



30th May, 2019

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.
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Dear Sir,

Sub: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08th, 2019 - Annual Secretarial Compliance Report for the year ended 31st March, 2019.

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08th, 2019, please find attached herewith the Annual Secretarial Compliance Report being submitted by the Company for the year ended 31st March, 2019 issued by JRA and Associates LLP, Company Secretaries, Hyderabad.

Kindly take the same on record.

Thanking You.

Yours sincerely,

For XL Energy Limited

Dinesh Kumar
Managing Director

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.)

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SECRETARIAL COMPLIANCE REPORT
OF M/s XL ENERGY LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019
[CIN: L31300TG1985PLC005844]
(Pursuant to SEBI - CIR/CFD/CMD/1127/2019 Dated 08th February, 2019)

We have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s XL ENERGY LIMITED** [CIN :- L31300TG1985PLC005844] ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) all other documents/ filings that are found to be relevant to rely upon to make this certification, for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of :
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the reporting period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the reporting period)
- f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the reporting period)



- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018; (Not Applicable to the Company during the reporting period)
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the reporting period)
- i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; (Not Applicable to the Company during the reporting period)

and circulars/guidelines issued thereunder and based on the above examination, We hereby report that, during the Review period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:

S. No.	Compliance Requirement	Deviations	Observations/ Remarks
1	Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-payment of Annual Listing Fees to the Stock Exchanges	As informed by the management, the Company has not paid the Annual Listing Fees to the exchanges owing to paucity of funds.
2	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in submission of financial results for the year ended 31 st March, 2018	The Company has convened the Board Meeting on 30 th May, 2018 but could not consider and approve the year end financial results. Owing to lack of quorum, the Audit Committee meeting was not held due to which, the Audit Committee could not review and recommend the financial results to the Board for consideration on 30 th May, 2018. However, the Board on recommendation by the Audit Committee

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			has approved and submitted the financial results at the Board meeting held on 13 th June, 2018.
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

S. No.	Action taken by	Details of violations	Details of Action taken	Observations / Remarks
1	Stock Exchanges	Delay in submission of financial results as prescribed under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine of Rs 5,000/- per day was levied on the Company from 31 st May, 2018 till the date of submission i.e. 13 th June, 2018	The Company has informed the exchanges in the outcome of Board Meeting held on 30 th May, 2018 that since the Audit Committee has not reviewed and recommended the results, the board could not submit the same. However, the Board has approved and submitted the results to the exchanges at the Board Meeting held on 13 th June, 2018 on review and recommendation by the Audit Committee.

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- d) Since the requirement of Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been made effective from the financial year ended 31st March, 2019, there were no previous reports and hence, reporting under this clause (d) does not arise.

**For JRA AND ASSOCIATES LLP
Company Secretaries**



**Ashok Kumar Pipalwa
Designated Partner
M.No: 37314, COP: 17814**

Place: Hyderabad
Date: 30.05.2019