BIL ENERGY SYSTEMS LIMITED

POWER BEHIND POWER

Dated: 2nd September, 2017

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 8th Annual General Meeting

This is to inform you that The 8th Annual General Meeting (AGM) has been scheduled to be held on Monday, 25th September, 2017 at 3.00 p.m. at Landmark Residency, Banquet Hall, B.J. Patel Road (Liberty Garden Raod) Opp. S.N.D.T. College & Vodafone Store, Malad – West, Mumbai – 400 064.

Notice is attached herewith for your reference.

Kindly take the same on your records.

Thanking You,

Yours faithfully,
For BIL ENERGY SYSTEMS LIMITED

BIL ENERGY SYSTEMS LIMITED MUMBAI

SURESH SAKHARAM MORE
Director
DIN: 06873425

BIL ENERGY SYSTEMS LIMITED

POWER BEHIND POWER

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the Members of **BIL ENERGY SYSTEMS LIMITED** will be held at Landmark Residency, Banquet Hall, B.J. Patel Road (Liberty Garden Raod) Opp. S.N.D.T. College & Vodafone Store, Malad – West, Mumbai – 400 064 Monday, 25th September, 2017 at 3.00 p.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 2017 including Audited Balance Sheet as at 31st March, 2017 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. Lalit Laxiram Agarwal (DIN: 06427436) as Director of the Company, who retires by rotation and being eligible offers himself for re- appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Dalal & Kala Associates, Chartered Accountant, Mumbai having firm registration number 102017W be and is hereby appointed as the Statutory Auditor of the Company in place of M/s. Bansal Bansal & Co., Chartered Accountants, Mumbai having firm registration number 100986W to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of Thirteenth Annual General Meeting (AGM) of the Company and subject to ratification of appointment at every Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to implement this resolution".

SPECIAL BUSINESS:

4. To appoint Mr. Lalit Laxiram Agarwal (DIN: 06427436) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

   "RESOLVED THAT pursuant to the provisions of 196, 197, 203 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the said act and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any statutory modification(s) or re-enactment(s) thereof and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the approval of the members be and is hereby accorded for the appointment of Mr. Lalit Laxiram Agarwal (DIN: 06427436) as Managing Director of the Company to hold office for 5 (five) years Starting from 14th February, 2017 upto 13th February, 2022.

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 Company has notified closure of register of members and transfer books from Tuesday, September 19, 2017 to Monday, September 25, 2017 (both days inclusive).

d. Members holding shares in Physical form are requested to notify change of address, if any, to Registrar and Share Transfer Agents and those who hold shares in dematerialized form are requested to notify to their Depository participants their change in address.

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. 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.

g. 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.

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 8th Annual General Meeting.

i. The Notice of the AGM along with the Annual Report 2016-17 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.

j. To support the 'Green Initiative', the Members holding shares in physical form and who have not registered their email IDs, are requested to register the same with the Company's registrar and share transfer agents M/s. Link Intime India Pvt. Ltd.

k. 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 8th 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).

l. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

m. 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.

n. The remote e-voting period commences on 22nd September, 2017 (09:00 am IST) and ends on 24th September, 2017 (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 of 18th September, 2017, 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

o. 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

B. 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.

p. 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.

q. 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).

r. 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 of 18th September, 2017.

s. 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. 18th September, 2017. 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.

t. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

u. 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.

v. 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.

w. 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.

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.

Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the details of Directors seeking appointment / re-appointment in the Annual General Meeting to be held on Monday, 25th September, 2017 are provided hereunder. The Directors have furnished consent/ declaration for appointment/ reappointment as required under the Companies Act, 2013 and the Rules made thereunder.

Name of Director	Mr. Lalit Laxiram Agarwal
Date of Birth	04-08-1965
Date of appointment	14-02-2017
Qualification	B.Com
List of Directorship held in other Companies	Bilpower Limited Tarapur Transformers Limited
*Chairman/ Member of the Committees of the Board of Directors of the Company	Nil
*Chairman/ Member of the committees of Directors of other Company	Chairman - 5 Member – 1
No of Shares held	3000
Relationship with existing 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

Astha Rathi
Company Secretary

BIL ENERGY SYSTEMS LIMITED

POWER BEHIND POWER

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out the material facts relating to the business under Item No. 3 & 4 of the accompanying Notice:

Item No. 3:

As per the provisions of Companies Act, 2013 read with rules made there under no listed Company shall appoint an audit firm as auditor for more than two consecutive terms of five years and an audit firm which has completed its term shall not be eligible for reappointment as auditor in the same company.
Every listed Company existing on or before the commencement of Companies Act, 2013 (i.e 01st April, 2014) shall comply with the provisions of Companies Act, 2013 within three years. Accordingly, the term of the existing Statutory Auditors, Bansal Bansal & Co, is coming to end. The Board of Directors have recommended appointment of M/s. Dalal & Kala Associates, Chartered Accountants as the Statutory Auditors of the Company in place of Bansal Bansal & Co, Chartered Accountants, Mumbai, existing Statutory Auditors of the Company, to hold Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirteenth Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item no. 3.

Item No. 4:

The Board recommends the appointment of Mr. Lalit Laxiram Agarwal (DIN: 06427436) as Managing Director of the Company, to hold office for a term up to five consecutive years on the Board of Directors of the Company with effect from the date of 14th February, 2017.

The Board of Directors is confident that his vast knowledge and experience will be of great value to the Company and hence commends the resolution set out at item no. 4 of the notice as an special resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item no. 4.

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

Astha Rathi
Company Secretary

BIL ENERGY SYSTEMS LIMITED
CIN - L28995MH2010PLC199691
Regd. Off.: 2nd Floor, Vikas Chambers, Link & Marve Road, Malad (W), Mumbai-400064
Tel: (91 22) 49173809, Email:investors@bilenergy.com, Website: www.bilenergy.com

ATTENDANCE SLIP

(To be presented at the entrance)

8th ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 25, 2017 AT 3.00P.M.

At Landmark Residency, Banquet Hall, B.J. Patel Road (Liberty Garden Raod) Opp. S.N.D.T. College & Vodafone Store, 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.: 2nd Floor, Vikas Chambers, Link & Marve Road, Malad (W), Mumbai-400064
Tel: (91 22) 49173809, 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 8th Annual general meeting of the company to be held on Monday 25th Day of September, 2017 at 3.00 P.M. at Landmark Residency, Banquet Hall, B.J. Patel Road (Liberty Garden Raod) Opp. S.N.D.T. College & Vodafone Store, Malad – West, Mumbai – 400064 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, 2017.
2. Appoint Mr. Lalit Laxiram Agarwal (DIN: 06427436) as Director of the Company, who retires by rotation and being eligible offers himself for re- appointment.
3. Appointment of Statutory Auditors
4. Appointment of Lalit Laxiram Agarwal (DIN: 06427436) as Managing Director of the Company.

Signed this ……. day of …….. 2017

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 Unit No. 417, Neo Corporate Plaza, Cabin B, Ramchandra Lane extension, Off Kapolwadi, Malad – west, Mumbai – 400 064, 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.

The Route Map for the venue of AGM is given below. The prominent land mark for the venue is Opposite S.N.D.T. College.

