

COMPANY INFORMATION

BOARD OF DIRECTORS

Shri Jayanta Ray, Chairman
Shri Sujit Chakravorti, Independent Director
Shri Asoke Kumar Dutt, Independent Director
Shri Debasis Konar, Non-Executive Director
Shri Soumen Das, Independent Director
Shri Sunil Munshi, Non-Executive Director
Shri Ashis Chakraborty, Non-Executive Director
Shri Debasis Jana, Non-Executive Director
Smt. Sujata Roy, Independent Director

CHIEF EXECUTIVE OFFICER

Shri Anirban Gupta

CHIEF FINANCIAL OFFICER

Shri Jayanta Kumar Datta

COMPANY SECRETARY

Ms. Shinjinee Bhattacharyya

STATUTORY AUDITORS

M/s. ADD & Associates
Chartered Accountants
Kolkata

REGISTRAR & SHARE TRANSFER AGENT

MCS Share Transfer Agent Limited
12/1/5 Manoharpukur Road,
Kolkata - 700 026

BANKERS

Bank of Baroda
United Bank of India
State Bank of India

REGISTERED OFFICE

"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700 001
Tel : (033) 2242 8210 / 8550
Fax : (033) 2242 1335
CIN : L36900WB1979PLC032046
E-mail : webfil@webfilindia.com
Website : www.webfilindia.com

FACTORY

Gayeshpur, P.S. Kalyani
Dist. Nadia
West Bengal - 741234

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WEBFIL LIMITED

NOTICE TO MEMBERS

NOTICE is hereby given that the 37th Annual General Meeting of the members of WEBFIL LIMITED will be held at "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata -700 001 on Wednesday, the 13th day of September, 2017 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 including the Audited Balance Sheet as at 31st March, 2017, and the Statement of Profit & Loss for the year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Sunil Munshi (DIN: 02749579), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To determine the manner in which remuneration would be paid to the Statutory Auditors of the Company appointed by the Comptroller and Auditor-General of India in respect of the financial year 2017-2018, and for the purpose, to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013, and other applicable statutes and laws, if any [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], the Board of Directors of the Company [which term shall be deemed to include Audit Committee thereof], be and is hereby authorised to fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller and Auditor-General of India in respect of the financial year 2017-2018 in accordance with Section 139 of the Companies Act, 2013, and other applicable statutory provisions, if any."

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass with or without modification(s), the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being



in force] and Articles of Association of the Company, Mr. Debasis Jana [DIN: 07046349], who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 8th November, 2016, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To consider, and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 of the Companies Act 2013, Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015, and other applicable statutory provisions, if any, and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee of the Board of Directors constituted to exercise its powers, including the powers conferred by this Resolution) to enter into contracts/arrangements with respect to sale, purchase or supply of any goods or materials, directly or through appointment of agent, and/or availing or rendering of any services, directly or through appointment of agent, with the Company's Related Party - New Town Telecom Infrastructure Development Company Limited, such that the total amount of such transactions during the Financial Year 2017-2018 shall not exceed Rs. 1000 Lakhs (Rupees One Thousand Lakhs only)."

The Register of Members and the Register of Transfers of the Company will remain closed from 7th September, 2017 (Thursday) to 13th September, 2017 (Wednesday), both days inclusive.

Registered Office:
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata-700 001.

Dated: 8th August, 2017

By Order of the Board
Shinjinee Bhattacharyya
Company Secretary

WEBFIL LIMITED

Notes for members' attention :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the 37th Annual General Meeting ("the AGM" or "the Meeting"), is annexed to this Notice.
2. A Member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. 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 member. The instrument appointing proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Corporate Members intending to depute their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member entitled to vote at the Meeting or on any resolution to be moved thereat, shall be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days' notice in writing of the intention so to inspect is given to the Company.
5. The Annual Report of the Company for the year 2016-2017, circulated to the members of the Company, will be made available on the Company's website www.webfilindia.com.
6. Members are requested to furnish details pertaining to change of their addresses and all other required details to the Registrar & Share Transfer Agent in respect of shares held by them.
7. The details of Directors seeking appointment / re-appointment, in terms of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, are annexed hereto and forms part of this Notice.
8. M/s. MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata - 700 026, is the Company's Registrar and Share Transfer Agent (RTA).
9. For convenience of the members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
10. Members holding shares in identical order of names in more than one folio are requested to send the details of such folios to the Company or its RTA for consolidation of their holding in one folio.



11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. All the members are, therefore, requested to submit their PAN to the Company.
12. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desirous of availing this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the Company's RTA at the address provided above, or the Registered Office of the Company.
13. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with the Company, for receiving all communications from the Company electronically.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (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).

The instructions for remote e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company):
 - i. Open the e-mail and also open PDF file namely "WEBFIL e-voting.pdf" with your Folio No. as password. The said PDF file contains your user / login ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder - Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user / login ID and password.
 - v. If you are logging in for the first time, please enter the user / login ID and password provided in the PDF file attached.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

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- vii. Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of WEBFIL Limited. Now you are ready for 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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- 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 shawmanoj2003@gmail.com and / or shawmanoj2003@yahoo.co.in, with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting User Manual - Shareholder, available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- xiv. 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).
- xv. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on 6th September, 2017, may obtain user/login ID and password by sending a request at evoting@nsdl.co.in or mcssta@rediffmail.com.

However, if you are already registered with NSDL for e-voting then you can use your existing user/login ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.

- B. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company):
 - i. Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user / login ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xv) above, to cast vote.
- C. Other Instructions:
 - i. The remote e-voting period commences on Sunday, 10th September, 2017 (9.00 a.m. IST) and ends on Tuesday, 12th September, 2017 (5.00 p.m. IST). During this period, members of the Company, holding shares, as on 6th September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by



the Member, he / she shall not be allowed to change it subsequently.

- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 6th September, 2017.
 - iii. Shri Manoj Prasad Shaw, Practising Company Secretary (Membership No. FCS 5517), Proprietor of Manoj Shaw & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
 - iv. Facility for voting through ballot paper shall be made available at the 37th Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
 - v. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the Meeting, and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make not later than 3 (three) days of conclusion of the meeting, 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 will countersign the same and declare the result of the voting forthwith.
 - vi. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
 - vii. Members of the Company holding shares as on 6th September, 2017, may opt for remote e-voting or voting at the AGM through ballot paper.
 - viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website www.webfilindia.com and on the Website of NSDL www.evoting.nsdl.com immediately on declaration of result by the Chairman, or any other person authorized by him in writing, and communicated to The Calcutta Stock Exchange Limited (CSE), where the shares of the Company are listed.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09.30 am to 6.00 pm) on all working days, up to and including the date of Annual General Meeting of the Company.
- 16. MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT TO THE MEETING.**

Registered Office:
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata-700 001.

Dated: 8th August, 2017

By Order of the Board
Shinjinee Bhattacharyya
Company Secretary

WEBFIL LIMITED

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 :

Mr. Debasis Jana was appointed as an Additional Director on the Board of Directors of the Company with effect from 8th November, 2016, and in terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the date of this Annual General Meeting. A notice in terms of Section 160 of the Companies Act, 2013, has been received from a member, signifying his intention to propose Mr. Jana's candidature for the office of Director of the Company.

Mr. Debasis Jana hold a Bachelor's degree in Mechanical Engineering from Bengal Engineering Collage (Later BESU & Presently renamed as IEST), Shibpur, Howrah & Post Graduate Diploma in management (PGDIM) from Indira Gandhi National Open University, and has considerable experience in the field of Sales & Marketing of high-value heavy engineering capital equipments and projects related to boilers and water treatment solutions apart from leadership Development for senior managerial functions. Mr Jana is a functional Director (Planning) of Andrew Yule & Company Limited.

The Board of Directors feels that Mr. Jana's association with the Company would benefit it immensely, and accordingly, the Board recommends the Ordinary Resolution in relation to appointment of Mr. Debasis Jana as set out at Item No. 4 of the accompanying Notice, for approval by the shareholders of the Company.

Mr. Jana does not hold any shares in the Company either in his individual capacity or beneficially for others and is not related to any Director or Key Managerial Personnel of the Company.

Except for Mr. Jana, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

Item No. 5 :

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved a ceiling limit of Rs. 1000 lakhs (Rupees One Thousand Lakhs only) for the Financial Year 2017-2018, for transactions in the nature of Sales / Service that the Company would enter into, on an arm's length basis, with New Town Telecom Infrastructure Development Company Limited (NTTIDCO), which, being a Joint Venture of the Company, is also its Related Party.

In terms of the provisions of Section 188 of the Companies Act 2013, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, prior approval of the company by a resolution is required for according consent to transactions to be entered into as contracts or arrangements with a Related Party with respect to sale, purchase or



supply of any goods or materials, directly or through appointment of agent, where the amount of the transactions in the Financial Year would amount to ten per cent or more of the turnover of the company or rupees one hundred crore, whichever is lower, or with respect to availing or rendering of any services, directly or through appointment of agent, where the volume of such transactions in the Financial Year would amount to ten per cent or more of the turnover of the company or rupees fifty crores, whichever is lower. The Turnover as aforesaid needs to be computed on the basis of the Audited Financial Statement of the preceding Financial Year. Further, as per Regulation 23(4) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, all material related party transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not, and as per Regulation 23(1) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Since the amount of transactions to be entered into by the Company with NTTIDCO during the Financial Year 2017-2018 is likely to exceed the prescribed statutory limit for such transactions, the Members' consent is sought for implementation of the said transactions. The names of the Directors interested in the said resolution and the nature of their interest is as follows:

<u>Name of the Director</u>	<u>Nature of interest</u>
1. Shri Sunil Munshi	Director, NTTIDCO
2. Shri Debasis Jana	Director, NTTIDCO

The names of the Key Managerial Personnel interested in the said resolution and the nature of their interest is as follows:

<u>Name of the Key Managerial Personnel</u>	<u>Nature of interest</u>
1. Shri Anirban Gupta (General Manager, Webfil Ltd.)	Director, NTTIDCO

The Board of Directors recommend the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Registered Office:
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata-700 001.

Dated: 8th August, 2017

By Order of the Board
Shinjinee Bhattacharyya
Company Secretary

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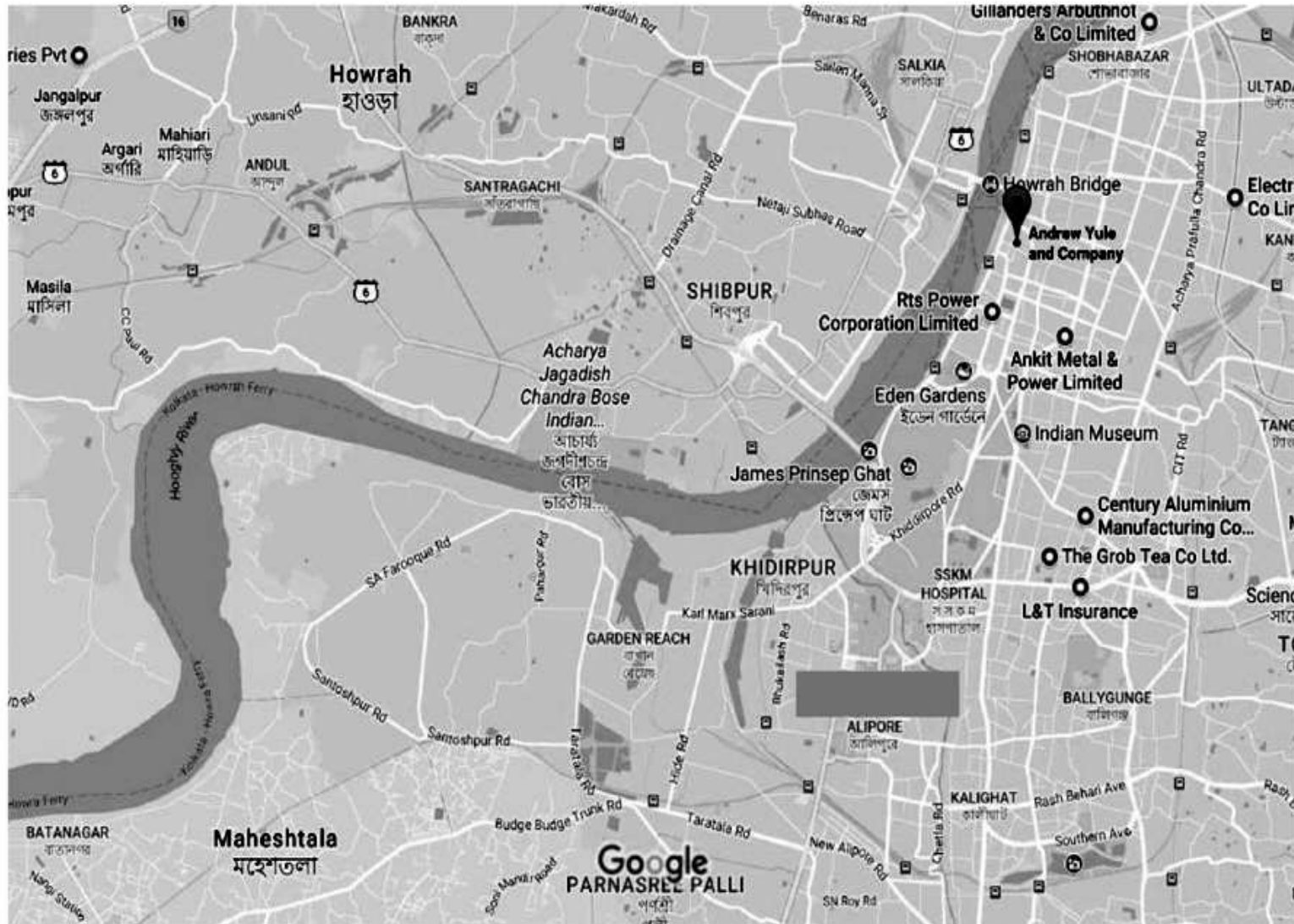
Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting [In pursuance of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Shri Sunil Munshi	Shri Debasis Jana
DIN	02749579	07046349
Date of Birth	22nd August, 1957	8th August, 1960
Date of Appointment	27th May, 2011	7th November, 2016
Expertise in specific functional area	Administration, Planning, Sales & Marketing and Research Expansion	Sales & Marketing of high value heavy engineering capital equipments & projects related to boilers & water treatment solutions.
Number of Meetings of the Board attended during the Financial Year 2016-2017	Three	One*
Qualification	Bachelor's Degree in Agriculture & Animal Husbandry	Bachelor's Degree in Mechanical Engineering
Shareholding in the Company	NIL	Nil
List of other Listed Entities where Directorship held	1. Andrew Yule & Co. Ltd. (AYCL) 2. Tide Water Oil Co. (I) Ltd.	Andrew Yule & Co. (AYCL) Limited
Chairman / Member of the Committees of the Board across all Listed Entities in which he is a Director	Chairman - Committee of the Board of Directors (AYCL) Member - Corporate Social Responsibility Committee (AYCL) Chairman - Risk Management Committee (AYCL) Member - Stakeholders Relationship Committee (AYCL) Member - Nomination & Remuneration Committee(Tide Water Oil Co. (I) Ltd.) Member - Compensation Committee (Tide Water Oil Co. (I) Ltd.) Chairman - Committee of Directors (Tide Water Oil Co. (I) Ltd.) Member - Risk Management Committee	Member- Committee of the Board of Directors (AYCL) Member- Corporate Social Responsibility Committee (AYCL) Member- Risk Management Committee (AYCL)

	(Tide Water Oil Co. (I) Ltd.) Chairman - Stakeholders' Relationship Committee (Tide Water Oil Co. (I) Ltd.)	
Chairman / Member of the Committees of the Board of Directors of the Company	Member - Committee of the Board of Directors Member - Nomination & Remuneration Committee Member - Stakeholders Relationship Committee Member - Risk Management Committee	Member- Nomination & Remuneration Committee Member-Committee of the Board of Directors Member -Stakeholders Relationship Committee
Disclosure of relationships between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se
Terms and conditions of appointment	Shri Sunil Munshi, a Non-Executive Director on the Board of the Company, is entitled to receive Sitting Fees as approved by the Board of Directors for attending meetings of the Board and its Committees of which he is a member. Such Sitting Fees are paid to Andrew Yule & Company Limited, as per his directions. Apart from this, he has no pecuniary relationship with the Company in his personal capacity.	Shri Debasis Jana, a Non-Executive Director on the Board of the Company, is entitled to receive Sitting Fees as approved by the Board of Directors for attending meetings of the Board and its Committees of which he is a member. Such Sitting Fees are paid to Andrew Yule & Company Limited, as per his directions. Apart from this, he has no pecuniary relationship with the Company in his personal capacity

* Shri Debasis Jana was appointed as Additional Director w.e.f. 8th November, 2016, and only 1 Board Meeting was held following his appointment and prior to the end of the Financial Year 2016-2017.

