

## 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, Vikramপুরi,  
Secunderabad - 500 009,  
Telangana

Date: 01<sup>st</sup> 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 28<sup>th</sup> Annual General Meeting of XL Energy Limited ("Company") held on Wednesday, 30<sup>th</sup> 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 28<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 30<sup>th</sup> September, 2015.

I, hereby report that;

- The Company has completed the dispatch of Notice(s) dated 14<sup>th</sup> 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, 23<sup>rd</sup> 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.



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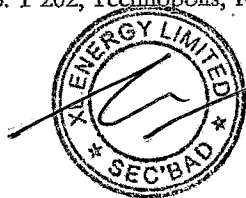
- The Company has also provided voting facility by way of Polling Paper to the shareholders present at the Annual General Meeting to those who had not cast their vote earlier through remote e-voting facility.
- Remote e-voting platform commenced on Sunday, 27<sup>th</sup> September, 2015 at 09.00 A.M and closed on Tuesday, 29<sup>th</sup> 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 28<sup>th</sup> Notice of Annual General Meeting of the Company:

Total Number of Share Holders as on record date: 23 <sup>rd</sup> 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
<b>TOTAL</b>	<b>53</b>	<b>0</b>
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.



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**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**

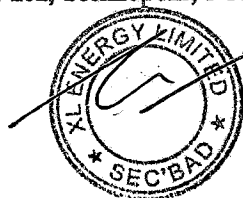
To appoint a Director in place of Mr Aneesh Mittal, Whole-time Director (DIN: 00061365), who retires by rotation and being eligible offers himself for re-appointment:

(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



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(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:

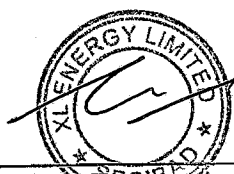
Number of members voted through remote e-voting & Polling Paper	Number of votes cast by them	% of total number of valid votes cast (For and Against)
59	4711366	99.998

(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



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(iii) Invalid Votes:

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

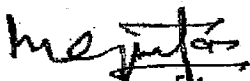
**RESULT:**

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 28<sup>th</sup> 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

