



BIL ENERGY SYSTEMS LIMITED

ANNUAL REPORT 2018-19

Board of Directors

Mr. Sureshkumar Anandilal Choudhary
Mr. Suresh Saktharam More
Ms. Kiren Shrivastav
Mr. Lalit Laxiram Agarwal

Registrars & Share Transfer Agents

M/s. Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg,
Vikhroli- West, Mumbai - 400083
Phone – 022 49186000/6260
Email:rnt.helpdesk@linkintime.co.in

Company Secretary & Compliance Officer

Ms. Astha Rathi
(resigned w.e.f. 15.04.2019)

Chief Financial Officer

Mr. Rajendra Kumar Choudhary

Registered Office

S-105, 1st Floor, Rajiv Gandhi Commercial Complex
Ekta Nagar, Kandivali (West),
Mumbai - 400 067
Tel – 022- 2867 0604/03

Manufacturing Unit

Gut No. 52, Manor wada Road,
Village – Kanchad, Taluka Wada,
Dist – Palghar-421312
Phone – + 2526 645947
Fax – + 2526 235622

Statutory Auditors

M/s. Dalal & Kala Associates (Chartered Accountants)
14/1, Khethan Shopping Centre,
Opp. Malad Telephone Exchange,
Mittal Estate, S.V. Road,
Malad (West), Mumbai - 400 059

Bankers**State Bank of India**

Industrial Finance Branch
Natraj Building, 201, 1st Floor, 194,
Sir M.V. Road, W.Exp. Highway,
Andheri (East), Mumbai - 400 069

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CORPORATE IDENTITY NUMBER

L28995MH2010PLC199691

Website

www.bilenergy.com

Investor Relations Email ID

investors@bilenergy.com

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the Members of **BIL ENERGY SYSTEMS LIMITED** will be held at 1st Floor, Landmark Building, Mith Chowky, Link Road, Malad – West, Mumbai – 400 064 **Monday, 30th September, 2019** at 10.00 a.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, 2019 including Audited Balance Sheet as at 31st March, 2019 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. Sureshkumar Choudhary (DIN: 00494510) as director of the company, who retires by rotation and being eligible offers himself for re- appointment.

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 corporate members intending to send their authorised representatives to attend the AGM are requested to send to the company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
- d. The company has notified closure of register of members and transfer books from Thursday, September 26, 2019 to Monday, September 30, 2019 (both days inclusive).
- 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. The Nomination Forms can be obtained from the registrar and share transfer agents of the company.
- f. **All the physical shareholders of the company are requested to dematerialize their shares. It is hereby informed that pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. In order to comply with the above regulation the shareholders of the company, who are holding their shares in physical mode are requested to dematerialize their shares.**
- g. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/ name, PAN details, etc. to their Depository Participant only and not to the company's registrars and transfer agents. The changes intimated to the depository participant will then be automatically reflected in the company's records which will help the company and its registrars and transfer agents to provide efficient and better service to the members. In case of members holding shares in physical form, such information is required to be provided to the company's registrars and transfer agents.

- 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 10th Annual General Meeting.
- i. 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.
- j. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with company's registrars and transfer agents/depositories. In other cases, an Abridged Annual Report is being sent to the members. The members who are desirous of receiving the full Annual Report may write to the company and its registrar transfer agent for a copy of the same.
- k. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. The 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.
- l. The Notice of the AGM along with the Annual Report 2018-19 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.
- m. 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 Companies (Management and Administration) Amendment Rules, 2016 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 10th 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).
- n. 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.
- o. The remote e-voting period commences on 27th September, 2019 (09:00 am IST) and ends on 29th September, 2019 (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 i.e. 23rd September, 2019, 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.
- p. 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.
- q. 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.
- r. 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**.
- s. 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).
- t. 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 i.e. 23rd September, 2019.
- u. 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. 23rd September, 2019 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.
- v. 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.
- w. M/s. Bhunesh 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.
- x. The Scrutinizer shall after the conclusion of voting at the Annual 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.

Details of Director seeking appointment and re-appointment at the Annual General Meeting Pursuant to SEBI Listing Regulations and Secretarial Standards – 2 on General Meetings

Name of Director	Mr. Sureshkumar Choudhary
Date of Birth	28.01.1958
Date of appointment	04.02.2010
Qualification	B.Com
List of Directorship held in other companies	Bilpower Limited Tarapur Transformers Limited Choudhary Global Limited
*Chairman/ Member of the committees of the board of directors of the company	Member – 3
*Chairman/ Member of the committees of Directors of other Company	-
No. of shares held	11153660
Relationship with Directors of the company	Not related