Google Maps Andrew Yule and Company



DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

Dear Shareholders,

Your Directors take pleasure in presenting the Annual Report on the operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2017:

1. FINANCIAL RESULTS	(₹ in Lakhs) Year ended 31st March, 2017	(₹ in Lakhs) Year ended 31st March, 2016
Profit before Exceptional Items,	176.47	156.01
Depreciation, Interest & Tax		
Less: Depreciation	8.32	10.15
Interest	138.39	147.85
	146.71	137.70
Profit before Exceptional Items and Tax	29.76	8.16
Add : Exceptional Items (Waiver of Interest)	0.00	0.00
Profit before Tax	29.76	8.16
Provision for Taxation :		
Current Tax	-	-
Deferred Tax	(7.92)	2.68
	(7.92)	2.68
Profit after Tax	37.68	5.48
Loss brought forward from last Accounts	850.20	845.43
Loss carried forward to the Balance Sheet	812.52	839.95

2. **DIVIDEND**

In view of the accumulated loss of earlier years, your Directors regret their inability to recommend payment of any dividend.

3. **PERFORMANCE**

The overall performance of the Company during the year under review is summarised hereunder :

The Turnover (net) has increased from ₹ 2502.37 lakhs achieved in the last year to ₹ 3343.02 lakhs in the financial year 2016-2017. The Company earned a Profit (before Tax) of Rs. 29.76 lakhs as compared to a Profit (before Tax) of ₹ 8.16 lakhs earned in the previous year.

The turnover of the Filament Division decreased from ₹ 592.10 lakhs to ₹ 479.09 lakhs during the year 2016-17. The Loss (before tax) incurred by the Division increased from ₹ 219.81 lakhs to ₹ 265.54 lakhs during the year under review.

WEBFIL LIMITED

The turnover of the Digital Division increased from ₹ 1910.27 lakhs to ₹ 2863.93 lakhs during the year 2016-17. The Digital Division earned a Profit (before tax) of ₹285.02 lakhs during the year 2016-17 as compared to a Profit (before tax) of ₹ 215.11 lakhs during the previous year 2015-16.

4. PROSPECTS

4.1 FILAMENT DIVISION

The decline in revenue generated by the Filament Division is expected to be offset by the Company's efforts at diversification into various IT related services. The Division's export at ₹ 342.88 lakhs enabled the Company to be a net foreign exchange earner.

4.2 DIGITAL DIVISION

The Digital Division's new initiative in Special Projects is on a growth path. During the year, your Company executed special projects worth about ₹ 464.40 lakhs (Net) and the Company expects this business to contribute substantially to the Company's overall turnover this year also. The recently developed Railway Signalling products UFSBI and BPAC are expected to make a major contribution to the Company's growth in the coming years.

5. FUTURE GROWTH

As mentioned earlier, Company's diversification into Special Projects is likely to grow further in the coming years. This apart the Company is also exploring several other alternatives for growth of their business in the field of Communication. In the railway signalling sector, our new products, UFSBI & Block Proving Axle Counter are expected to do good business this year.

6. MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion & Analysis Report for the year under review, as stipulated under SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, is presented in a separate section forming part of the Annual Report as **Annexure I**.

7. CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, along with a certificate from the Statutory Auditors of the Company confirming the compliance, is annexed and forms part of the Annual Report.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that :

- i. in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed along with the proper explanation relating to material departures, if any;
- ii. the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that were 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;
- iii. 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;
- iv. the Directors had prepared the annual accounts on a going concern basis;
- v. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and
- vi. the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

10. PERFORMANCE OF JOINT VENTURE COMPANIES AS PER RULE 8(1) OF THE COMPANIES (ACCOUNTS) RULES, 2014

New Town Telecom Infrastructure Development Co. Ltd. (NTTIDCO), the company's joint venture with West Bengal Housing Infrastructure Development Corporation Ltd (WBHIDCO), was incorporated in 2006 with objectives of carrying on business activities related to creation of telecom infrastructure.

Total Revenue earned by NTTIDCO in the year 2016-2017 increased to ₹ 828.77 lakhs as compared to ₹ 489.64 lakhs earned in the previous year, and Profit Before Tax reported for the year 2016-- 2017 was ₹ 611.78 Lakhs whereas, in the previous year, it had been ₹ 272.89 Lakhs.

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11. ISO ACCREDITATION

Digital Division of the Company received certificate on Management system as per ISO 9001:2008 for the scope of Design, Manufacture and Servicing of Equipments related to Digital Communications, Power Supply, Signalling, Display and Protection of Power Distribution Systems from TUV NORD CERT GmbH Certification Body, Mumbai. The Certificate is valid upto 14th September, 2018. Initial Certification was on 4th March, 2004.

12. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There has been no material change(s) and commitment(s) affecting the financial position of the Company, occurring between the end of the financial year to which these financial statements relate and the date of the report.

13. DIRECTORS

The Board of Directors has appointed Mr. Debasis Jana [DIN: 07046349], as an Additional Director with effect from November 8, 2016. In terms of Section 161 of the Companies Act, 2013, Mr. Debasis Jana holds office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing his name for the office of Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Debasis Jana as a Director, for approval by the shareholders of the Company.

Mr. Amiya Narayan Bhattacharyya resigned from the Board of Directors of the Company with effect from close of business on October 31, 2016, upon retirement. The Board has placed on record its sincere appreciation and gratitude for contributions made by him during his association with the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Sunil Munshi, Non-Executive Director, retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

The brief details relating to Mr. Sunil Munshi and Mr. Debasis Jana are furnished in the notes annexed to the Notice of the ensuing Annual General Meeting of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Directors do not share any relationship inter se.

14. KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel the Company :

- i. Mr. Anirban Gupta : Chief Executive Officer
- ii. Mr. Jayanta Kumar Datta : Chief Financial Officer
- iii. Ms. Shinjinee Bhattacharyya : Company Secretary

15. POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION

The Company has framed a Remuneration Policy, in relation to remuneration of Directors, Key Managerial Personnel, Senior Management and other employees of the Company, as recommended by the Nomination & Remuneration Committee of the Board of Directors. The same, inter alia contains matters stated under Section 178 of the Companies Act, 2013 and Part D of Schedule II of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of such policy i.e. summary, web link, etc. have been furnished in the Corporate Governance Report forming part of this Annual Report.

The Remuneration Policy, as framed, is enclosed with the Directors' Report as **Annexure II**.

Although the Remuneration Policy, inter alia, pertains to matters relating to the remuneration, perquisites for the Whole-time/Executive/Managing Director, the Directors wish to inform that at present, there are no such Directors on the Board of the Company.

16. ANNUAL EVALUATION OF BOARD'S PERFORMANCE

In compliance with the Companies Act, 2013, Regulation 17(10), and Regulation 19(4) read with Part D of Schedule II of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, the performance evaluation of the Board, individual Directors, and Committees of the Board was carried out for the year under review after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, execution and performance of specific duties, obligations and governance. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board Evaluation and Diversity Policy framed by the Company, details of which are covered in the Corporate Governance Report, contains additional criteria for the aforesaid appraisal.

17. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder, are not applicable to the Company.

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18. VIGIL MECHANISM /WHISTLE BLOWER POLICY

In compliance with the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, the Company has framed a Vigil Mechanism / Whistle Blower Policy to report concerns about the Company's working or about any violation of its policies. The said Policy is disclosed on the website of the Company and may be accessed at the web link

<http://www.webfilindia.com/uploads/policy/VIGIL%20MECHANISM.pdf>

19. RISK MANAGEMENT

The Company believes that efficient management of risks would result in maximisation of returns, and pursuant to its approach to addressing business risks, a sub-committee of the Risk Management Committee of the Company, has been formed, on whom the following responsibilities have been delegated:

- i. Review and implementation of the Risk Management Policy of the Company including identification of elements of risk, which may threaten the existence of the Company.
- ii. Design of risk assessment and risk minimization procedures.
- iii. Supervision of risk management plans and evaluation of risk management systems.

The observations of the above sub-committee would be periodically reviewed by the Audit Committee and the Board of Directors.

A Risk Management Plan as required under Regulation 17(9) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, has been adopted. Relevant details of the Risk Management Committee constituted by the Board of Directors have been furnished in the Corporate Governance Report.

20. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT- 9 as required under Section 92 of the Companies Act, 2013, is annexed as **Annexure III**, and forms part of this Report.

21. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

There were 5 (Five) meetings of the Board of Directors of the Company held during the year 2016-17 on 22nd April, 2016, 27th May, 2016, 11th August, 2016, 7th November, 2016, and 10th February, 2017. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015.

22. CHANGES IN SHARE CAPITAL

The Paid-up Equity Share Capital as on 31st March, 2017 was Rs.8.53 Crores divided into 85,32,500 Equity shares of ₹ 10/- each, fully paid up. During the year the Company has not issued any ordinary shares or shares with differential voting rights neither granted stock options nor sweat equity.

23. AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company is comprised of Mr. Sujit Chakravorti as the Chairman, Mr. Asoke Kumar Dutt and Mr. Soumen Das. The Company Secretary is the Secretary of the Committee. The Chief Executive Officer and Chief Financial Officer are permanent invitees to the meetings of the Committee. During the year there was no instance where the Board had not accepted the recommendation of the Audit Committee.

The details of terms of reference of the Audit Committee, number and dates of meetings held, attendance of the Directors and remuneration paid to them are given separately in the attached Corporate Governance Report.

24. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board of Directors is comprised of Mr. Sujit Chakravorti as the Chairman, and Mr. Asoke Kumar Dutt, Mr. Soumen Das, Mr. Sunil Munshi and Mr. Debasis Jana as Members of the Committee. The Company Secretary acts as the Secretary of this Committee. The Chief Executive Officer and Chief Financial Officer are permanent invitees to the meetings thereof.

The details of terms of reference of the Nomination and Remuneration Committee are given separately in the attached Corporate Governance Report.

25. RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Details pertaining to materially significant transactions with related parties during the financial year at arm's length price have been disclosed in Form No. AOC-2 as appearing in **Annexure IV** to the Board's Report in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

All Related Party Transactions were placed before the Audit Committee for approval.

The policy on Related Party Transactions as approved by the Board is disclosed on the website of the Company and may be accessed at the web link

<http://www.webfilindia.com/uploads/policy/Related%20Party%20Transaction%20Policy.pdf>

26. DISCLOSURES UNDER RULE 8(5) OF COMPANIES (ACCOUNTS) RULES, 2014

- i. Financial summary or highlights : As detailed under the heading 'Performance'

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- ii. Change in the nature of business, if any : None
- iii. Details of Directors or Key Managerial Personnel (KMP), who were appointed or resigned during the year:
 - a. Director(s) appointed : Mr. Debasis Jana
 - b. Director(s) resigned : Mr. Amiya Narayan Bhattacharyya
- iv. Names of Companies which have become or ceased to be Subsidiaries, Joint Venture Companies or Associate Companies during the year: There were no such Companies in terms of the provisions of the Companies Act, 2013.
- v. v.Details relating to deposits: There were no fixed deposits of the Company from the public, outstanding at the end of the financial year. No fixed deposit has been accepted during the year and as such, there is no default in repayment of the said deposits.
- vi. There has not been any deposit, which is not in compliance with the requirements of Chapter V of the Companies Act, 2013.
- vii. No significant and material orders have been passed by any Regulator(s) or Court(s) or Tribunal(s) impacting the going concern status and Company's operations in future.
- viii. Internal Control systems and their adequacy: The Company has adequate internal control procedures commensurate with the size and nature of its business, which ensures that all assets are safeguarded and protected against loss and all transactions are recorded and reported correctly.

The internal control systems of the Company are monitored and evaluated by M/s. A. N. Chatterjee & Co., Chartered Accountants, Internal Auditor of the Company and their audit reports are periodically reviewed by the Audit Committee of the Company.

The scope of Internal Audit includes scrutiny of Sales Order, Sales Bill, Credit Notes, Tenders, Purchase Orders received and others, which are also considered by the Statutory Auditors while conducting audit of the Annual Financial Statements.

27. DISCLOSURE AS PER RULE 5(1) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed with this report as **Annexure V.**

28. PARTICULARS OF EMPLOYEES - RULE 5(2) & 5(3) OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed with this report as **Annexure VI.**

29. AUDITOR & AUDITOR'S REPORT
STATUTORY AUDITORS

The Comptroller & Auditor General of India had appointed M/s. ADD & Associates, Chartered Accountants, as Statutory Auditors of the Company for the year ended 31st March, 2017 pursuant to the provisions of Section 139(5) of the Companies Act, 2013.

The Statutory Auditors, in their Report to the members of the Company has drawn attention to the following "Emphasis of Matter" paragraph:

"Attention is specially invited to **Accounting Standard (AS) 27 Financial Reporting of Interest in Joint Venture** which mandates that a venture should disclose, in its separate financial statements, the aggregate amount of each of assets, liabilities, income and expenses related to its interest in the jointly controlled entities. However for the period under reporting **audited** figures of 31st March, 2016 and **unaudited** figures of 31st March 2017 has been disclosed."

In respect of the comments made by the Statutory Auditors in their report, the Directors wish to state that:

The audited figures pertaining to the Company's interest in New Town Telecom Infrastructure Development Co. Ltd. (NTTIDCO), its Joint Venture (JV) with West Bengal Housing Infrastructure Development Corporation Limited (WBHIDCO), for the year ended 31st March, 2017 could not be disclosed in the accounts of the Company, as Statutory Audit of the JV was completed after Statutory Auditors of Webfil Ltd. submitted their report on the Company's Financial Statements for the Financial Year 2016-2017. However, the Audited Financial Statements of the Joint Venture Company for the year ended 31st March, 2017, have subsequently been received, and pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies(Accounts) Rules 2014, Form AOC-1 containing the salient features of these statements has been enclosed with this report as Annexure VII.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr. Deepak Swain (C.P. No. 9131), Proprietor of M/s. S. Deepak & Associates, Company Secretaries, 7A, Bentinck Street (New Wing), 1st Floor, Room

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No. - 101, Kolkata - 700001, to undertake the Secretarial Audit of the Company for the Financial Year 2016-2017. The Secretarial Auditor's Report is attached hereto as **Annexure VIII** and forms a part of this report.

In his Report, the Secretarial Auditor has made the following comments:

"Matter of Emphasis

Pursuant to Section 152 (6) of the Act, 2/3rds of the total directors (except Independent Directors) of a company shall be rotational directors. Thus, while the Company needed 3 (Three) rotational directors, it had only 2 (Two) rotational directors on its Board."

