

**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, 2013**

<b>Particulars</b>	<b>Clause of the Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<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 were complied in the Annual Report for the Financial Year 2011-12.
(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 Year 2011-12.
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Disclosed in the Annual Report for the Year 2011-12.
(C) Board Disclosures	49 (IVC)	Yes	Disclosed in the Annual Report for the Year 2011-12.
(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 Year 2011-12.
(F) Management	49 (IVF)	Yes	Disclosed in the Annual Report for the Year 2011-12.
(G) Shareholders	49 (IVG)	Yes	Disclosed in the Annual Report for the Year 2011-12.
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Disclosed in the Annual

			Report for the Year 2011-12.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Quarterly Compliance Reports are regularly submitted to the Bombay Stock Exchange Limited and the National Stock Exchange of India Ltd. and from 01.04.2011, are uploaded on the Company's website also.
<b>VII. Compliance</b>	49 (VII)	Yes	Disclosed in the Annual Report for the Year 2011-12.

**For Bil Energy Systems Limited**

**Astha Rathi**  
**Company Secretary**

Date: 10.03.2013