BIL ENERGY SYSTEMS LIMITED

POWER BEHIND POWER

Dated: 08th December, 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 Extra Ordinary General Meeting

This is to inform you that the Extra Ordinary General Meeting (EGM) has been scheduled to be held on Monday, 1st January, 2018 at 10.30 a.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

NOTICE

NOTICE is hereby given that the Extra Ordinary 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, 1st January, 2018 at 10.30 a.m. to transact with or without modification(s), as may be permissible, the following business:

SPECIAL BUSINESS

Resolution 1:- Increase in Authorised Share Capital and consequent amendment to Memorandum of Association of the Company

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 approval of the Members be and is hereby accorded to increase the authorised share capital of the Company from existing Rs.11,00,00,000 (Rupees Eleven Crores only) divided into 11,00,00,000 equity shares of Rs. 1 each to Rs. 22,00,00,000 (Rupees Twenty Two Crores only) divided into 22,00,00,000 equity shares of Rs.1 each and consequently, existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

"V. The authorised capital of the Company is Rs. 22,00,00,000 (Rupees Twenty Two Crores only) divided into 22,00,00,000 equity shares of Rs. 1/- (Rupee One) each."

"RESOLVED FURTHER THAT the board of Directors of the Company be and is hereby Authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

Resolution 2:- Issue of bonus Shares

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, or any amendment or re-enactment thereof and relevant provisions of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, and such permissions, sanctions and approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee thereof) for capitalization of such sums standing to the credit of the Securities Premium Account, General Reserves or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 1/- (Rupee One Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the 'Record Date' determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Bonus Equity Share of Rs. 1/- for every 1 (One) fully paid-up Equity Shares of Rs. 1/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income. "

"RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend that may be declared before the 'Record Date."

"RESOLVED FURTHER THAT" the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities. "

"RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the SEBI (LODR) Regulation, 2015, with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

By order of the Board

For, Bil Energy Systems Limited

Astha Rathi

Company Secretary

Date: 14th November 2017

Place: Mumbai

NOTES:

a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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. 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.

d. 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.

e. Member / Proxies should fill the Attendance Slip for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification for attendance at the Meeting.

f. 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.

g. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the registered office of the Company during office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Extra Ordinary General Meeting.

h. The Notice of the Extra Ordinary General Meeting 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.

i. 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.

j. 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 Extra Ordinary General Meeting 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 Extra Ordinary General Meeting (EGM)("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

k. The facility for voting through ballot paper shall be made available at the EGM 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.

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

m. The remote e-voting period commences on 29th December, 2017 (09:00 am IST) and ends on 31st December, 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 25th December, 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

n. Instructions for Members for e-voting are as under:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting.Click on e-Voting. Then ,click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbbansal@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

   In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in

o. 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).

p. 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 25th December, 2017.

q. 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. 25th December, 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.

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

s. 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 EGM through ballot paper.

t. 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.

v. The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.

v. 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 EGM, 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.

w. 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.