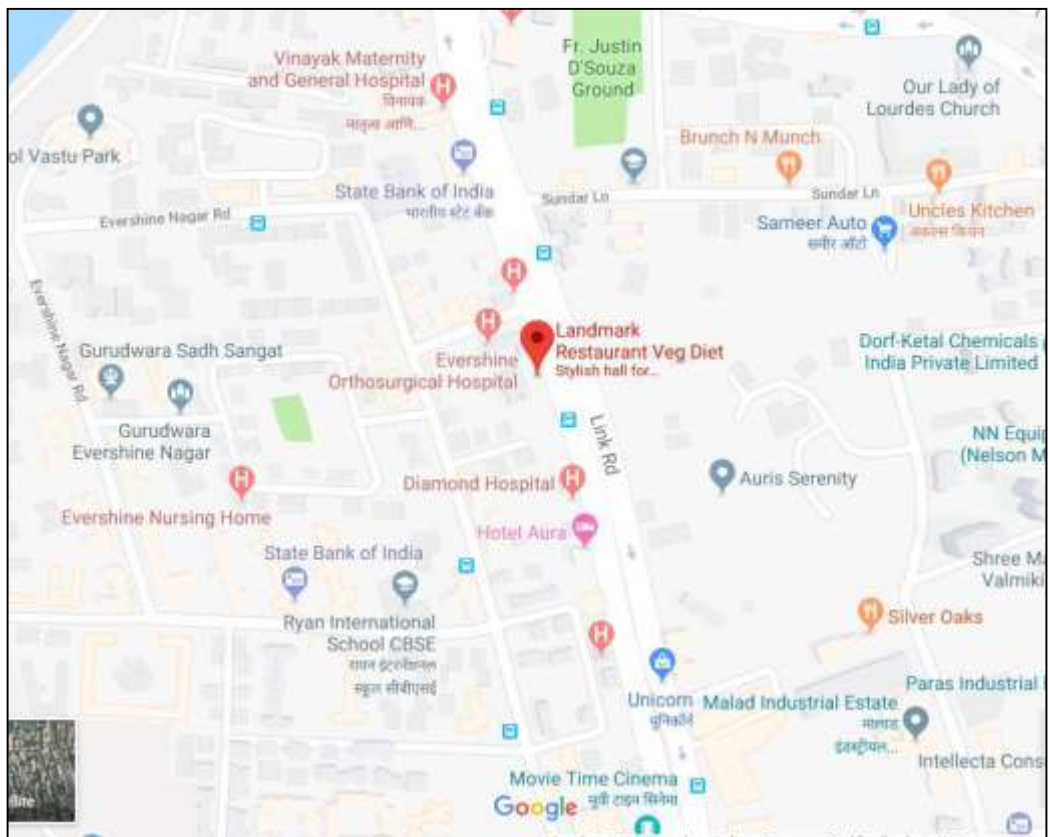
*Chairmanship/membership of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Grievance Relationship Committee has been considered.

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

**Sd/-
Lalit Laxiram Agarwal
Managing Director
Mumbai, 03rd September, 2019**

Registered Office:
S-105, Rajiv Gandhi Commercial Complex,
Ekta Nagar, Kandivali (West), Mumbai - 400 067
Tel.: +91 22- 2867 0603/04
Website: www.bilenergy.com,
E-mail: investors@bilenergy.com
CIN- L28995MH2010PLC199691

The Route Map for the venue of AGM



DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting Tenth Annual Report and the Company's Audited Financial Statement for the Financial Year ended March 31, 2019.

1. Financial summary or highlights/ Performance of the Company (Standalone):

The financial performance of the Company for the Year ended 31st March, 2019 is as summarized below:

(Rs. In Lakh)

Particulars	2018-19	2017-18
Gross Turnover & Other Income	2295.50	2249.09
Profit /(Loss) before Exceptional Item Interest, Depreciation & Taxation	1278.99	(591.81)
Less : Exceptional Item	-	-
Profit /(Loss) before Interest, Depreciation & Taxation	1278.99	(591.81)
Less – Interest	18.14	49.99
Profit / (Loss) before Depreciation & Taxation	1260.85	(641.80)
Less – Depreciation	347.32	493.26
Profit / (Loss) before tax	913.53	(1135.06)
Less– Provision for Taxation (Incl. Deferred Tax)	-	-
Net Profit / (Loss) for the year	913.53	(1135.06)
Add/ (less) – Balance brought forward from previous Year	(4197.94)	(3062.88)
Add/ (less) – Retain Value of Assets	913.53	-
Balance Carried to Balance Sheet	(3284.41)	(4197.94)

2. **Performance Review:** For the year 2018-19, the Turnover of the Company stood at Rs. 2295.50 Lakh and profit earned was Rs. 913.53 Lakh.
3. **Extract of Annual Return:** Extract of Annual Return in form MGT-9 as provided under sub-section (3) of section 92 is appended to this report as **Annexure- 1.**
4. **Number of meetings of the Board of Directors:** During the year 2018-19, 7 meeting of the Board of Directors held.
5. **Directors' Responsibility Statement:** The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:
- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
 - b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
 - c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
 - d) the directors had prepared the annual accounts on a going concern basis; and
 - e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
6. **Auditors' Report:** As regards Auditors remarks in the Audit report, comments of the Board of Directors are as under:
- a) **Auditor Remark:** The Company has sent letters to customers in respect of trade receivables for confirming balances as at March 31, 2019, but in most of the cases the customers have not sent written confirmation confirming the balance outstanding as at March 31, 2019. In the absence of confirmation, any provision to be made for adverse variation in the carrying amounts of trade receivable is not quantified.