In respect of the comments made by the Secretarial Auditor in his report, the Directors have stated that :

As per Section 152 (6) (a) (i) of the Companies Act, 2013 (the Act), not less than two-thirds of the total number of Directors (excluding Independent Directors) are required to be persons whose period of office is liable to determination by retirement of Directors by rotation. However, at present, there are two Directors on the Company's Board who are liable to retire by rotation, whereas, there should be at least three such Directors in accordance with the Act. The Directors have taken note of the matter for determining the appropriate course of action with regard thereto.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as required to be disclosed under provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are furnished in **Annexure IX** and forms part of the Directors' Report.

31. ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the shareholders, financial institutions, customers, suppliers, bankers, government authorities, local bodies around the plant area and all other business associates, during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the employees at all the levels of the Company.

On behalf of the Board

Place : Kolkata
Dated: 8th August, 2017

JAYANTA RAY
Chairman



ANNEXURE-I

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry structure and developments

The telecommunication industry in India, has registered rapid growth over the past decade, and propelled by favourable regulation policies of the Government, the Indian telecom sector is expected to witness further growth in the next few years. The deregulation of Foreign Direct Investment (FDI) norms coupled with Government reforms in support of initiatives like Digital India, etc., are expected to provide ample scope for the sector's growth in the near future. The Company's Digital Division, engaged primarily in manufacture of a range of telecommunication equipments, and execution of turnkey projects for telecommunication networks, is progressing at a commendable pace, having provided the impetus for an increase in Total Revenue of the Company by nearly 28.55% in the year 2016-2017, over that achieved in 2015-2016. The recent reforms in the telecom sector are expected to have a favourable impact on the Division's initiatives for further growth.

The Digital Division continues to serve the Indian Railways significantly, and recent initiatives in the sector aimed at empowerment of Indian Railways have lifted the Division's hopes of augmenting the volume of business transacted with the Railways. Among the aforesaid initiatives, heavy investments contemplated in the area of railway network expansion, and initiatives for infrastructure upgradation, including increased electrification, and commissioning of OFC (Optical Fibre Cable) network to enable high speed communication network over Indian Railways, are expected to garner increasing number of orders from the Railways, for signalling devices manufactured by the Digital Division. The 'Digital India' campaign launched by the Government of India is likely to cause a spurt in telecom infrastructure projects undertaken across the country with the objective of providing citizens with increased Internet connectivity, and improved online infrastructure for accessing services electronically. The Special Projects segment of the Digital Division, engaged in Wi-Fi Network implementation, CCTV & Surveillance projects, etc., hopes to reap substantial amount of benefits from such developments.

The manufacture of illumination devices in the country is undergoing modernisation and due to increasing demand for energy-efficient products, the business volume of the Company's Filament Division is not likely to develop further.

Opportunities and Threats

The Company has considerable experience in the field of Communication, and using this expertise, it is exploring business opportunities beyond those offered by the Railways.

Segment-wise Performance

Segment wise performance of the Company has been mentioned in Note No. 32 to the Financial Statements.

Outlook

Further augmentation of the business generated by the Company's Digital Division is expected to be brought about through anticipated participation in Special Projects in states outside West Bengal, upon the Company's fulfilment of criteria governing tenders pertaining to such projects.

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The Company hopes for an upgradation of its status to a 'Part I' vendor of Railway Signalling devices in future following fulfilment of criteria specified by RDSO, Ministry of Railways, Lucknow, for such upgradation. Such upgradation, if awarded to the Company, will enable it to get orders in larger quantities while participating in tenders floated by the Indian Railways, therefore providing hope for considerable augmentation of the Digital Division's business. In the telecom equipment segment, the manufacture of ancillary equipments to support usage of MUX is expected to bring about a positive impact on the segment's growth.

The prospects of the Company's Filament Division look bleak, owing to lamp filaments losing out their market share to energy-efficient substitutes like LEDs amid rapid technological innovations in the country's illumination devices industry, in support of initiatives toward environment protection.

The overall outlook for the year 2017-18 is expected to be positive. The Company will continue to focus on core competencies and strategies besides leveraging other opportunities to extend its business.

Risk & Concerns

Since substitutes for lamp filaments such as LEDs are fast emerging in the market, the Filament Division's products are on the verge of obsolescence. To counteract this risk, the Company is diversifying into various IT related services such as implementation of Wi-Fi Network, CCTV & Surveillance projects, Access Control, etc.

Internal Control System

The Company has proper and adequate system of internal control commensurate with the size of the business, and the same has been monitored and evaluated by M/s. A.N.Chatterjee & Co., Chartered Accountants, Internal Auditor of the Company, whose reports are periodically reviewed by the Audit Committee of the Company.

Financial Performance

The Financial Performance of the Company has been detailed in its Financial Statements for the year 2016-2017. During the year, the Company earned a Profit (before Tax) of ₹ 29.77 lakhs.

Human Resources

During the year, employer - employee relationship remained cordial. The number of permanent employees on the rolls of the Company as on 31st March, 2017 was 142.

Disclosure of Accounting Treatment

The financial statements have been prepared to comply in all material respects with the applicable Accounting Standards notified under Section 133 of the Companies Act 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.



ANNEXURE - II

REMUNERATION POLICY

WEBFIL LIMITED (the "Company") has constituted a Nomination and Remuneration Committee ("Committee") in its Board meeting held on 20th August, 2014 as per the terms and conditions provided in Section 178 of the Companies Act, 2013 and Part D of Schedule II of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015. As per the provisions, the Company is required to frame a Policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and other employees of the Company.

1. Objective of the Policy

The policy is framed with the objective(s) stated herein below:

- a. Whether based on the Company's size and financial position, the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- b. Whether relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c. Whether remuneration to Directors, Key Managerial Personnel (KMP) and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

2. Applicability

This policy is applicable to:

- i) Directors viz. Executive, Non-executive and Independent
- ii) Key Managerial Personnel ("KMP")
- iii) Senior Management Personnel
- iv) Other Employees of the Company

3. Matters relating to the remuneration, perquisites for the Whole-time / Executive / Managing Director

- i. The remuneration / compensation / profit-linked commission etc. to the Whole-time / Executive / Managing Directors will be recommended by the Committee and approved by the Board of Directors. In the event, if the same requires shareholders' sanction; the same should be suitably obtained. The remuneration / compensation / profit-linked commission etc. shall be in accordance with the provisions laid in the Companies Act, 2013 and shall be subject to such approval, as stated therein.

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- ii. If, in any financial year, the Company has no profits or its profits are inadequate, the company shall pay remuneration to its Whole-time Director / Executive / Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, then with the previous approval of the Central Government.
- iii. Increments to the Whole-time / Executive / Managing Director shall be within the slabs approved by the shareholders. Increments will be effective from 1st April in respect of a Whole-time / Executive / Managing Director as well as in respect of other employees of the Company, unless otherwise decided.

4. Remuneration to Non-executive / Independent Director

The Non-executive / Independent Directors of the Company shall be paid sitting fees as per the limit sanctioned by the Board, from time to time, subject to applicable Regulations. The Non-executive / Independent Directors, may also be paid Commission, within the limits as stated under the Companies Act, 2013 or any other relevant statute, agreement, etc., as amended from time to time, on sales achieved by the Company, subject to such approvals, as may be statutorily required.

5. Remuneration to KMP, Senior Management Personnel and Other Employees

The KMP, Senior Management Personnel and other Employees of the Company shall be paid monthly remuneration as per the Company's policies. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, etc. shall be as per the Company's policies.

If the remuneration of KMPs or any other officer is to be specifically approved by the Committee and/ or the Board of Directors under any statute, such approval will be accordingly procured.

This remuneration policy shall apply to all future / continuing employment with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board. Any departure from the policy shall be recorded and reasoned in the Committee and Board meeting minutes. The Board reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever.

6. Interpretation

Words/phrases used in the Policy shall, in absence of any contrary specified hereinabove, carry the same meaning as stated under the Companies Act, 2013 read with rules framed thereunder further read with relevant SEBI Listing Regulations.

Place : Kolkata

Dated : 8th August, 2017

On behalf of the Board

JAYANTA RAY

Chairman



ANNEXURE – III

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As On Financial Year Ended on 31.03.2017

Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

i) CIN	L36900WB1979PLC032046
ii) Registration Date	31.05.1979
iii) Name of the Company	WEBFIL LIMITED
iv) Category/Sub-category of the Company	Public Limited / Limited by Shares
v) Address of Registered office and contact details	"YULE HOUSE", 8, Dr. Rajendra Prasad Sarani, Kolkata- 700 001 Tel. : (033) 2242 8210 / 8550 Fax : (033) 2242 1335 E-mail : webfil@webfilindia.com Website : www.webfilindia.com
vi) Whether listed company	Yes
vii) Name, Address & contact details of the Registrar & Transfer Agent, if any	M/s. MCS Share Transfer Agent Limited 12/1/5, Manoharpukur Road, Kolkata-700 026 Tel. : (033) 4072 4051/4052/4053 Fax : (033) 4072 4050 Email : mcssta@rediffmail.com Website : www.mcsregistrars.com

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II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product /service	% to total turnover of the company
1.	Filaments	27339	14.11 (Approx)
2.	Drop/Insert Digital Multiplexer with Accessories	26309	32.28 (Approx)
3.	Contracts of Sales/Service with New Town Telecom Infrastructure Development Company Limited (NTTIDCO), a Joint Venture of WB HIDCO Ltd. and Webfil Ltd. Services provided involved: <ul style="list-style-type: none"> a) trenching, laying and back filling and such other jobs with 40/33 HDPE PLB Duct up to a depth of 1.2 Mtr. for renting out the same to various operators for multifarious utility services, and b) implementation of new Wi-fi Network Service along Salt Lake By Pass Road & Ring Road from Chingrighata to Rajarhat Box Bridge within the Nabadiganta Industrial Township Area in Kolkata, in addition to services in connection with maintenance & management of Wi-Fi Network of New Town, Rajarhat (from Haldiram to Box Bridge)within Rajarhat. 	42209 42202	20.80 (Approx)

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary/ Associate	%of shares held	Applicable Section
1.	Andrew Yule & Company Limited Yule House, 8, Dr. Rajendra Prasad Sarani, Kolkata - 700001	L63090WB1919GOI003229	Associate Company	NIL	As per AS 18
2.	Tide Water Oil Company (India) Limited Yule House, 8, Dr. Rajendra Prasad Sarani Kolkata - 700001	L23209WB1921PLC004357	Associate Company	NIL	As per AS 18
3.	New Town Telecom Infrastructure Development Company Limited (NTTIDCO) CD/6 & 7, 04-2222, MAR (S.E.), 1st & 2nd Floor, Action Area - 1C, New Town, Rajarhat, Kolkata - 700156	U45204WB2006SGC109325	Associate Company	49% in NTTIDCO	Section 2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2016)				No. of Shares held at the end of the year (As on 31.03.2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	200	200	0.00	-	- (*)	-	0.00	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	5315293	5315293	62.29	-	5315296	5315296	62.29	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	3	3	0.00	-	- (**)	-	0.00	0.00
Sub-total (A)(1)	-	5315496	5315496	62.29	-	5315296	5315296	62.29	0.00
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter(A) (A) = (A)(1) + (A)(2)	-	5315496	5315496	62.29	-	5315296	5315296	62.29	0.00

(*) Pursuant to a decision of the Board of Directors taken at its meeting held on 10th February, 2017, Mr. Jayanta Ray and Mr. Asoke Kumar Dutt, holding 100 Equity shares each, have been reclassified as Individual Public shareholders, and hence no longer appear as Individual Promoters.

(**) Pursuant to the Board's decision taken at its meeting held on 10th February, 2017, the 3 shares, each of which was held by Mr. Sailen Sen, Mr. Anupam Ghosh, and Mr. S.Saha, respectively, have been added to shareholding of Yule Financing & Leasing Co. Ltd., which had been a joint holder of such shares.

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Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2016)				No. of Shares held at the end of the year (As on 31.03.2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks /FI	-	898420	898420	10.53	-	898420	898420	10.53	0.00
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	898420	898420	10.53	-	898420	898420	10.53	0.00
(2) Non Institutions									
a) Bodies Corp.									
i) Indian	-	2298980	2298980	26.95	-	2298980	2298980	26.95	0.00
ii)Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	-	19604	19604	0.23	-	19804 (***)	19804	0.23	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	-	-	-	-	-	-	-	-	-
c) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	2318584	2318584	27.18	-	2318784	2318784	27.18	0.00
Total Public Shareholding (B) (B) = (B)(1) + (B)(2)	-	3217004	3217004	37.71	-	3217204	3217204	37.71	0.00
C. Shares held by Custodian for GDRs& ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	8532500	8532500	100.00	-	8532500	8532500	100.00	0.00

(***) Subsequent to reclassification of Mr. Jayanta Ray and Mr. Asoke Kumar Dutt (each of whom holds 100 Equity shares) as Individual shareholders under the 'Public' category, the total number of shares appearing under the category 'Individual shareholders holding nominal share capital upto ₹ 1 lakh' has increased from 19604 as at 31.03.2016, to 19804 as at 31.03.2017, following the Board of Directors' decision in this regard taken at its meeting held on 10th February, 2017.

b. Shareholding of Promoter(s)

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)			Shareholding at the end of the year (As on 31.03.2017)			% Change in share holding during the year
		No. of shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
Individual								
1	Jayanta Ray	100	0.00	-	-	0.00	-	0.00
2	Asoke Kumar Dutt	100	0.00	-	-	0.00	-	0.00
Bodies Corporate								
3	Andrew Yule & Co. Ltd.	145000	1.70	-	145000	1.70	-	0.00
4	The Bengal Coal Co. Ltd.	200000	2.34	-	200000	2.34	-	0.00
5	The New Beerbhoom Coal Co. Ltd.	70000	0.82	-	70000	0.82	-	0.00
6	Yule Financing & Leasing Co. Ltd.	269997	3.16	-	270000	3.16	-	0.00
7	Tide Water Oil Co. (I) Ltd.	410000	4.81	-	410000	4.81	-	0.00
8	W. B. Industrial Development Corp. Ltd.	4220296	49.46	-	4220296	49.46	-	0.00
Nominee Holding								
9	Sailen Sen	1	0.00	-	-	0.00	-	0.00
10	Anupam Ghosh	1	0.00	-	-	0.00	-	0.00
11	S. Saha	1	0.00	-	-	0.00	-	0.00
TOTAL		5315496	62.29	-	5315296	62.29	-	0.00

c. Change in Promoter's Shareholding (Please Specify, if there is no change)

Sl. No.	Shareholder's Name	No. of shares held at the beginning of the year (01.04.2016)	% of total shares of the Company	Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shares during the year	% of total shares of the Company during the year
1	Jayanta Ray	100	0.00				100	0.00
				10.02.2017	100 (Decrease)	Reclassified as Individual shareholder under 'Public' category pursuant to Board's decision	0	0.00
At the end of the year (31.03.2017)							0	0.00

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Sl. No.	Shareholder's Name	No. of shares held at the beginning of the year (01.04.2016)	% of total shares of the Company	Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shares during the year	% of total shares of the Company during the year
2	Asoke Kumar Dutt	100	0.00				100	0.00
				10.02.2017	100 (Decrease)	Reclassified as Individual shareholder under 'Public' category pursuant to Board's decision	0	0.00
	At the end of the year (31.03.2017)						0	0.00
3.	Andrew Yule & Co Ltd.	145000	1.70		No change		145000	1.70
4.	The Bengal Coal Co. Ltd.	200000	2.34		No change		200000	2.34
5.	The New Berbhoom Coal Co. Ltd.	70000	0.82		No change		70000	0.82
6.	Yule Financing & Leasing Co. Ltd. (YFCL)	269997	3.16				269997	3.16
				10.02.2017	3 (Increase)	Inclusion of 3 shares, each held by Mr. Sailen Sen, Mr. Anupam Ghosh and Mr. S. S a h a , repectively, in shareholding of YFCL, the joint holder of such shares with each of the a f o r e s a i d individuals, pursuant to Board's decision	270000	3.16