By order of the Board

For, Bil Energy Systems Limited

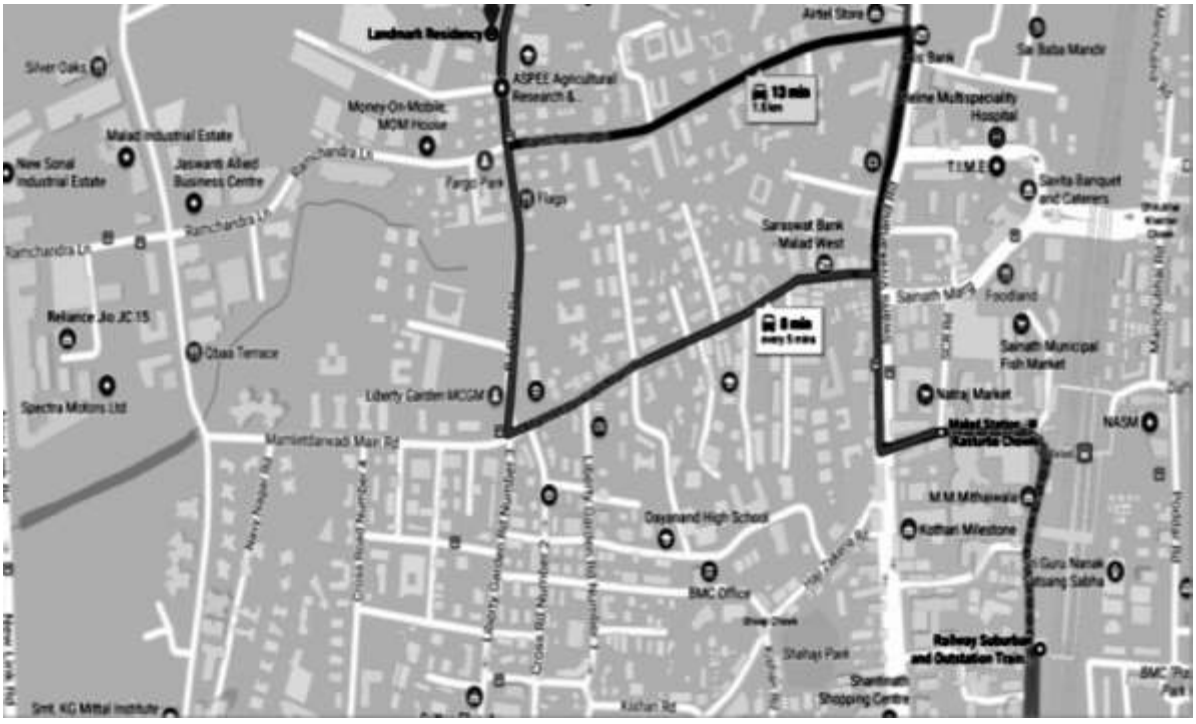
Astha Rathi

Company Secretary

Date: 14th November 2017

Place: Mumbai

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



BIL ENERGY SYSTEMS LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013.

Resolution 1 and 2:

The equity shares of your Company is listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. With a view, to increase the liquidity of the equity shares and to expand the retail shareholder base, the Board of Directors at their meeting held on 14th November 2017 have recommended the issue of bonus shares in the proportion of 1:1 i.e. 1(One) new equity share of Rs. 1/- each of the Company for every 1 (One) existing equity share of Rs. 1/- each fully paid up of the Company held by the shareholders on the Record Date to be hereafter fixed by the Board / Committee of the Board, by capitalization of a sum of Rs. 1057.08 Lacs from the Reserves. The present Authorised Share Capital of the Company is Rs.11 Crores and the Paid-up Share Capital is Rs. 1057.08 Lacs. The Reserves and Surplus as per the audited financial statement as on 31st March 2017 is Rs. 1057.08 Lacs.

Presently the Authorised Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crores) divided into 11,00,00,000 (Eleven Crores) equity shares of Rs. 1 each. It is proposed to increase the Authorised Share Capital to Rs. 22,00,00,000 (Rupees Twenty Two Crores) by creation of additional 11,00,00,000 (Eleven Crores) equity shares of Rs. 1 each. The increase in Authorised Share capital as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company.

The increase in Authorised Share Capital and amendments to relevant clauses of the Memorandum of Association of the Company and issue of bonus equity shares, are subject to members approval in terms of Section 61 and 63 of the Companies Act 2013 and any other applicable statutory and regulatory approvals.

According the resolution 1 and 2 the Notice seek member's approval for increase in Authorised Share Capital and consequential amendments to Memorandum of Association of the Company and capitalization of the amount standing to the credit free reserves for the purpose of issue of Bonus Equity Shares on the terms and conditions set out in the resolution.

No director, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolutions 1 and 2 of the notice except to the extent of their shareholding in the Company.

The Board recommends resolution 1 and 2 for approval of the Members.

By order of the Board

For, Bil Energy Systems Limited

Astha Rathi

Company Secretary

Date: 14th November 2017

Place: Mumbai

BIL ENERGY SYSTEMS LIMITED

CIN - L28995MH2010PLC199691

Regd. Off.: 2nd Floor, Vikas Chambers, Link & Marve Road, Malad (W), Mumbai-400064

Tel: 022 49173809, Email :investors@bilenergy.com, Website: www.bilenergy.com

ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA ORDINARY GENERAL MEETING ON MONDAY, JANUARY 1, 2018 AT 10.30 A.M.

At Landmark Residency, Banquet Hall, B.J. Patel Road (Liberty Garden Raod) Opp. S.N.D.T. College & Vodafone Store,Malad (W), Mumbai – 400 064

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ 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.

BIL ENERGY SYSTEMS LIMITED

CIN - L28995MH2010PLC199691

Regd. Off.: 2nd Floor, Vikas Chambers, Link & Marve Road, Malad (W), Mumbai-400064

Tel: 022 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 Extra Ordinary General Meeting of the company to be held on Monday 1st Day of January, 2018 at 10.30 A.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. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association
2. Issue of Bonus Shares

Signed this …… day of …….. 2017

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

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.

Book - Post

To,

BIL ENERGY SYSTEMS LIMITED
CIN - L28995MH2010PLC199691
Regd. Off.: 2nd Floor, Vikas Chambers, Link & Marve Road, Malad (W), Mumbai-400064
Tel: 022 49173809, Email :investors@bilenergy.com, Website: www.bilenergy.com