Boards Comments on the same: *The Board considers all outstanding balance of customers as on 31st March, 2019 as good and recoverable excepting those considered doubtful and provided for during the financial year 2018-19.*

- b) Auditor Remark:** The Company has sent balance confirmation letters to parties who are not covered in the register maintained under section 189 of the Companies Act, 2013, but in most of the cases the company have not received written confirmation confirming the balance outstanding as at March 31, 2019. Further in respect of loans granted, repayment of the principal amount was not as stipulated and payment of interest has also not been regular.

Boards Comments on the same: *The Board considers all outstanding balance of customers as on 31st March, 2019 are subject to provision.*

- c) Auditor Remark:** The lender Bank of Bilpower Limited has pursuant to certain corporate guarantee given by the Company demanded from the Company their dues from Bilpower Limited amounting to ₹ 215.82 crores. No provision has been made in the accounts for the probable loss that may arise on account of above demand of ₹ 215.82 crores.

Boards Comments on the same: *Bilpower Limited, the Borrower in whose favor the Company has given corporate guarantee to State Bank of India, has informed the Company that they are in negotiation with the Lender Bank for settlement/ Re-schedulement of dues and hence no provision has been made in the account.*

- d) Auditor Remark:** The Company has not provided for interest payable to State Bank of India amounting to ₹ 1663.33 Lakhs for year ended 31st March, 2019. The company has also not made any provision for penal interest claimed by Bank. As a result the profit for the year ended 31st March, 2019 is overstated by ₹ 1663.33 Lakhs & Current liabilities as at 31st March, 2019 are also understated by ₹ 1663.63 Lakhs and also Reserves are overstated by ₹ 1663.33 Lakhs. The amount of penal interest cannot be quantified as the details have not been received from the bank. Also for the financial year 2017-18, 2016-17, 2015-16 & 2014-15 the company has not provided for interest payable to State Bank of India amounting to ₹ 5030.35 lakhs and as a result the accumulated losses in the Balance Sheet are understated by ₹ 6693.68 Lakhs upto 31st March, 2019.

Boards Comments on the same: *Based on the Legal advice received by the Company, it has been decided not to provide any interest on liability of State Bank of India.*

- e) Auditor Remark:** The Company has not conducted periodic physical verification of inventory at reasonable intervals, in the respect of traded stock at Mumbai Head Office, the details of finished goods stock storage location not available for our verification.

Boards Comments on the same: *Management had properly observed the inventory at regular intervals.*

- f) As regards Auditors' remarks in Annexure to their report under Item No. 7 a) & 7 b) with respect to nonpayment of Maharashtra VAT, Professional Tax, Excise, the same is self-explanatory.**

- g) As regards Auditors' remarks in Annexure to their report under Item No. 8 with respect to default in repayment of dues to banks, the same is self-explanatory.**

- 7. Loan and Investment by Company:** Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, are given in the notes to the Financial Statements.

However, the Company have not been complied the provisions of Section 186 of the Companies Act, 2013 in respect of some of the transactions specified in the notes to the Financial Statement.

8. **Particulars of contracts or arrangements with related parties:** The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is given in Form No. AOC-2 as **Annexure- 2**.
9. **Reserves:** : In the financial year 2018-19 reserve maintained with the Company is Rs. 913.53 Lakh while in year 2017-18, reserve was Rs. (889.41).
10. **Dividend:** Your Directors do not recommend any dividend for the financial year 2018-19.
11. **Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:** No such Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.
12. **Conservation of energy, technology absorption and foreign exchange earnings and outgo:** The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:
 - A. Conservation of energy:**
 - i. the steps taken or impact on conservation of energy: NIL;
 - ii. the steps taken by the company for utilising alternate sources of energy: NIL;
 - iii. the capital investment on energy conservation equipments: NIL.
 - B. Technology absorption:**
 - i. the efforts made towards technology absorption: NIL;
 - ii. the benefits derived like product improvement, cost reduction, product development or import substitution: NIL;
 - iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - a) the details of technology imported: NIL;
 - b) the year of import: NIL;
 - c) whether the technology been fully absorbed: NIL;
 - d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: NIL; and
 - iv. the expenditure incurred on Research and Development: NIL.
 - C. Foreign exchange earnings and Outgo:** The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows: Inflow: Nil and Outflow: Rs. 10.29 Lakh.
13. **Risk management policy:** The Company has been addressing various risks impacting the company, reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis report.
14. **Change in the nature of business, if any:** No
15. **Directors:**
 - A) Changes in Directors and Key Managerial Personnel:**
During the year, No changes has been made in the composition of the Board of Directors.
 - B) Declaration by an Independent Director(s) and re- appointment, if any:**
A declaration by an Independent Director that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been disclosed by the Independent Director to the Company.
 - C) Formal Annual Evaluation:**
The Board has formulated a Code of Conduct policy for formal annual evaluation purpose which has been made by the Board of its own performance and that of its committees and individual directors.