Sl. No.	Shareholder's Name	No. of shares held at the beginning of the year (01.04.2016)	% of total shares of the Company	Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shares during the year	% of total shares of the Company during the year
At the end of the year (31.03.2017)							270000	3.16
7.	Tide Water Oil Co. (I) Ltd.	410000	4.81		No change		410000	4.81
8.	West Bengal Industrial Development Corporation Ltd.	4220296	49.46		No change		4220296	49.46
9.	Sailen Sen	1	0.00				1	0.00
				10.02.2017	1 (Decrease)	Same as reason cited at Sl.No.6	0	0.00
At the end of the year (31.03.2017)							0	0.00
10.	Anupam Ghosh	1	0.00				1	0.00
				10.02.2017	1 (Decrease)	Same as reason cited at Sl.No.6	0	0.00
At the end of the year (31.03.2017)							0	0.00
11.	S. Saha	1	0.00				1	0.00
				10.02.2017	1 (Decrease)	Same as reason cited at Sl. No. 6	0	0.00
At the end of the year (31.03.2017)							0	0.00

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d. Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)		Shareholding at the end of the year (As on 31.03.2017)	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	India Power Corporation Ltd. a) At the beginning of the year b) Changes during the year c) At the end of the year	2003800	23.48	No Change During the Year 2003800 23.48	
2	3A Capital Services Ltd. a) At the beginning of the year b) Changes during the year c) At the end of the year	603340	7.07	No Change During the Year 603340 7.07	
3	Industrial Finance Corporation of India a) At the beginning of the year b) Changes during the year c) At the end of the year	295080	3.46	No Change During the Year 295080 3.46	
4	Amrex Marketing Pvt. Ltd. a) At the beginning of the year b) Changes during the year c) At the end of the year	295080	3.46	No Change During the Year 295080 3.46	
5	Ankit Mahendra Shah a) At the beginning of the year b) Changes during the year c) At the end of the year	1000	0.01	No Change During the Year 1000 0.01	
6	Rupa Raju Doshi a) At the beginning of the year b) Changes during the year c) At the end of the year	800	0.01	No Change During the Year 800 0.01	
7	Thankam Warriar a) At the beginning of the year b) Changes during the year c) At the end of the year	500	0.01	No Change During the Year 500 0.01	

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)		Shareholding at the end of the year (As on 31.03.2017)	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
8	Poothirukovil Balakrishna Warriar a) At the beginning of the year b) Changes during the year c) At the end of the year	500	0.01	No Change During the Year	
				500	0.01
9	Jogamaya Ghosh a) At the beginning of the year b) Changes during the year c) At the end of the year	500	0.01	No Change During the Year	
				500	0.01
10	Kala H Hingu a) At the beginning of the year b) Changes during the year c) At the end of the year	500	0.01	No Change During the Year	
				500	0.01

e. Shareholding of Directors and Key Managerial Personnel :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
Non-Executive Directors					
1	Shri Jayanta Ray a) At the beginning of the year b) Changes during the year c) At the end of the year	100	0.00	No Change During the Year	
				100	0.00
2	Shri Sujit Chakravorti	-	-	-	-
3	Shri Asoke Kumar Dutt a) At the beginning of the year b) Changes during the year c) At the end of the year	100	0.00	No Change During the Year	
				100	0.00

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Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
4	Shri Debasis Konar	-	-	-	-
5	Shri Soumen Das	-	-	-	-
6	Shri Sunil Munshi	-	-	-	-
7	Shri Debasis Jana	-	-	-	-
8	Shri Ashis Chakraborty	-	-	-	-
9	Smt. Sujata Roy	-	-	-	-
Chief Executive Officer					
10	Shri Anirban Gupta	-	-	-	-
Chief Financial Officer					
11	Shri Jayanta Kumar Datta	-	-	-	-
Company Secretary					
12	Ms. Shinjinee Bhattacharyya	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	117534919	35849600	-	153384519
ii) Interest due but not paid	92789950	16289836	-	109079786
iii) Interest accrued but not due	599968	-	-	599968
Total (i + ii + iii)	210924837	52139436	-	263064273
Change in Indebtedness during the financial year				
* Addition	7675796	1136187	-	8811983
* Reduction	-	-	-	-
Net Change	7675796	1136187	-	8811983
Indebtedness at the end of the financial year				
i) Principal Amount	116733309	35849600	-	152582909
ii) Interest due but not paid	101267356	17426023	-	118693379
iii) Interest accrued but not due	599968	-	-	599968
Total (i + ii + iii)	218600633	53275623	-	271876256

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:*

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount (in Rs.)
		-	-	-	-	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s. 17(2) of the Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary u/s. 17(3) of the Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Companies Act, 2013					-

* There were no Managing Director, Whole-time Directors and / or Manager in the Company during the financial year 2016 - 17.

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (in Rs.)
		Sujit Chakravorti	Asoke Kr. Dutt	Soumen Das	Sujata Roy	
1	Independent Directors					
a.	Fee for attending Board / Committee meetings	Rs. 26,000/-	Rs. 26,000/-	Rs. 26,000/-	Rs. 9,000/-	87000
b.	Commission	-	-	-	-	-
c.	Others, please specify	-	-	-	-	-
	Total (1)	Rs. 26,000/-	Rs. 26,000/-	Rs. 26,000/-	Rs. 9,000/-	87000

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount (in Rs.)
		Jayanta Ray	Debasis Konar	Sunil Munshi	Ashis Chakraborty	A. N. Bhattacharyya (01.04.2016-31.10.2016)	Debasis Jana (08.11.2016-31.03.2017)	
2.	Other Non-Executive Directors							
a.	Fee for attending Board / Committee meetings	Rs. 10,500/-	Rs. 1000/-	Rs. 17500/-	Rs. 3000/-	Rs. 12500/-	Rs. 6000/-	50500/-
b.	Commission	-	-	-	-	-	-	-
c.	Others, please specify	-	-	-	-	-	-	-
	Total (2)	10,500/-	1000/-	17500/-	3000/-	12500/-	6000/-	50500/-
	Total (B) = (1 + 2)							137500
	Total Managerial Remuneration							137500
	Overall Ceiling as per the Companies Act, 2013	The remuneration paid to the Directors is within the limits prescribed under the Companies Act, 2013						

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C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD: (Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		(CEO) Anirban Gupta	(CFO) Jayanta Kumar Datta	(C S) Shinjinee Bhattacharyya	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11.85	11.16	3.65	26.66
	(b) Value of perquisites u/s.17(2) of the Income-tax Act, 1961	2.37	1.35	0.14	3.86
	(c) Profits in lieu of salary u/s. 17(3) of the Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	14.22	12.51	3.79	30.52

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

	Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A.	COMPANY					
	Penalty Punishment Compounding			NONE		
B.	DIRECTORS					
	Penalty Punishment Compounding			NONE		
C.	OTHER OFFICERS IN DEFAULT					
	Penalty Punishment Compounding			NONE		

Place : Kolkata
Dated : 8th August, 2017

On behalf of the Board
JAYANTA RAY
Chairman



ANNEXURE-IV

FORM NO. AOC. 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/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

1. Details of contracts or arrangements or transactions not at arm's length basis
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board
 - (g) Amount paid as advances, if any
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

NOT APPLICABLE

2. Details of material contracts or arrangement or transactions at arm's length basis:

- | | |
|---|---|
| <ol style="list-style-type: none">(a) Name(s) of the related party and nature of relationship(b) Nature of contracts/arrangements/transactions(c) Duration of the contracts/arrangements/transactions | <p>New Town Telecom Infrastructure Development Company Limited (NTTIDCO), a Joint Venture of WB HIDCO Ltd. and Webfil Ltd.</p> <p>Works Contract of Sales/Service.</p> <p>Repetitive.</p> |
|---|---|

WEBFIL LIMITED

(d) Salient terms of the contracts or arrangements or transactions including the value, if any

Services provided involved :

- a) trenching, laying and back filling and such other jobs with 40/33 HDPE PLB Duct up to a depth of 1.2 Mtr. for renting out the same to various operators for multifarious utility services, and
- b) implementation of new Wi-fi Network Service along Salt Lake By Pass Road & Ring Road from Chingrighata to Rajarhat Box Bridge within the Nabadiganta Industrial Township Area in Kolkata, in addition to services in connection with maintenance & management of Wi-Fi Network of New Town, Rajarhat (from Haldiram to Box Bridge) within Rajarhat.

The total value of the above transactions during 2016-2017 amounted approximately to ₹ 627.16 Lakhs.

(e) Date(s) of approval by the Board, if any

27th May, 2016.

(f) Amount paid/received as advances, if any

The details of gross amounts received as advances during 2016-2017 are as follows:

06/04/2016 - ₹ 50,00,000/-

20/04/2016 - ₹ 2,93,13,000/-

14/07/2016 - ₹ 57,28,411/-

09/09/2016 - ₹ 50,00,000/-

05/10/2016 - ₹ 40,00,000/-

Place: Kolkata
Dated: 8th August, 2017

On behalf of the Board
JAYANTA RAY
Chairman

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager during the financial year 2016-17 and ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 are as under :

Sl. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for financial year 2016-17 (Rs. in lakhs)	% increase in remuneration in the financial year 2016-17	Ratio of remuneration of each Director to median remuneration of employees*
1.	Shri Anirban Gupta Chief Executive Officer	14.22	**	Not Applicable
2.	Shri Jayanta Kumar Datta Chief Financial Officer	12.51	12.30	
3.	Ms. Shinjinee Bhattacharyya Company Secretary	3.79	**	

* All the Directors of the Company are Non-Executive Directors and none of the Non-Executive Directors received any remuneration other than sitting fees during the financial year 2016-17. Hence, the ratio of remuneration and percentage increase for Non-Executive Directors' Remuneration is not considered for the purpose above.

** Since last year's (2015-2016) information pertained to a part of the year, the same is not comparable with figures pertaining to the year 2016-2017.

- ii. The percentage increase in median remuneration of permanent employees during the financial year ended 31st March, 2017, as compared to previous year was approximately 21.41%.
- iii. The number of permanent employees on the rolls of Company as on 31st March, 2017 : 142
- iv. Average percentage decrease in the remuneration (i.e. total employee benefit expenses) of all employees other than the managerial personnel in the financial year 2016-17 was approximately 2.46% whereas increase in the managerial remuneration in the same financial year was approximately by 22.96%. For this purpose, Sitting Fees paid to the Directors have not been considered as remuneration.
- v. It is hereby affirmed that the remuneration paid during the financial year ended 31st March, 2017 is as per the Remuneration Policy of the Company.

WEBFIL LIMITED**ANNEXURE- VI****STATEMENT OF EMPLOYEES' DETAILS PURSUANT TO RULE 5(2) AND RULE 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Details pertaining to top ten employees in terms of remuneration drawn are as follows:

Sl. No.	Name	Designation	Approximate Remuneration received in the year 2016-17 (Rs.)	Nature of employment	Qualifications and experience
1.	ANIRBAN GUPTA	General Manager	1421912.00	Contractual	BE(Electronics) 21 yrs.(approx.)
2.	ASHIS MITRA	Dy. General Manager(Works)	1284799.00	Contractual	BE(Electronics&Telecom) 29 yrs.(approx.)
3.	JAYANTA KUMAR DATTA	Dy. General Manager (F & A)	1250986.00	Contractual	AICWA, PGDM, M.COM 28 yrs.(approx.)
4.	BARUNESH KAYAL	Sr.Manager(Marketing& Projects)	1032894.00	Contractual	BE(Electronics&Telecom) 29 yrs.(approx.)
5.	TAPAS KUMAR SARKAR	Sr. Manager(Marketing)	1012568.00	Contractual	B.Tech(ECE) 29 yrs.(approx.)
6.	SEKHAR KUMAR GHOSH	Manager(Materials)	831196.00	Contractual	B.COM,PGDBM 29 yrs.(approx.)
7.	SWARUP BHAR	Manager (Development)	793427.00	Contractual	B.Tech(Radiophysics& Electronics), B.SC(H) 15 yrs.(approx.)
8.	BUDDHADEB BHATTACHARYA	Dy. Manager(Mktg. & Projects)	775359.00	Contractual	B.Com 25 yrs. (approx.)
9.	LAKSHMAN KUMAR CHATTERJEE	Asst. Manager (Accounts & Admin.)	712832.00	Contractual	B.COM(H) 33 yrs.(approx.)
10.	ANUPAM BHATTACHARYYA	Dy. Manager (Production)	711515.00	Contractual	M. Sc. (Mathematics) 24 yrs.(approx.)

Date of commencement of employment	Age (Approximately)	Last employment held before joining the Company	Percentage of equity shares held by the employee in the Company	Whether a relative of any director/manager of the Company
17.01.1996	49 yrs.	Not available	Not Applicable	Not Applicable
30.12.1988	54 yrs.	Asst.Mgr.(Electronics Maintenance), Indian Telephone Industries Ltd.	Not Applicable	Not Applicable
25.07.1989	54 yrs.	Not Applicable	Not Applicable	Not Applicable
27.01.1988	54 yrs.	Software Engineer, Micronics Corporation	Not Applicable	Not Applicable
01.09.1988	56 yrs.	Sales Engineer, Indchem Electronics Ltd.	Not Applicable	Not Applicable
27.12.1988	55 yrs.	Canvasser, Godrej & Boyce Mfg. Co. Pvt. Ltd.	Not Applicable	Not Applicable
02.11.2002	43 yrs.	Not Available	Not Applicable	Not Applicable
01.01.1992	51 yrs.	Not Applicable	Not Applicable	Not Applicable
20.10.1984	56 yrs.	Not Available	0.0006	Not Applicable
05.02.1993	53 yrs.	Not Available	Information not available	Information not available

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures

Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	NOT APPLICABLE
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
4.	Share capital	
5.	Reserves & surplus	
6.	Total assets	
7.	Total Liabilities	
8.	Investments	
9.	Turnover	
10.	Profit before taxation	
11.	Provision for taxation	
12.	Profit after taxation	
13.	Proposed Dividend	
14.	% of shareholding	

Notes:

1. Names of subsidiaries which are yet to commence operations - Not Applicable
2. Names of subsidiaries which have been liquidated or sold during the year - Not Applicable



Part "B" : Associates and Joint Ventures
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related
to Associate Companies and Joint Ventures

Sl. No.	Name of Joint Venture	New Town Telecom Infrastructure Development Company Limited (NTTIDCO)
1.	Latest audited Balance Sheet Date	31st March, 2017
2.	Shares of Joint Venture held by the company on the year end	
	No.	51450
	Amount of Investment in Joint Venture (Rs.)	5145000
	Extent of Holding%	49.00
3.	Description of how there is significant influence	Joint Venture
4.	Reason why the joint venture is not consolidated	The Audited Financial Statements of the Joint Venture Company for the year ended 31st March, 2017, were provided after the Statutory Auditors had submitted their Audit Report on the Financial Statements of Webfil Limited (the Company) for the Financial Year 2016-2017, and therefore, only NTTIDCO's Unaudited Financial Results could be provided under the Company's 'Notes on Financial Statements' for the year ended 31st March, 2017.
5.	Net worth attributable to shareholding as per latest audited Balance Sheet (Rs. in Lakhs)	699.60
6.	Profit for the year	
i.	Considered in Consolidation	–
ii.	Not Considered in Consolidation (Rs. in Lakhs)	208.70

Notes:

- Names of associates or joint ventures which are yet to commence operations - Not Applicable
- Names of associates or joint ventures which have been liquidated or sold during the year - Not Applicable

On behalf of the Board

Jayanta Ray *Chairman*

Sujit Chakravorti *Director*

Debasis Jana *Director*

Jayanta Kumar Datta *Chief Financial Officer*

Shinjinee Bhattacharyya *Company Secretary*

Place : Kolkata

Dated : 8th August, 2017

WEBFIL LIMITED

ANNEXURE – VIII

Form No. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
WEBFIL Limited
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700001

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **WEBFIL LTD.** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books , papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company , its officers , agents and authorised representatives during the conduct of secretarial Audit ,we hereby report that in our opinion , the Company has during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act , 2013 (The Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and Rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act , 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. **(Not applicable to the Company during the Audit Period);**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. **(Not applicable to the Company during the Audit Period);**
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
 - (f) The Securities Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client. **(Not applicable to the Company during the Audit Period);**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period); and**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not applicable to the Company during the Audit Period).**
- vi. We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances of the following laws applicable specifically to the Company:
- (a) The Hazardous Waste (Management & Handling) Rules, 1983
 - (b) The E-Waste (Management and Handling) Rules, 2011
 - (c) The Gas Cylinder Rules, 2004
 - (d) The Electricity Act, 2003 (with amendment 2003 & 2007)
 - (e) The Explosive Act, 1884 & its amendment.

