XL ENERGY LTD.

XL ENERGY LIMTED

C2, Pooja Plaza, Vikrampuri, Secunderabad- 500009

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of **M/S XL Energy Limited** will be held on Friday, the 31st January, 2014 at 11.30 A.M. at the Premises of the Company's Plant at Plot No. 198/A, I.D.A., Cherlapally, Hyderabad – 500051 to transact the following business:

Special Business:

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

"**RESOLVED THAT** pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. V N R Associates, Chartered Accountants (Firm Registration No. 004478S) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Satyanarayana & Co., Chartered Accountants."

"**RESOLVED FURTHER THAT** M/s. V N R Associates, Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company from this Extra-Ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting, and that they shall, inter alia, conduct the Statutory Audit for the financial year ended 31st March, 2014."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to fix the remuneration of Auditors for the aforesaid period."

By and on behalf of the Board of Directors
For XL ENERGY LIMITED

Sd/-
Dinesh Kumar
Managing Director

Place: Secunderabad
Date: 31.12.2013

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**

2. Members who hold shares in dematerialised form are requested to bring their **CLIENT ID AND DP ID** numbers for easy identification of attendance at the meeting.

3. Members holding shares in dematerialised form are also requested to intimate any change in their address, bank details etc. to their respective DPs and those holding shares in physical form are requested to intimate the above said changes to the Registrar & Share Transfer Agent of the Company.

4. Explanatory Statement as required under the provisions of Section 102 of the Companies Act, 2013 is annexed herewith.

5. Members, who wish to obtain all the Notices, Annual Reports and other communications from the Company on e-mail, are requested to update their e-mail id's in their Depository Account. Shareholders holding shares in Physical form, and wish to avail of the above information on e-mail, can send their request to the Company, with the details of their e-mail id's.

EXPLANATORY STATEMENT AS REQUIRED UNDER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1 :

M/s. Satyanarayana & Co, Chartered Accountants, have resigned as the Statutory Auditors of the Company on 30th December, 2013, vide their letter dated 30th December, 2013. The Board has proposed that M/s. V N R Associates, Chartered Accountants (Firm Registration No. 004478S) be appointed as the Statutory Auditors of the Company to fill-up the casual vacancy caused due to resignation of M/S. Satyanarayana & Co, to hold office till the conclusion of the ensuing Annual General Meeting and, inter alia, conduct the audit for the financial year ended 31st March, 2014.

M/s. V N R Associates, Chartered Accountants have expressed their willingness to be appointed as the Statutory Auditors and if their appointment is approved in the General Meeting, the same would be well within the limits as provided under Section 224 (1B) of the Companies Act, 1956.

Appointment of the Statutory Auditors to fill the casual vacancy caused by the resignation of the existing Auditors requires approval of the members by way of an Ordinary Resolution. Hence, this resolution is being placed before the members for approval.

Copy of the resignation letter of M/s. Satyanarayana & Co. and letter expressing willingness to be appointed as the Statutory Auditors of M/s. V N Rao & Associates are available for inspection of the members at the registered office of the Company during working days till the date of the Extra-Ordinary General Meeting.

None of the Directors and Key Managerial Personnel is concerned or interested in the said resolution.

The Directors recommend the resolution for members' approval.

By and on behalf of the Board of Directors
For XL ENERGY LIMITED

Sd/-
Dinesh Kumar
Managing Director

Place: Secunderabad
Date: 31.12.2013

XL ENERGY LTD.

XL ENERGY LIMTIED

Regd. Office: C2, Pooja Plaza, Vikrampuri, Secunderabad – 500 009
Ph: +91 40 27883333Fax: +91 40 27883344

PROXY FORM

Regd. folio No ..... DP ID ..... Client ID .....

I / We .....being a Member / Members of the above named Company hereby appoint .....of .....or failing him .....or .....as my / our proxy to vote for me / us on my / our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday, the 31st day of January, 2014 at 11.30 AM at Premises of the Company's Plant at Plot No. 198/A, I.D.A., Cherlapally, Hyderabad - 500051 and at any adjournment thereof.

Signed this .....day of 2014

Affix Rs. 0.15 ps Stamp

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited to the registered office of the Company, not less than 48 hours before the meeting.

XL ENERGY LTD.

XL ENERGY LIMTIED

Regd. Office: C2, Pooja Plaza, Vikrampuri, Secunderabad – 500 009
Ph: +91 40 27883333 Fax: +91 40 27883344

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 Extra-Ordinary General Meeting of the Company to be held on Friday, the 31st day of January, 2014 at 11.30 AM at Premises of the Company's Plant at Plot No. 198/A, I.D.A., Cherlapally, Hyderabad - 500051 and at any adjournment thereof.

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.

BOOK POST

If undelivered, please return to



The Company Secretary
XL Energy Limited
C2, Pooja Plaza, Vikrampuri,
Secunderabad - 500 009.