

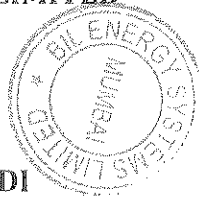
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

Name of the Company : **BIL ENERGY SYSTEMS LIMITED**  
 Quarter ending on : **31<sup>st</sup> DECEMBER, 2015**

Particulars	Clause of the Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	N.A.	No sitting fees are paid to the Independent Directors. The required disclosures were complied in the Annual Report for the Financial Year 2014-15.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Disclosed in the Annual Report for the Year 2014-15.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) related party transactions	49 (VIII A)	Yes	Disclosed in the Annual Report for the Year 2014-15.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Disclosed in the Annual Report for the Year 2014-15.
(C) Remuneration of Directors	49 (VIII C)	Yes	Disclosed in the Annual Report for the Year 2014-15.
(D) Management	49 (VIII D)	Yes	Disclosed in the Annual Report for the Year 2014-15.

(E) Shareholders	49 (VIII E)	Yes	Disclosed in the Annual Report for the Year 2014-15.
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	-
<b>IX. CEO/ CFO Certification</b>	49 (IX)	Yes	Disclosed in the Annual Report for the Year 2014-15.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Disclosed in the Annual Report for the Year 2014-15 and are also uploaded on the Company's website.
<b>XI. Compliance</b>	49 (XI)	Yes	Disclosed in the Annual Report for the Year 2014-15.

**For BIL ENERGY SYSTEMS LIMITED**

**CHANDRASHEKHAR TRIVEDI**  
**MANAGING DIRECTOR**  
**DIN: 00135114**

**Dated: 9<sup>th</sup> January, 2016**