We have also examined compliances with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreement entered into by the Company with The Calcutta Stock Exchange Limited.

WEBFIL LIMITED

We have not examined compliance by the Company with applicable financial laws, like direct and indirect laws, since the same have been subject to review during statutory financial audit and by other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

Matter of Emphasis

Pursuant to Section 152(6) of the Act, 2/3rds of the total directors (except Independent Directors) of a Company shall be rotational directors. Thus, while the Company needed 3 (Three) rotational directors, it had only 2 (Two) rotational directors on its Board.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

We further report that during the audit period there was no event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines.

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**For S. Deepak & Associates
Company Secretaries**

Place - Kolkata
Date - 28th July, 2017

CS DEEPAK SWAIN
Proprietor
ACS-25625, C.P. No. - 9131



ANNEXURE - A

To
The Members,
WEBFIL Limited
"Yule House",
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of Laws, rules and regulations and happening of the events etc.
5. The compliance of the provision of corporate and other applicable laws, rules , regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S DEEPAK & ASSOCIATES
Company Secretaries

Place : Kolkata
Date : 28th July, 2017

CS DEEPAK SWAIN
Proprietor
ACS-25625, C.P. No. - 9131

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION,
FOREIGN EXCHANGE EARNINGS AND OUTGO**

A. CONSERVATION OF ENERGY

Your Company accords great importance to conservation of energy by close monitoring of consumption of electricity, LPG, diesel and water. Since the Company is a low energy consuming unit, no significant proposal for additional investment in the near future is envisaged for further reduction of consumption of energy. The Company is contemplating utilisation of alternate sources of energy and energy conservation equipments, and hopes to implement these plans soon.

B. RESEARCH AND DEVELOPMENT (R&D)

Your Company is engaged in R&D on an ongoing basis with the object of developing various signalling and Telecommunication equipment and Filaments with the emphasis on minimizing the cost and improving the quality of its products.

i) Various products developed by the Company through R&D:

- a) Automatic Message Switching System.
- b) Low speed data Module (upto 19.2 K Band) for PCM Multiplexer.
- c) RF Surge Protector.
- d) Universal Fail Safe Block Interface (UFSBI).
- e) Drop Insert type Programmable Primary Multiplexer.
- f) 2/8 Mbps Optical Line Terminating Equipment.
- g) Drop/Insert type Programmable Primary Multiplexer with modified specifications & new features.
- h) High Speed Data Interfaces for D/I MUX.
- i) LED Video Board and LED Based Train Information Board.
- j) Microprocessor based Over Current Earth Fault Relay.
- k) Microprocessor based Over Current Earth Fault Relay with instantaneous high set.



- l) Block Proving by Axle Counter using UFSBI for double line/single line.
- m) Loop Protection Module (LPM) for PD MUX.
- n) Access MUX (8 channel) for BPAC/UFSBI.
- o) Automatic protection unit for UFSBI
- p) Direct fibre interface for UFSBI/BPAC
- q) New FXS interface for D/I MUX.

ii) Expenditure on R&D :

- a) Capital : NIL (last year NIL)
- b) Recurring : ₹ 71.78 lakhs (last year ₹ 60.90 lakhs)
- c) Total : ₹ 71.78 lakhs (last year ₹ 60.90 lakhs)

- d) Total R&D expenditure as a percentage of total turnover : 2.15% (last year 2.32%)

C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

The Company has successfully implemented 'Surface Mount Technology' in the indigenous design and production of certain modules of Drop Insert type Programmable Primary Multiplexer which has led to an improvement in quality of this product.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO :

Foreign Exchange earnings during the year were ₹ 341.70 lakhs (last year ₹ 352.14 lakhs) while Foreign Exchange outgo was ₹ 198.23 lakhs (last year Rs. 345.80 lakhs).

Place : Kolkata
Dated : 8th August, 2017

On behalf of the Board
JAYANTARAY
Chairman

WEBFIL LIMITED

REPORT ON CORPORATE GOVERNANCE

The Directors present the Report on Corporate Governance for the year ended March 31, 2017, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"):

COMPANY'S PHILOSOPHY

Webfil Limited's ("The Company") governance philosophy is based on the principles of integrity, equity, accountability and transparency. The Company's business adheres to these principles to protect the interests of its stakeholders, and gain their trust. The Board of Directors of the Company considers itself a trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding of their wealth on sustainable basis. The Company's commitment to ethical business practices, integrity and regulatory compliances helps foster a culture of ethical behavior and maintain a work environment that strengthens the employees' and other stakeholders' faith in the management of the Company.

BOARD OF DIRECTORS

In conformity with the Company's governance philosophy, all statutory and material information are placed before the Board of Directors to enable it to discharge its responsibilities of strategic supervision of the Company and as trustees of the Shareholders.

- **Composition of the Board of Directors as on 31.03.2017**

The Board of Directors is comprised of 9 (nine) Non-Executive Directors, out of whom 4 (four) are Independent.

The names of the Directors, their category, number of Directorships and Committee positions held by them in other companies and their shareholding in the Company, are as follows:

Name of Director	Category	No. of Directorships held in other Companies(*)	No. of Committee Positions held in other Companies(**)		No. of Shares held in the Company
			As Chairman	As Member	
Shri Jayanta Ray (DIN: 00175341)	Chairman Non-Executive	–	–	–	100
Shri Sujit Chakravorti (DIN: 00066344)	Non-Executive & Independent	4	1	1	–
Shri Asoke K. Dutt (DIN: 00488865)	Non-Executive & Independent	–	–	–	100
Shri Debasis Konar (DIN: 03515885)	Non-Executive	–	–	–	–
Shri Soumen Das (DIN: 01833471)	Non-Executive & Independent	–	–	–	–
Shri Sunil Munshi (DIN: 02749579)	Non-Executive	8	1	1	–
Shri Ashis Chakraborty (DIN: 06496853)	Non-Executive	–	–	–	–
Shri Debasis Jana (DIN: 07046349)	Non-Executive	6	–	–	–
Smt. Sujata Roy (DIN : 07209179)	Non-Executive & Independent	–	–	–	–

(*) Excluding Directorships in Private Limited Companies, Foreign Companies, and Companies registered under Section 8 of the Companies Act, 2013.

(**) In accordance with Regulation 26 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, Memberships / Chairmanships of the Audit Committee and Stakeholders' Relationship Committee alone have been considered.

● **Meetings and Attendance**

During the last financial year ended 31st March, 2017, 5 (five) meetings of the Board of Directors were held on 22nd April, 2016, 27th May, 2016, 11th August, 2016, 7th November, 2016, and 10th February, 2017.

WEBFIL LIMITED

Attendance of the Directors at the Board Meetings and at the last Annual General Meeting is as under:

Name of Director	No. of Board Meetings Attended	Attendance in the last Annual General Meeting held on 21st September 2016
Shri Jayanta Ray	1	NO
Shri Sujit Chakravorti	5	YES
Shri Asoke K. Dutt	5	YES
Shri Debasis Konar	1	NO
Shri Soumen Das	5	YES
Shri Sunil Munshi	3	YES
Shri Ashis Chakraborty	2	NO
Shri A. N. Bhattacharyya (resigned w.e.f. 31st October, 2016)	2	YES
Shri Debasis Jana (appointed as Additional Director w.e.f. 8th November, 2016)	1	N.A
Smt. Sujata Roy	4	YES

● Familiarization Programme for Independent Directors

In terms of Regulation 25(7) of the Listing Regulations, the Company is required to conduct the Familiarisation Programme for Independent Directors (IDs) to familiarise them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various initiatives.

The details of the familiarisation programme for IDs is disclosed on the website of the Company and may be accessed at the web link

[http://www.webfilindia.com/uploads/policy/
Familiarisation%20Programme%20for%20Independent%20Directors.pdf](http://www.webfilindia.com/uploads/policy/Familiarisation%20Programme%20for%20Independent%20Directors.pdf)

AUDIT COMMITTEE

● Terms of Reference

The Company has an Audit Committee whose terms of reference, role, and manner of review of information are in conformity with Regulation 18, read with Part C of Schedule II of the Listing Regulations, and Section 177 of the Companies Act, 2013.

- **Composition**

The composition of the Audit Committee as on 31st March, 2017 and the attendance of the members at the meetings thereof during the year 2016-17, were as follows:

Name of Director	Designation	Category of Director	No. of Meetings attended
Shri Sujit Chakravorti	Chairman	Non- Executive & Independent	5
Shri Asoke K. Dutt	Member	Non- Executive & Independent	5
Shri Soumen Das	Member	Non- Executive & Independent	5

- **Meetings**

- "During the financial year ended 31st March, 2017, 5 (five) meetings of the Audit Committee were held on 22nd April, 2016, 27th May, 2016, 11th August, 2016, 7th November, 2016, and 10th February, 2017.
- Audit Committee Meetings were also attended by the Chief Executive Officer and Chief Financial Officer of the Company.
- The Company Secretary acts as Secretary to the Audit Committee.
- The Audit Committee invites the Statutory Auditors and the Internal Auditors of the Company to be present at the meetings, as and when it considers appropriate to do so.
- Members of the Audit Committee are eminent persons in their fields, with a majority having expertise in Finance and Accounting.
- The Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on 21st September, 2016.

NOMINATION AND REMUNERATION COMMITTEE

- **Terms of Reference**

The Company has a Nomination and Remuneration Committee whose role is in conformity with Regulation 19(4) read with Part D of Schedule II of the Listing Regulations, and Section 178 of the Companies Act, 2013

WEBFIL LIMITED

● Composition

The Nomination and Remuneration Committee is comprised of 5 (five) Non-Executive Directors, out of whom 3 (three) are Independent. The composition of the Nomination and Remuneration Committee is as follows:

Name of Director	Designation	Category of Director
Shri Sujit Chakravorti	Chairman	Non-Executive & Independent
Shri Asoke K. Dutt	Member	Non-Executive & Independent
Shri Soumen Das	Member	Non-Executive & Independent
Shri Sunil Munshi	Member	Non-Executive
Shri A. N. Bhattacharyya (*)	Member	Non-Executive
Shri Debasis Jana (**)	Member	Non-Executive

(*) Shri A. N. Bhattacharyya resigned w.e.f. 31st October, 2016.

(**) Shri Debasis Jana joined w.e.f. 8th November, 2016.

● Meetings

During the financial year ended 31st March, 2017, 3 (three) meetings of the Nomination and Remuneration Committee were held on 27th May, 2016, 11th August, 2016, and 7th November, 2016, and the attendance of the members at the meetings of the Nomination and Remuneration Committee during the year 2016-17 were as follows:

Name of Director	No. of meetings attended
Shri Sujit Chakravorti	3
Shri Asoke K. Dutt	3
Shri Soumen Das	3
Shri A. N. Bhattacharyya	2
Shri Sunil Munshi	2
Shri Debasis Jana (***)	N.A.

(***) Shri Debasis Jana joined w.e.f. 8th November, 2016, and no meetings of the Nomination and Remuneration Committee were held subsequent to his appointment as a member of the Committee.

● Performance evaluation

The performance evaluation of the Non-Executive Directors, including Independent Directors, the Board as a whole and the Chairman of the Company is done as per the Board Evaluation Policy.

The policy referred to above inter alia contains evaluation criteria for the Directors, procedure for determination and review of remuneration of Directors, Key Managerial Personnel and other employees, etc.

The policy for Board Evaluation and Board Diversity is disclosed on the website of the Company and may be accessed at the web link

<http://www.webfilindia.com/uploads/policy/Policy%20on%20Board%20Evaluation.pdf>

- **Remuneration Policy**

The Remuneration Policy as recommended by the Nomination and Remuneration Committee has been accepted by the Board of Directors. The same is applicable for Directors, Key Managerial Personnel, Senior Management Personnel and other employees of the Company. The said policy is disclosed on the website of the Company and may be accessed at the web link

<http://www.webfilindia.com/uploads/policy/Remuneration%20Policy.pdf>

REMUNERATION OF DIRECTORS

- **Executive Directors**

There were no Executive Directors on the Board of Directors of the Company, during the financial year 2016-17.

- **Non-Executive Directors**

The sitting fees paid to the Non-Executive Directors for attending the Board and the Committee meetings of the Company during the year ended 31st March, 2017 are as follows:

Name of Director	Sitting fees paid (₹)
Shri Jayanta Ray	10,500/-
Shri Sujit Chakravorti	26,000/-
Shri Asoke Kumar Dutt	26,000/-
Shri Debasis Konar	1,000/-
Shri Soumen Das	26,000/-
Shri Sunil Munshi	17,500/-
Shri Ashis Chakraborty	3,000/-
Shri A. N. Bhattacharyya	12,500/-
Shri Debasis Jana	6,000/-
Smt. Sujata Roy	9000/-
TOTAL	1,37,500/-

Notes:

- Remuneration of Non-Executive Directors is approved by the Board of Directors and paid as per directions given by the concerned Directors and recorded in the minutes of the Meetings. Apart from above, the Directors have no pecuniary relationship with the Company in their personal capacity.

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- Sitting fees of Shri Sunil Munshi, Director, Shri A. N. Bhattacharyya, Director and Shri Debasis Jana, Director, were paid to Andrew Yule & Company Limited, as per the directions received from each of them.
- Sitting fees of Shri Debasis Konar, Director and Shri Ashis Chakraborty, Director were paid to West Bengal Industrial Development Corporation Limited (WBIDC), as per the directions received from each of them.
- No commission was paid to the Non-Executive Directors during the year ended 31st March, 2017.
- This may be deemed to be the disclosure as required under Schedule V of the SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015.

COMMITTEE OF THE BOARD OF DIRECTORS

- **Terms of Reference**

The Company has a Committee of the Board of Directors, duly constituted by the Board of Directors to supervise and ensure smooth functioning of the day-to-day operations of the Company. Meetings of such Committee are held as and when necessary.

The minutes of the meetings of the Committee of the Board of Directors are placed before the Board for perusal and noting. The Committee also discharges some functions of Stakeholders Relationship Committee like transfer, transmission, sub-division, duplicate issue of Shares, etc.

- **Composition**

The composition of the Committee of the Board of Directors and the details of meetings attended by the Directors during the year 2016-17, are given below:

Name of Director	Designation	Number of Meetings attended
Shri Jayanta Ray	Chairman	9
Shri Sunil Munshi	Member	9
Shri A. N. Bhattacharyya (*)	Member	5
Shri Debasis Jana (**)	Member	4

(*) Shri A. N. Bhattacharyya resigned w.e.f. 31st October, 2016.

(**) Shri Debasis Jana joined w.e.f. 8th November, 2016.

- **Meetings**

There were 9 (nine) meetings of the Committee of the Board held during the year 2016-17 on 13th May, 2016, 3rd June, 2016, 4th July, 2016, 17th August, 2016, 6th October, 2016, 15th December, 2016, 20th December, 2016, 22nd December, 2016, and 24th January, 2017.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The 'Stakeholders' Relationship Committee' of the Company, formed in accordance with Regulation 20 of the Listing Regulations, has been entrusted with the responsibility of considering and resolving the grievances of the security holders on issues like non-receipt of balance sheet, non-receipt of declared dividends, etc. Matters relating to transfer / transmission / sub-division / duplicate issue of shares continue to be looked after by the 'Committee of the Board of Directors'.

