Ordinary Resolution:

Appointment of Statutory Auditors:

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
58	5098277	99.995

(ii) Voted *against* theresolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	250	0.005

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(iii) *Invalid* Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	908

Resolution No.4: Ordinary Resolution:

Re-appointment of Mr. Dinesh Kumar (DIN: 00054833) as Managing Director.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
58	5098277	99.995

(ii) Voted *against* theresolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	250	0.005

(iii) *Invalid*Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	908

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	Number of votes cast by them	% of total number of valid votes cast
57	5097973	99.989

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(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	554	0.011

(iii) *Invalid* Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	908

RESULT:

After considering the above, we report that the resolution no's 01-05 as set in the notice of 31st Annual General Meeting have been passed with majority.

The electronic data pertaining to remote e-voting, polling papers 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 GeneralMeeting.

Thanking you

Yours faithfully,
For R & A Associates
Company Secretaries

R & A ASSOCIATES Hyd-16 Company Secretaries

XL ENERGY LIMITED HYDERABAD

(RAMAKRISHNA GUPTA RACHARLA)
Practicing Company Secretary
CP No: 6696
FCS No: 5523

Place: Hyderabad
Date: 29thSeptember, 2018