BIL ENERGY SYSTEMS LIMITED

POWER BEHIND POWER

04th September, 2018

To,

Department of Corporate Services BSE Ltd. P.J. Towers, Dalal Street, Mumbai - 400 001 Stock Code: 533321	The Manager-Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Stock Code: BILENERGY

Dear Sir / Madam,

Sub: Notice of 9th Annual General Meeting

This is to inform you that the 9th Annual General Meeting (AGM) of the Company will be held on Saturday, 29th September, 2018 at 10.45 a.m. at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064.

Kindly take the same on your records.

Thanking You,

Yours faithfully,
For BIL ENERGY SYSTEMS LIMITED

SURESH SAKHARAM MORE
DIRECTOR
DIN: 06873425

BIL ENERGY SYSTEMS LIMITED

POWER BEHIND POWER

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the Members of **BIL ENERGY SYSTEMS LIMITED** will be held at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064 **Saturday, 29th September, 2018** at 10.45 a.m. to transact with or without modification(s), as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March 2018 including Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss Account and Statement of Cash Flow, for the year ended as on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Suresh Kumar Choudhary (DIN: 00494510) as Director of the Company, who retires by rotation and being eligible offers himself for re- appointment.

NOTES:

a. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself and the proxy/ proxies need not be a member of the company. The instrument appointing a proxy/ proxies should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

b. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share Capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

c. The Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.

d. The Company has notified closure of register of members and transfer books from Monday, September 24, 2018 to Saturday, September 29, 2018 (both days inclusive).

e. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.

f. All the physical shareholders of the Company are requested to dematerialize their shares. It is hereby informed that pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. In order to comply with the above regulation the shareholders of the Company, who are holding their shares in physical mode are requested to dematerialize their shares.

g. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/ name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members. In case of Members holding shares in physical form, such information is required to be provided to the Company's Registrars and Transfer Agents.

h. The Register of Director and Key Managerial Personnel and their Shareholding maintained, under section 170 of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the 9th Annual General Meeting.

i. Non – Resident Indian Members are requested to inform the Company's registrar and share transfer agents M/s. Link Intime India Private Limited immediately of -
   a. The change in the residential status on return to India for permanent settlement.
   b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with -pin code number, if not furnished earlier.

j. To support the 'Green Initiative', the Members who have not registered their email addresses are requested to register the same with Company's Registrars and Transfer Agents/Depositories. In other cases, an Abridged Annual Report is being sent to the members. The members who are desirous of receiving the full Annual Report may write to the Company's Registrar for a copy of the same.

k. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their respective copy of the Annual Report to the Meeting and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.

l. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

m. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 9th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

n. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

o. The remote e-voting period commences on 26th September, 2018 (09:00 am IST) and ends on 28th September, 2018 (5:00 pm IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22 September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

p. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

q. Instructions for Members for e-voting are as under:
   A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
      (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
      (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
      (iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
NOTE: *Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.*
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

(v) After successful login, you can change the password with new password of your choice.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "BIL ENERGY SYSTEMS LIMITED".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csbbansal@gmail.com with a copy marked to evoting@nsdl.co.in

A. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM : EVEN (Remote e-voting Event Number)/USER ID/PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

r. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of **www.evoting.nsdl.com** or call on **toll free no.: 1800-222-990**.

s. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

t. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 22nd September, 2018.

u. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

v. 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 "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

w. M/s. Bhuwnesh Bansal & Associates, Practicing Company Secretary (Membership No. FCS 6526 & COP 9089), has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

x. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three

days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

y. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company **www.bilenergy.com** and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Details of Director seeking appointment and re-appointment at the Annual General Meeting Pursuant to SEBI Listing Regulations and Secretarial Standards – 2 on General Meetings

Name of Director	Mr. Suresh Kumar Choudhary
Date of Birth	28.01.1958
Date of appointment	04.02.2010
Qualification	B.Com
List of Directorship held in other Companies	Bilpower Limited Choudhary Global Limited
*Chairman/ Member of the Committees of the Board of Directors of the Company	Member – 3
*Chairman/ Member of the committees of Directors of other Company	-
No. of Shares held	11153660
Relationship with Directors of the Company	Not related

*Chairmanship/membership of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Grievance Relationship Committee has been considered.