The Stakeholders' Relationship Committee is comprised of Shri Sujit Chakravorti as Chairman, Shri Sunil Munshi and Shri Debasis Jana. Shri Debasis Jana joined as a member of this Committee w.e.f. 8th November, 2016, following Shri A. N. Bhattacharyya's resignation from the Board of Directors w.e.f. 31st October, 2016.

There is no complaint lying pending with the Committee.

Number of complaints received during the year 2016-17: NIL

Number of shares pending transfer as on 31st March, 2017 : NIL

Ms. Shinjinee Bhattacharyya, Company Secretary, is the Compliance Officer.

RISK MANAGEMENT COMMITTEE

The Board of Directors has constituted 'Risk Management Committee' as required under Regulation 21 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, for laying down risk assessment and minimization procedures. A Risk Management Plan has been formulated which is monitored and reviewed by this Committee.

The Risk Management Committee is comprised of Shri Jayanta Ray as Chairman, Shri Sunil Munshi and Shri Anirban Gupta.

CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all members of the Board of Directors and senior management of the Company. The same inter alia also contains duties of Independent Directors as laid down under the Companies Act, 2013. The Code of Conduct for Board Members and Senior Management of the Company is disclosed on the website of the Company and may be accessed at the web link <http://www.webfilindia.com/Code%20of%20Conduct.pdf>

The certificate regarding compliance with the Code of Conduct is given separately.

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GENERAL BODY MEETINGS

Particulars of last three Annual General Meetings are given below :

<u>Financial Year</u>	<u>Date</u>	<u>Time</u>	<u>Venue</u>
2013-2014	26.09.2014	4.00 p.m.	8, Dr. Rajendra Prasad
2014-2015	23.09.2015	4.00 p.m.	Sarani, Kolkata-700 001
2015-2016	21.09.2016	4.00 p.m.	

All the resolutions set out in the respective notices were passed by the shareholders. The following Special Resolutions were passed in the previous three Annual General Meetings:

Date of AGM	Special Resolutions
26.09.2014	i. Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge of Company's assets ii. Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money up to Rs.50 crores over and above the aggregate of paid up capital and free reserves of the Company.
23.09.2015	NIL
21.09.2016	i. Resolution pertaining to Alteration of Articles of Association to authorise WBIDC to appoint a maximum of 3 Directors on the Board of the Company where the total number of the Directors exceeds five. ii. Resolution pertaining to Alteration of Articles of Association to permit dematerialisation of shares, debentures and other securities of the Company, and for allowing revision in the upper limit of the amount of Sitting Fees payable to Directors of the Company for attending meetings of the Board or committees thereof.

No Special Resolution requiring a postal ballot was placed before the last Annual General Meeting of the Company. No Special Resolution requiring a postal ballot is being proposed at the ensuing Annual General Meeting of the Company.

MEANS OF COMMUNICATION:

- The Unaudited quarterly and year-to-date financial results are submitted to the Stock Exchange within forty-five days of the close of the quarter. The audited annual results are submitted within sixty days from the closure of the financial year as per the requirements of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015.
- During the Financial Year 2016-2017, the approved financial results were published in a national English newspaper (Business Standard/Financial Express) and in a local language (Bengali) newspaper (Dainik Statesman), within forty-eight hours of approval thereof.



- The Company's financial results are displayed on the Company's website - www.webfilindia.com

DISCLOSURES

- **Disclosure on materially significant related party transaction:**

The Board has adopted Related Party Transaction Policy for determining materiality of related party transactions and also on the dealings with related parties. This policy has been disclosed on the website of the Company and may be accessed at the web link <http://www.webfilindia.com/uploads/policy/Related%20Party%20Transaction%20Policy.pdf>

During the year 2016-17, all transactions entered into with Related Parties as defined under the Companies Act, 2013, were in the ordinary course of business and on an arm's length pricing basis. Details pertaining to materially significant transactions with related parties during the financial year at arm's length price have been disclosed in Form No. AOC-2 annexed to the Board's Report in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. Suitable disclosure as required by the Accounting Standards (AS 18) has been made in the Note No. 33 to the Financial Statements.

- **Details of non-compliance**

The Company has complied with the requirements of the Stock Exchange, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. There were no penalties imposed or stricture passed on the Company by Stock Exchange(s), SEBI or any other statutory authority.

- **Vigil Mechanism / Whistle Blower Policy:**

The Company has laid down a Vigil Mechanism / Whistle Blower Policy in compliance with the provisions of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, under which Directors and employees are provided an opportunity to disclose any matter of genuine concern in prescribed manner. The policy is disclosed on the website of the Company and may be accessed at the web link <http://www.webfilindia.com/uploads/policy/VIGIL%20MECHANISM.pdf>

No person has been denied access to the Audit Committee to lodge his/her grievances.

No complaints have been received by the Chairperson of the Audit Committee at the address specified in the aforementioned Whistle Blower Policy during the Financial Year 2016-2017.

- **Details of compliance with mandatory requirements and adoption of non mandatory requirements:**

The Company has complied with all mandatory requirements as per SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 during the year 2016-17. The Company has not adopted the non-mandatory requirements stated in the aforesaid Regulations.

WEBFIL LIMITED

GENERAL SHAREHOLDERS' INFORMATION

CIN of the Company - L36900WB1979PLC032046

Registration No. 021 - 032046

- Annual General Meeting (AGM) : 13th September, 2017 at 4.00 p.m.
Date, Time and Venue "Yule House"
8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001.
- Financial Year : 1st April, 2016 to 31st March, 2017
- Date of Book Closure : From 7th September, 2017 to 13th September, 2017
(both days inclusive)
- Listing on Stock Exchange(s) : The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata - 700 001
(Stock Code: 33030)
The Listing fee has been paid to the above Stock Exchange within specified time period.
- Market Price Data : As the shares of the Company were not traded in the Calcutta Stock Exchange during the year 2016-17, quoted price is not available.
- Registrar and Transfer Agent : MCS Share Transfer Agent Limited
12/1/5, Manoharpukur Road,
Ground Floor, Kolkata - 700 026.
Phone : (033) 4072 - 4051/4052/4053
Fax : (033) 4072 - 4050
E-mail : mcssta@rediffmail.com
- Share Transfer System : Transfer of Shares in physical form are registered and dispatched within 15 days from the date of their receipt in case documents are complete in all respect. The Committee of the Board of Directors is empowered to approve transfers.
- Shares Transferred during the year : Total number of shares transferred in physical form during the year was : NIL (Previous year - NIL)

● Distribution of Shareholding as on 31st March, 2017

Shareholding Range	Shares		Shareholders	
	No.	% of Total	No.	% of Total
1 - 500	18107	0.21	239	95.22
501 - 1000	1800	0.02	2	0.80
1001 - 2000	0	0.00	0	0.00
2001 - 5000	0	0.00	0	0.00
5001 - 10000	0	0.00	0	0.00
10001 & Above	8512593	99.77	10	3.98
Total	8532500	100.00	251	100.00

● Shareholding Pattern as on 31st March, 2017

CATEGORY	NO. OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
----------	--------------------	----------------------------

1. GOVERNMENT

a) Central	--	--
b) State	--	--

2. FINANCIAL INSTITUTIONS

a. Industrial Finance Corporation of India	295080	3.46
b. West Bengal Industrial Development Corporation Limited	4220296	49.46
c. General Insurance & its subsidiaries	--	--
d. Nationalised Banks	--	--

3. MUTUAL FUNDS

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4. ANDREW YULE & GROUP

a. Andrew Yule & Co. Ltd.	145000	1.70
b. Yule Financing & Leasing Co. Ltd.	270000	3.16
c. Tide water Oil Co. (India) Ltd.	410000	4.81
d. The Bengal Coal Co. Ltd.	200000	2.34
e. The New Beerbhoom Coal Co. Ltd.	70000	0.82

WEBFIL LIMITED

CATEGORY	NO. OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
5. DIRECTORS	200	0.00
6. NON RESIDENTS	—	—
7. OTHERS		
a. Bodies Corporate	2902320	34.02
b. Indian Public	19604	0.23
TOTAL	<u>8532500</u>	<u>100.00</u>

- Dematerialization of shares : Company's shares are yet to be dematerialized.
- Plant Location : Plot No. 62, 63 and 68 in Mouza Kulia,
Gayeshpur, P.S. Kalyani,
Dist: Nadia, West Bengal - 741234
- Address for correspondence (Corporate & Registered Office) : WEBFIL LIMITED
"Yule House"
8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001.
Tel: (033) 2242 8210 / 8550
Fax: (033) 2242 1335
Email: webfil@webfilindia.com
Website: www.webfilindia.com



CEO/CFO CERTIFICATION

The necessary certificate under Regulation 17(8) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, has been placed before the Board of Directors.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required under Schedule V of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditor's Certificate on compliance of conditions of Corporate Governance is attached.

Place : Kolkata
Dated : 8th August, 2017

On behalf of the Board

JAYANTA RAY
Chairman

DECLARATION OF CEO

CEO CERTIFICATION

I confirm that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year 2016-17.

Place : Kolkata
Dated : 8th August, 2017

Anirban Gupta
General Manager

WEBFIL LIMITED

AUDITOR'S CERTIFICATE

AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of

WEBFIL LIMITED

We have reviewed the compliance of conditions of Corporate Governance by Webfil Limited for the year ended 31st March, 2017, as stipulated in the Listing Agreement entered into by the Company with The Calcutta Stock Exchange Limited ('Listing Agreement') and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations. We have conducted our review on the basis of the relevant records and documents maintained by the Company for the year ended 31st March, 2017 and furnished to us for the purpose of the review and the information and explanation given to us by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our review was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement and Listing Regulations.

We further state such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For ADD & ASSOCIATES
Chartered Accountants
Firm's Registration No. 308064E

Place : Kolkata
Date : 29th May 2017

Nimai Kumar Das
Partner
Membership No. 051309



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WEBFIL LIMITED

Report on the Financial Statements

1. We have audited the accompanying standalone financial statements of WEBFIL LIMITED (the "Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error..

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017 and its Profit / Loss and its cash flows for the year ended on that date.

WEBFIL LIMITED

Emphasis of Matter

7. We would like to draw attention in respect of the following matters:
- i) Attention is specially invited to Accounting Standard (AS) 27 Financial Reporting of Interest in Joint Venture which mandates that a venture should disclose, in its separate financial statements, the aggregate amount of each of assets, liabilities, income and expenses related to its interest in the jointly controlled entities. However for the period under reporting **audited** figures of 31st March, 2016 and **unaudited** figures of 31st March 2017 has been disclosed.

Report on Other Legal and Regulatory Requirements

8. (i) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the order.
- (ii) As required by Section 143(3) of the act we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books subject to our comment given below and mentioned elsewhere in this report at appropriate places;
 - c) The Balance Sheet, the Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, the Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act.;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
 - g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The company has disclosed the details relating to pending litigations in its financial statements - Refer Note 28 to the financial statements.
 - ii) The company has made provision as required under the applicable law or accounting standards, for material foreseeable losses.

For **ADD & ASSOCIATES**
Chartered Accountants
Firm's Registration No. 308064E

Place : Kolkata
Date : 29th May, 2017

Nimai Kumar Das
(Partner)
Membership No. 051309

ANNEXURE – A TO THE AUDITORS' REPORT

Referred to in Paragraph 8 of the Auditors' Report of even date to the Members of WEBFIL LIMITED on the financial statements for the year ended 31st March, 2017 : -

- i.
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As explained to us, the Company has a phased programme of physical verification of its fixed assets which is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme all the fixed assets were physically verified by management & Internal Auditor during the year and no material discrepancies were identified during such verification.
 - c) Title deed of the Company's immovable property at Kalyani, District Nadia is held in the name of the Company and the said title deed is hypothecated in favour of WBIDC.
- ii.
 - a) As per the explanations provided to us, physical verification of the Inventory of the Company has been carried out by the Management & Internal Auditor during the reporting period.
 - b) As per the explanations provided to us, the company is maintaining proper records of Inventory and whatever discrepancies, noticed in Internal Audit Report has properly been adjusted.
- iii. Based on the explanations provided to us, the Company has not granted/taken any loans, secured or unsecured to/from Companies, firms, or other parties covered by clause (76) of Section 2 of The Companies Act, 2013, accordingly Clause (a), (b) and (c) of the Companies (Auditor's Report) order, 2016 are not applicable to the Company.
- iv. As per the information and explanations provided to us and on the basis of our examination, there was no such transaction made by the company with respect to loans, investment and guarantees within the provision of Section 185 and 186 of the Companies Act, 2013.
- v. As per the information and explanations provided to us, the Company has not accepted any Deposit from public falling under the provision of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under.

WEBFIL LIMITED

- vi. Maintenance of cost records has not been specified to them for the year under reference by the Central Government under sub-section (1) of section 148 of the Companies Act 2013.
- vii. a) According to the information & explanations given to us, Wealth Tax is not applicable to the Company for the period under reporting. In other cases the Company has been regular in depositing undisputed statutory dues and any other material statutory dues with the appropriate authorities during the period to the extent applicable and no undisputed amount of statutory dues were in arrears as at 31st March 2017 for a period of more than six months from the date they became payable.
- b) According to the information & explanations given to us, the details of statutory dues which have not been deposited on account of dispute are given below:

Name of the Statute	Nature of Dues	Amount ₹	Forum where Dispute	Date of intimation / Order
West Bengal VAT Act, 2003	Sales Tax	32,40,322	West Bengal Commercial Tax Appellate & Revision Board (2005-06)	Appellate Order Received on 20th may 2011, Filed on 29th June 2011 before WBCTA & Revision Board (2005-06)
Income Tax Act, 1961	Income Tax	36,70,440	CIT Appeal (A.Y. 2008-09)	Appeal Order received but effect not yet given by AO.
Income Tax Act, 1961	Income Tax	1,58,950	CIT Appeal (A.Y. 2009-10)	Appeal Order received but full effect not yet given by AO.
Income Tax Act, 1961	Income Tax	1,46,530	CIT Appeal (A.Y. 2010-11)	Appeal Order received but full effect not yet given by AO.
Central Excise Act. 1944	Excise duty & Service Tax	2,51,16,26 & 3,86,484	Appellate Commissioner (Mar'11 to Nov'15 & 2012-13 to 2014-15)	Appeal filed before The Commissioner on 09.12.2016.

- viii. According to the information and explanations given to us, the company has defaulted in repayment of dues to financial institutions. The details of the same are enclosed below:

Nature of Borrowing	From where loan taken	Principal Amount (₹)	Due onward	Interest Amount (₹)	Due onward
Sales Tax Loan	Govt. of West Bengal	7,58,40,055	26.02.2007	9,28,28,315	26.02.2004
Sales Tax Loan	WBIDC	53,49,600	31.03.2010	1,74,26,023	31.03.2000
Short Term Loan	WBIDC	84,00,000	30.06.2011	84,39,041	30.06.2011

- ix. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- x. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- xi. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xii. According to the information and explanations given to us and based on our examination of the records of the Company, none of the directors of the Company are in whole time employment. Accordingly payment of managerial remuneration as per the provisions of section 197 read with Schedule V to the Act. is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

WEBFIL LIMITED

- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xvi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvii. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **ADD & ASSOCIATES**
Chartered Accountants
Firm's Registration No. : 308064E

Nimai Kumar Das
(Partner)
Membership No. 051309

Place : Kolkata
Date : 29th May, 2017



Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of WEBFIL Limited ("the Company") as of 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

WEBFIL LIMITED

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **ADD & ASSOCIATES**
Chartered Accountants
Firm's Registration No. : 308064E

Place : Kolkata
Date : 29th May, 2017

Nimai Kumar Das
(Partner)
Membership No. 051309

General Directions under section 143 (5) of the Companies Act 2013

(I)	Valuation of assets & Liabilities	
	If the company has been selected for disinvestment, a complete status report in terms of valuation of Assets (including intangible assets and land) and Liabilities (including Committed and General Reserves) may be examined, including the mode and present stage of disinvestment process.	No , the same is not applicable to the company for the year under reference
(II)	Waiver/write-off of debts/loan/interest	
	To report whether there are any cases of waiver / write-off of debts / loans / interests etc. If yes, the reasons thereof and the amount involved.	None
(III)	Inventories	
	Whether proper records are maintained for inventories lying with third parties and assets received as gift from Government or other authorities ?	There is a system of keeping proper records for inventory lying with third party. However for the year under reference no such stock was present with third party. Moreover no, assets received as gift from Government or other authorities.
(IV)	Legal/arbitration cases	
	A report on age-wise analysis of pending legal/ arbitration cases, including the reasons of pendency and existence/ effectiveness of a monitoring mechanism for expenditure on all legal cases (foreign and local) may be given.	Refer to Annexure "A" for details relating to all pending legal/arbitration cases.

