

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company : **BIL ENERGY SYSTEMS LIMITED**  
 Quarter ending on : **31<sup>ST</sup> MARCH, 2012**

Particulars	Clause of the Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	-
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A.	No sitting fees are paid to the Independent Directors. The required disclosures made in the Annual Report for the Financial Year 2010-2011.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	-
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 (IID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	-
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	Disclosed in the Annual Report for the Financial Year 2010-2011.
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Disclosed in the Annual Report for the Financial Year 2010-2011.
(C) Board Disclosures	49 (IVC)	Yes	Disclosed in the Annual Report for the Financial Year 2010-2011.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	N.A.	-
(E) Remuneration of Directors	49 (IVE)	Yes	Disclosed in the Annual Report for the Financial Year 2010-2011.
(F) Management	49 (IVF)	Yes	Disclosed in the Annual Report for the Financial Year 2010-2011.
(G) Shareholders	49 (IVG)	Yes	Disclosed in the Annual Report for the Financial Year 2010-2011.

ASTHA  
RATHI

Digitally signed by ASTHA RATHI  
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