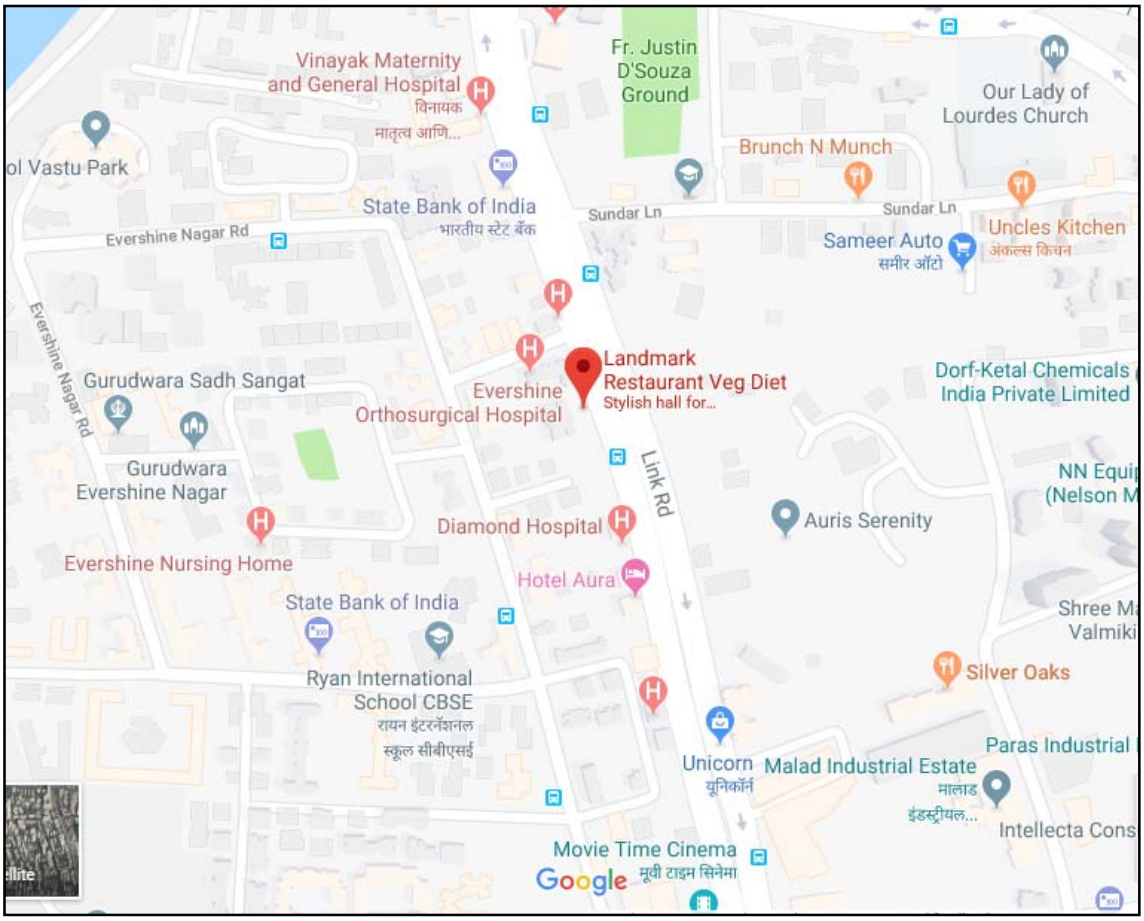
By Order of the Board of Directors,
For Bil Energy Systems Limited

Sd/-
Astha Rathi
Company Secretary
Mumbai, 14th August, 2018

Registered Office:
S-105, Rajiv Gandhi Commercial Complex,
Ekta Nagar, Kandivali (West), Mumbai - 400 067
Tel.: +91 22- 2867 0603/04
Website: www.bilenergy.com,
E-mail: investors@bilenergy.com
CIN- L28995MH2010PLC199691

BIL ENERGY SYSTEMS LIMITED

The Route Map for the venue of AGM



Registered office: S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali (West), Mumbai 400067

Tel: +91 22 28670603/04,, Fax: + 91 22 2881 1225, Website: www.bilenergy.com, email: investors@bilenergy.com, CIN: L28995MH2010PLC199691

BIL ENERGY SYSTEMS LIMITED
CIN - L28995MH2010PLC199691
Regd. Off.: S-105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali (West), Mumbai- 400067
Tel: (91 22) 28670603/04, Email:investors@bilenergy.com, Website: www.bilenergy.com

ATTENDANCE SLIP

(To be presented at the entrance)

9th ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 29, 2018 AT 10.45 A.M.

At 1st Floor, Landmark Building, Mith Chowki, Link Road, Malad – West, Mumbai – 400 064

Folio No._____DP ID No._____Client ID No._____

Name of the Member _____ Signature_____

Name of the Proxy holder_____ Signature_____

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

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BIL ENERGY SYSTEMS LIMITED
CIN -L28995MH2010PLC199691
Regd. Off.: -105, 1st Floor, Rajiv Gandhi Commercial Complex, Ekta Nagar, Kandivali (West), Mumbai- 400067
Tel: (91 22) 28670603/04, Email:investors@bilenergy.com, Website: www.bilenergy.com

Form No. MGT-11

PROXY FORM

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

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

I / We, being the member(s) of …….....…. Shares of Bil Energy Systems Limited hereby appoint:

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

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

3. Name: ……..... E-mail Id: .....
   Address: ....
   ..... 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 9th Annual general meeting of the company to be held on Saturday 29th Day of September, 2018 at 10.45 A.M. at 1st Floor, Landmark Building, Mith Chowki, Link Road, Malad – West, Mumbai – 400 064 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2018.
2. Appoint Mr. Sureshkumar Choudhary (DIN: 00494510) as Director of the Company, who retires by rotation and being eligible offers himself for re- appointment..

Signed this …… day of …….. 2018

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

Affix Revenue Stamp

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.