WEBFIL LIMITED

Specific Directions under section 143 (5) of the Companies Act 2013 Manufacturing Sector

(1)	Whether the Company's pricing policy absorbs all fixed and variable cost of production as well as allocation of overheads ?	Yes , the Company's pricing policy absorbs all fixed and variable cost of production as well as allocation of overheads.
(2)	Whether the Company has utilized the Government assistance for technology up gradation/ modernization of its manufacturing process and timely submitted the utilization certificates?	No , the same is not applicable to the company for the year under reference.
(3)	Whether the Company has fixed norms for normal losses and a system for evaluation of abnormal losses for remedial action is in existence.	Yes , the Company has fixed norms for normal losses and a system for evaluation of abnormal losses for remedial action
(4)	What is the system of valuation of by-products and finished products ?	There is no by-product and finished Products are valued at Cost or Net realisable value whichever is lower.
(5)	Whether the effect of deteriorated stores and spares of closed mills been properly accounted for in the books.	No , the same is not applicable to the company for the year under reference.
(6)	Whether the company has effective system for physical verification, valuation of stock, treatment of non-moving items and accounting the effect of shortage/excess noticed during physical verification ?	Yes , The management of the company follows effective for physical verification valuation of stock and treatment of non-moving items. The effect of shortage / excess noticed during physical verification is properly accounted in books of accounts.

(7) State the extent and utilization of Plant and machinery during the year vis-à-vis installed capacity.	There are mainly Two class of Goods:		
	a) Tungsten Filaments- (Units in Lakh pcs)		
	Installed	Utilised	% of
	Capacity	Capacity	Utilization
	1160	709.66	61.18
	b) Programmable Primary digital Drop Insert Multiplexer- (Units in Numbers)		
	Installed	Utilised	% of
Capacity	Capacity	Utilization	
	1000	577	57.7
(8) Report on the cases of discounts/ commission in regard to debtors and creditors where the company has deviated from its laid down policy.	No , the same is not applicable to the company for the year under reference		

For ADD & ASSOCIATES
Chartered Accountants
Firm's Registration No. 308064E

Place : Kolkata
Date : 29th May 2017

Nimai Kumar Das
Partner
Membership No. 051309

WEBFIL LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2017**

	Note	2016 - 2017		2015 - 2016	
		₹	₹	₹	₹
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	2	105765000		105765000	
Reserves and Surplus	3	<u>-81243355</u>	24521645	<u>-85012345</u>	20752655
Share Application money pending allotment					
Non-Current Liabilities					
Long-term Borrowings	4	30500000		30500000	
Long-term Provisions	5	<u>44698222</u>	75198222	<u>48224616</u>	78724616
Current Liabilities					
Short-term Borrowings	6	40893254		41694864	
Trade Payables	7	57690141		48586059	
Other Current Liabilities	8	214634594		201711623	
Short-term Provisions	9	<u>12650694</u>	<u>325868683</u>	<u>12118900</u>	<u>304111446</u>
Total			<u>425588550</u>		<u>403588717</u>
ASSETS					
Non-current assets					
Fixed Assets					
Tangible Assets					
Tangible Assets	10	9023333		9653056	
Non-current Investments	11	5465000		5465000	
Deferred Tax Assets	12	23788309		22995910	
Long term Loans and Advances	13	<u>51175215</u>	89451857	<u>41058749</u>	79172715
Current Assets					
Inventories	14	226313133		228854091	
Trade Receivables	15	76535855		69682541	
Cash and cash equivalents	16	13621149		10808796	
Short-term Loans and Advances	17	18701996		14466390	
Other Current Assets	18	<u>964560</u>	<u>336136693</u>	<u>604184</u>	<u>324416002</u>
Total			<u>425588550</u>		<u>403588717</u>

Significant Accounting Policies 1

The accompanying Notes 1 to 37 are an integral part of the Financial Statements.

In terms of our Report of even date.

For ADD & ASSOCIATES**Chartered Accountants
(Regn. No. 308064E)****Nimai Kumar Das
Partner****(M. No. 051309)**

Dated : Kolkata, 29th May, 2017

On behalf of the Board**Debasis Jana
Director****Jayanta Ray
Chairman****Shinjinee Bhattacharyya
Company Secretary****Sujit Chakravorti
Director****Jayanta Kumar Datta
Chief Financial Officer**



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

	Note	2016 - 2017 ₹	2015 - 2016 ₹
INCOME			
Revenue from Operations			
Gross Revenue from Sale of Products, Services and Others		349623783	259308434
Less : Excise Duty		<u>15321529</u>	<u>9071252</u>
Net Revenue from Operations	19	334302254	250237182
Other Income	20	<u>2671855</u>	<u>11887833</u>
Total Revenue		<u>336974109</u>	<u>262125015</u>
EXPENDITURE			
Cost of Materials Consumed	21	76036251	69290331
Purchases of Stock-in-Trade		106294863	23931220
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22	6326287	25036083
Employee Benefits Expense	23	76722540	78013426
Finance Costs	24	13838397	13769700
Depreciation and Amortization Expense	10	831810	1014616
Other Expenses	25	<u>53947370</u>	<u>50253245</u>
Total Expenses		<u>333997518</u>	<u>261308621</u>
Profit Before Tax		2976591	816394
Tax Expenses			
Current Tax			
Deferred Tax / (Assets)	12	<u>- 792399</u>	<u>268575</u>
Profit for the Year		<u>3768990</u>	<u>547819</u>
Earning per equity share of face value of Rs.10 each Basic and Diluted (in Rs.)	26	0.30	- 0.08

Significant Accounting Policies 1

The accompanying Notes 1 to 37 are an integral part of the Financial Statements.

In terms of our Report of even date.

On behalf of the Board

For ADD & ASSOCIATES

**Chartered Accountants
(Regn. No. 308064E)**

**Nimai Kumar Das
Partner**

(M. No. 051309)

Dated : Kolkata, 29th May, 2017

**Debasis Jana
Director**

**Shinjinee Bhattacharyya
Company Secretary**

**Jayanta Kumar Datta
Chief Financial Officer**

**Jayanta Ray
Chairman**

**Sujit Chakravorti
Director**

WEBFIL LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	2016-2017 ₹	2015-2016 ₹
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	2976591	816394
Adjustment for:-		
Depreciation and Amortization Expense	831810	1014616
Finance costs (Net of Interest Income)	13838397	13769700
Provision for doubtful debts	2866433	656755
Provision for stock obsolescence	211370	236436
Dividend Income from Non-current Investment	(1029000)	(1286250)
Interest Income	(1418626)	(1554541)
Operating Profit before Working Capital Changes	18276975	13653110
Adjustment for :-		
Trade Receivables	(9719747)	(13037274)
Inventories	2329588	(4990054)
Short Term Loans and Advances	(4235606)	(3584376)
Long Term Loans and Advances	(5144564)	(2272102)
Trade Payables	9104082	(12013618)
Other Current Liabilities	3309378	(2099967)
Long Term Provisions	(3526394)	(1187576)
Other Short Term Provisions	531794	2097099
Cash generated from operations	10925506	(23434758)
Direct tax paid	(4971902)	(1167370)
Net Cash Flow from Operating Activities	5953604	(24602128)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (net)	(227084)	(680409)
Proceeds from sale of Fixed Assets	24997	
Interest Received	1058250	1273967
Dividend Received- Joint ventures	1029000	1286250
Net Cash flow from Investing activities	1885163	1879808
C) CASH FLOW FROM FINANCING ACTIVITIES		
Net Increase / (Decrease) in Bank Borrowing	(801610)	17352972
Interest Paid	(4224804)	(4475028)
NET CASH USED IN FINANCING ACTIVITIES	(5026414)	12877944
NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)	2812353	(9844376)
CASH & CASH EQUIVALENTS - AT THE BEGINNING	10808796	20653172
CASH & CASH EQUIVALENTS - AT THE CLOSING	13621149	10808796

In terms of our Report of even date.

For ADD & ASSOCIATES

Chartered Accountants
(Regn. No. 308064E)

Nimai Kumar Das
Partner

(M. No. 051309)

Dated : Kolkata, 29th May, 2017

On behalf of the Board

Debasis Jana
Director

Jayanta Ray
Chairman

Shinjinee Bhattacharyya
Company Secretary

Sujit Chakravorti
Director

Jayanta Kumar Datta
Chief Financial Officer

1. SIGNIFICANT ACCOUNTING POLICIES

(I) Basis of Preparation of Financial Statements

The financial statements have been prepared to comply in all material respects with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

(II) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

(III) Reserves

(a) Government Subsidies are retained in Special Reserve until the conditions stipulated in the respective schemes are complied with and depending upon the nature of the subsidy, are written back to the credit of Profit and Loss Account or transferred to Capital Reserve after the expiry of the specified period.

(IV) Fixed Assets

(a) Fixed assets are stated at cost net of tax/duty credits availed, if any. Cost includes incidental expenses related to acquisition and installation of the concerned assets.

(b) Depreciation is provided on straight line method in accordance with the provisions of Section 123 read with Schedule II of the Companies Act, 2013.

(c) Amortisation of cost of long-term leasehold land is done over the period of lease.

(V) Investments

Long term Investments are stated at cost. Provision for diminution in the carrying value is made only if such decline is other than temporary.

(VI) Inventories

(a) Stocks of stores, spares, raw materials etc. are valued (net of CENVAT) at weighted average cost.

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- (b) Work-in-Progress (WIP) lying in Works is valued at Works cost. WIP at Project site is valued at contract price on the basis of Job done but not certified by the customer. Stocks of Finished Goods are valued at works cost or net realisable value whichever is lower.
- (c) Excise Duty on finished goods lying at works is provided and as such, the valuation of finished goods includes Excise Duty.
- (d) Imported materials lying in bonded warehouse and at port are valued at cost including Customs Duty and other charges.
- (e) Stock of scrap as per stock records is valued on the basis of estimated realisable value includes Excise Duty.
- (f) Export benefits against Advance Licences are considered at the time of actual consumption of the imported materials. Advance Licences in hand at the close of the year are not accounted for.

(VII) Revenue Recognition

- a)
 - (i) Sales against Ex-Works/FOR Contracts are booked on the basis of deliveries to transport carriers upto 31st March, irrespective of whether the goods have been received by the customer by the close of the accounting year or not. Sales in respect of transactions against FOR destination contracts are booked for the goods actually received by customers by the close of the accounting year.
 - (ii) Despatches against FOR destination contracts not reaching the customers within the close of the year, are shown as Finished Goods-in-Transit.
- (b) Partial deliveries are accounted for in accordance with the billing schedule as per the terms of Sales Contract.
- (c) Sales returns, if any, upto the cut-off date i.e. one month from the close of the accounting year are accounted for.
- (d) Excise Duty recoverable under the terms of the sale contracts is included in sales.
- (e) Except in disputed cases, escalation/de-escalation claim bill are accounted for on the basis of the terms of the relevant contracts.
- (f) Export sales are accounted for on the basis of date of Bills of Lading.
- (g) Bills for Annual Maintenance Contracts are raised and accounted for on the basis of acceptance by the parties.

(VIII) Other Income

- (i). The following items are accounted for in the books on actual receipt basis;
 - (a) Interest on late retirement of bills by customers.
 - (b) Interest on loans to employees as per approved Scheme, other than House Building Loans Scheme, is recovered and accounted for after repayment of the principal amount.
- (ii).
 - (a) Insurance, Excise Duty, Customs Duty and other claims which are reasonably certain, are accounted for on the basis of claims lodged.
 - (b) Sales Tax and Income Tax Refunds are accounted for on the basis of assessment/ refund orders received.
 - (c) Central/State Subsidies from Government are accounted for on the receipt of intimation of grant.

(IX) Borrowing Cost

Borrowing cost directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing cost consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(X) Purchases

- (a) Insurance Charges incurred in relation to the incoming goods where materials are directly relatable, are accounted for in respect of individual items; otherwise, such insurance premium is charged to Profit and Loss Account.
- b) In case of goods purchased from overseas, the shipment is treated as goods-in-transit (Import) :
 - (i) in case of both CIF and C&F Contracts, from the date of intimation received from bank for import through Letter of Credit otherwise date of intimation received from destination port.
 - (ii) in case of FOB Contract, from the date of actual shipment as per Bill of Lading. Customs Duty is charged on the basis of the date of arrival in port.

(XI) Other Expenses

- (a) Issue of materials/components as free replacements during the guarantee period which could not be provided being unknown, is accounted for on actual despatches.

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- (b) Liability in respect of rectification work/replacement as at the close of the accounting year is booked as per claims received from the customers and accepted by the Company.
- (c) Liabilities in respect of Liquidated Damages, if any, are provided to the extent not disputed by the Company. Liquidated Damages disputed by the Company are treated as contingent liability. The amount of liability/contingent liability is estimated on the basis of contracted terms and the facts of each case to the extent of revenue recognised.
- (d) Liability in respect of commission is provided in proportion to sales.
- (e) Interest on delayed payments of Income Tax is accounted for on the basis of assessment orders of the Tax Authorities, if not disputed by the Company or actual payment effected, as the case may be.

(XII) Provision for Current Tax and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between the taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that asset will be realized in future.

(XIII) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the period.

(XIV) Contingent Liabilities/Capital Losses & Contingent Assets

Disputed liabilities and claims against the Company pending in appeal are treated as Contingent liabilities. Contingent assets are not accounted for.

(XV) Booking/Writing Back of Liabilities

- (a) Liabilities which are not likely to materialise are written back. In case of extraordinary items only, separate disclosure is given in the accounts.

(XVI) Foreign Currency Transaction

- (a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.



- (b) Monetary items denominated in foreign currencies, if any at the year end are reinstated at year end rates.
- (c) Non monetary foreign currency items are carried at cost.
- (d) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Account.

(XVII) Research & Development Expenditure

As per Accounting Standard-26 Intangible Assets, expenditure incurred during the financial year on account of in-house Research & Development are fully charged to Profit & Loss Account.

(XVIII) Employee Benefits

As per Accounting Standard-15 following liabilities are considered

- (a) Retirement benefit in the form of Provident Fund is Defined Contribution Scheme and the contribution is charged to Profit & Loss Account of the year when the contribution to the fund becomes due.
- (b) Liability under defined benefit obligation with regard to gratuity and leave encashment benefits are provided on the basis of Actuarial valuation made on projected unit credit method.
- (c) Liability in respect of post retiral medical benefit for retired employees have been provided for on the basis of Actuarial valuation.

On behalf of the Board

Debasis Jana
Director

Jayanta Ray
Chairman

Shinjinee Bhattacharyya
Company Secretary

Sujit Chakravorti
Director

Jayanta Kumar Datta
Chief Financial Officer

Dated : Kolkata, 29th May, 2017

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Notes on Financial Statement for the Year ended 31st March, 2017

2. SHARE CAPITAL	2016 -2017		2015-2016	
	₹	₹	₹	₹
Authorised				
95,00,000 Equity Shares of Rs. 10 each	95000000		95000000	
4,00,000 10% Cumulative Redeemable Preference Shares of Rs. 100 each	40000000		40000000	
25,00,000 6% Cumulative Redeemable Preference Shares of Rs. 10 each	<u>25000000</u>		<u>25000000</u>	
		160000000		160000000
Issued, Subscribed and Paid-up				
85,32,500 Equity Shares of Rs. 10 each fully paid up in cash		85325000		85325000
20,44,000 6% Cumulative Redeemable Preference Shares of Rs. 10 each allotted as fully paid up pursuant to a contract without payments being received in cash		20440000		20440000
		<u>105765000</u>		<u>105765000</u>

2.1 Reconciliation of Number of Shares outstanding is set out below :

Particulars	As at 31.03.2017		As at 31.03.2016	
	Equity	Preference	Equity	Preference
Shares at the beginning of the year	85,32,500	20,44,000	85,32,500	20,44,000
Add : Shares issued during the year	Nil	Nil	Nil	Nil
Less : Shares cancelled on buy back/ redeemed during the year	Nil	Nil	Nil	Nil
Shares at the end of the year	85,32,500	20,44,000	85,32,500	20,44,000

2.2 Details of Shareholders holding more than 5% :

Name of Share Holder	As at 31.03.2017		As at 31.03.2016	
	No. of Shares	% held	No. of Shares	% held
West Bengal Industrial Development Corporation Ltd. (Equity Shares)	4220296	49.46	4220296	49.46
India Power Corporation Ltd. (Equity Shares)	2003800	23.49	2003800	23.49
3A Capital Services Ltd. (Equity Shares)	603340	7.07	603340	7.07
Andrew Yule & Co. Ltd (6% Redeemable Preference Shares)	2044000	100	2044000	100

2.3 Rights, preferences and restrictions attached to the Shares :

- The Equity Shares of the Company, having par value of ₹ 10 per share, rank pari passu in all respects including voting rights and entitlement of dividend.
- The Preference Shares of the Company, having par value of ₹ 10 per share, rank pari passu in all respects and entitlement of dividend.

- (iii) The Company had issued 20,44,000 Nos. 6% Cumulative Redeemable Preference Shares of ₹ 10 each fully paid up at par equivalent to ₹204.40 lakhs to Andrew Yule & Co. Ltd on 25th January, 2008 with terms of redemption in 5 equal Installments commencing from April, 2009. Subsequently on 29.06.2012 Andrew Yule & Co. Ltd. decided moratorium on redemption on the said Preference Shares till 1st April, 2014 and beyond that they have approved further moratorium of 7 years on redemption in their Board Meeting held on 11th August, 2014. Due to inadequate profit in the current year and loss/inadequacy of profit in earlier years, no provision for dividend on the said shares amounting to ₹ 1,12,62,720 for the period from 25.01.2008 to 31.03.2017 has been made and shown as Contingent Liability.

3. **RESERVES AND SURPLUS**

RESERVES :

Capital Reserve

Share Forfeiture

As per last account

8250

8250

SURPLUS :

Balance of Profit & Loss Account

Debit Balance As per last account

-85020595

-85568414

Add : Profit during the year

3768990 -81251605

547819 -85020595

-81243355

-85012345

4. **LONG-TERM BORROWINGS - SECURED**

Term Loans

Govt. of West Bengal - Sales Tax Loan

(Ref. Note - 4.2)

75840055

75840055

75840055

75840055

LONG-TERM BORROWINGS - UNSECURED

Term Loans

West Bengal Industrial Development

Corporation Ltd.(WBIDC)-Sales Tax Loan

(Ref. Note - 4.3)

5349600

5349600

Bonds

0% Redeemable Non-convertible Bonds

(Ref. Note - 4.4)

30500000

30500000

30500000 5349600

30500000 5349600

30500000 81189655

30500000 81189655

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- 4.1 The above Term Loans are secured by way of pari-passu charge through joint equitable mortgage by deposit of the title deeds of the Company's immovable properties at Kalyani, District Nadia and the hypothecation of the company's entire movable properties, both present and future, in favour of WBIDC, subject to the first charge created for the Cash Credit from Bank of Baroda by way of hypothecation of the Company's raw materials, work-in-progress, consumable stores, spares, finished goods, book debts and dies in favour of the Company's banker. The Banker has become entitled to the second charge on the properties of the Company on which WBIDC enjoys the first charge. The Sales Tax Loan is secured by a residuary charge ranking next to the WBIDC and Bank of Baroda, on the Fixed Assets of the Company.
- 4.2 The Sales Tax Loan of ₹ 7,58,40,055 was availed from Government of West Bengal vide order No.940-IR/O/IM-1/99 dated 26-02-2003 repayable with interest for a period of 11 years with 3 years moratorium (i.e. starting from 26.02.2007), carrying interest @ 8.75% per annum with a rebate of 2% for timely repayment. As the timely repayment could not be made, interest @8.75% has been considered since the year of loan disbursed.
- 4.3 The Sales Tax Loan of ₹ 53,49,600 was availed from WBIDC under 1978 Incentive Scheme of Government of West Bengal in two phases during the year 1986-87 and 1993-94 repayable in 3 equal instalments after 15 years of disbursements carrying interest @ 2% above the State Lending Rate. Effective rate of interest considered in the accounts @12% .
- 4.4 The bonds were issued to Andrew Yule & Co. Ltd. (AYCL) on 20.12.2006 and are redeemable in suitable instalments after 8 years from the date of issue. Subsequently AYCL have approved moratorium of 7 years on redemption beyond 20.12.2014 in their Board Meeting held on 11th August, 2014.
- 4.5 Details of continuing defaults of Principal and Interest are as follows :

Nature of borrowings	Amount of Principal ₹	Due onwards	Amount of Interest ₹	Due onwards
Sales Tax Loan from Govt. of W.B	75840055	26/02/2007	92828315	26/02/2004
Sales Tax Loan from WBIDC	5349600	31/03/2010	17426023	31/03/2000
Total :	<u>81189655</u>		<u>110254338</u>	

5. LONG-TERM PROVISIONS

For Employee Benefits :

Gratuity	31494270	33484896
Leave Encashment & Medical Benefits	13203952	14739720
	<u>44698222</u>	<u>48224616</u>

6. SHORT-TERM BORROWINGS - SECURED

Cash Credit from Bank of Baroda (Ref. Note - 4.1)	32493254	33294864
Short Term Loan -West Bengal Industrial Development Corporation Ltd.(WBIDC) (Ref. Note - 4.1 & 6.1)	8400000	8400000
	<u>40893254</u>	<u>41694864</u>



6.1 Short Term Loan of ₹ 200 lakhs was availed from WBIDC on 29.09.2004 repayable with interest within six months i.e by 31.03.2005 at an interest @ 11.75% p.a. Repayment made upto 31.03.2011 aggregating ₹ 116 lakhs leaving balance amount of Rs.84 lakhs.

6.2 Details of continuing defaults of Principal and Interest are as follows :

Nature of borrowings	Amount of Principal ₹	Due onwards	Amount of Interest ₹	Due onwards
Short Term Loans from WBIDC	8400000	30/06/2011	8439041	30/06/2011
Total :	<u>8400000</u>		<u>8439041</u>	

7. **TRADE PAYABLES**

Micro, Small and Medium Enterprises
Other Payables - for Goods & Services

	2016-2017 ₹	2015-2016 ₹
Micro, Small and Medium Enterprises	-	-
Other Payables - for Goods & Services	57690141	48586059
	<u>57690141</u>	<u>48586059</u>

7.1 The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amount unpaid as at the year end together with interest payable under this Act have not been given.

8. **OTHER CURRENT LIABILITIES**

Current maturities of long-term debt (Ref. Note - 4)
Interest accrued but not due on borrowings
Interest accrued and due on borrowings
Advance from Customers
Sales Tax Liabilities
Deposit from Contractor and others
Liabilities for Expenses on Employees
Liabilities in respect of goods purchased
Other Liabilities

Current maturities of long-term debt (Ref. Note - 4)	81189655	81189655
Interest accrued but not due on borrowings	599968	599968
Interest accrued and due on borrowings	118693379	109079786
Advance from Customers	5550008	357748
Sales Tax Liabilities	338846	303115
Deposit from Contractor and others	539972	498006
Liabilities for Expenses on Employees	4811068	4925161
Liabilities in respect of goods purchased	1772082	2391447
Other Liabilities	1139616	2366737
	<u>214634594</u>	<u>201711623</u>

9. **SHORT-TERM PROVISIONS**

For Employee Benefits :

Gratuity
Leave Encashment & Medical Benefits
For Excise Duty & Cess on Closing Stock

Gratuity	9244509	8413036
Leave Encashment & Medical Benefits	2855052	3280234
For Excise Duty & Cess on Closing Stock	551133	425630
	<u>12650694</u>	<u>12118900</u>

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10. FIXED ASSETS

DESCRIPTION	GROSS BLOCK			
	Cost/Book Value as at 31.03.16	Additions/ Adjustments during the year	Sales/ Adjustments during the year	Cost/Book Value as at 31.03.17
	₹	₹	₹	₹
Tangible Assets :				
1. Land (Leasehold)	388815			388815
2. Buildings	16625881			16625881
3. Roads & Culverts	280212			280212
4. Plant & Machinery	112936759	129200		113065959
5. Furniture & Fittings	2164467			2164467
6. Motor Vehicles	499933		499933	0
7. Office Equipment	2794029			2794029
8. Computers and Data Processing Units	3527357	26850		3554207
9. Electrical Installations & Equipments	3093247			3093247
10. Dies & Mould	4921503	71034	30144	4962393
	147232203	227084	530077	146929210
11.Capital Work-in-Progress	0			0
TOTAL	147232203	227084	530077	146929210
Previous Year	146588623	828849	185269	147232203

Notes :

- i) Sales/Adjustments of Dies of ₹ 30144 (Previous year ₹ 36829) represent the amount of Dies broken due to continuous use in process. As these could not be re-used, the cost and accumulated depreciation have been written off/adjusted as per the usual practice.

DEPRECIATION				NET BLOCK	
Upto 31.03.16	For the Year	Sales/ Adjustments during the year	Upto 31.03.17	As at 31.03.17	As at 31.03.16
₹	₹	₹	₹	₹	₹
133521	3927		137448	251367	255294
14024570	333784		14358354	2267527	2601311
266201			266201	14011	14011
106928742	288314		107217056	5848903	6008017
1994373	20504		2014877	149590	170094
474936		474936	0	0	24997
2694287	4978		2699265	94764	99742
3237426	88044		3325470	228737	289931
2977968	11877		2989845	103402	115279
4847123	80382	30144	4897361	65032	74380
137579147	831810	505080	137905877	9023333	9653056
				0	0
137579147	831810	505080	137905877	9023333	9653056
136601360	1014616	36829	137579147	9653056	

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	2016-2017		2015-2016	
	₹	₹	₹	₹
11. NON-CURRENT INVESTMENTS				
Non-trade (Unquoted - at cost)				
In Equity Shares :				
With Associate Company - 2000 Equity Shares of ₹ 10 each of Yule Agro Industries Ltd.	20000		20000	
With Joint Venture Company - 51450 Equity Shares of ₹ 100 each New Town Telecom Infrastructure & Development Co. Ltd., (A Joint Venture Company with WBHIDCO Ltd.)	5145000	5165000	5145000	5165000
In Preference Shares :				
With Associate Company - 3000 8% Preference Shares of ₹ 100 each of Yule Agro Industries Ltd.		300000		300000
		<u>5465000</u>		<u>5465000</u>
12. DEFERRED TAX ASSETS				
Deferred Tax Asset - Opening		22995910		23264485
Add : Deferred Tax Asset /(Liability) on				
Current year's Timing difference				
On Depreciation	198657		188690	
On Disallowance under Income Tax Act, 1961	2365741		-1057864	
Timing Difference generated during the year	<u>2564398</u>		<u>-869174</u>	
Tax on above		792399		-268575
Deferred Tax Asset - Closing		<u>23788309</u>		<u>22995910</u>
13. LONG TERM LOANS AND ADVANCES				
(Unsecured considered good)				
Capital Advances		965000		965000
Security Deposits with Customers		19547040		14913819
Deposit With Government Authorities (including ₹ 1000 in National Savings Certificate)		11960		57330
Deposit against Rent		51650		51650
Earnest Money Deposit		6811421		5775020
Deposit for Materials		1253460		1733148
Advance Income Tax (Net of Provision)	18156940		13185038	
Less : Provision for advances doubtful of recovery	<u>1907468</u>	<u>16249472</u>	<u>1907468</u>	<u>11277570</u>
Other Advances (Sales Tax Authority)		6285212		6285212
		<u>51175215</u>		<u>41058749</u>

14. INVENTORIES

	2016-2017 ₹	2015-2016 ₹
Raw Materials (Filament) at cost including in-transit- ₹ 5,86,391 (Previous Year-12,06,052)	1146698	2583173
Consumable stores (Filament) at cost including in-transit - ₹ 5,36,681 (Previous Year-11,85,395)	1142009	2860419
Stores, Spares Parts (Filament) at cost	3178642	3220824
Loose Tools (Filament) at cost	85591	97820
Raw Materials & Components (Microwave Radio & Multiplexer) at cost	119077016	111871021
Work in Progress (Filament) at cost	1527185	1460855
Work in Progress (Microwave Radio & Multiplexer) at cost	101506314	108834855
Finished Goods (Filament) at cost) (*)	4960196	3830675
Stock-in-Trade at cost	<u>133618</u>	<u>327215</u>
	232757269	235086857
Less : Provision Stock obsolescence	6444136	6232766
	<u>226313133</u>	<u>228854091</u>

(*) Include stock of scrap for ₹ 15,19,864 (Previous year-₹ 8,35,966) at net realisable value.

15. TRADE RECEIVABLES

(Unsecured- Considered Good unless otherwise stated)		
Debts outstanding for a period exceeding six months	57454332	26791170
Considered Doubtful	21281025	18414592
Other Debts	19081523	42891371
	<u>97816880</u>	<u>88097133</u>
Less: Provision for Doubtful Debts	21281025	18414592
	<u>76535855</u>	<u>69682541</u>

16. CASH AND CASH EQUIVALENTS

Balance with Scheduled Banks		
On Current Accounts	166803	146025
On Margin Deposit Accounts	6643800	6017896
On Fixed Deposit Accounts	6800000	4625000
(include ₹ 18,00,000 for which maturity period is more than 1 year)	13610603	10788921
Cash on hand	<u>10546</u>	<u>19875</u>
	<u>13621149</u>	<u>10808796</u>

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	2016-2017		2015-2016	
	₹	₹	₹	₹
17. SHORT TERM LOANS AND ADVANCES				
(Unsecured considered good)				
Advance to Suppliers				
Advance to Staff against Expenses		87771		37397
Pre-paid Expenses		2301151		703484
Recoverable from Taxation Authorities -				
Sales Tax	9983974		8666457	
Central Excise	6236045	16220019	4965997	13632454
Others		93055		93055
		18701996		14466390
18. OTHER CURRENT ASSETS				
Accrued Interest on Deposits		964560		604184
		964560		604184
19. REVENUE FROM OPERATIONS				
Sale of Products [Ref. Note 29(b) & (c)]	298614236		216597982	
Income from Services for Execution of				
Contract / Repair & Maintenance job	50721079	349335315	42203824	258801806
Other Operating Revenue-Sale of Spent Acid		288468		506628
		349623783		259308434
Less : Excise Duty recovered		15321529		9071252
		334302254		250237182
20. OTHER INCOME				
Miscellaneous Income		-		-
Interest on Deposit etc.		1418626		1554541
Sale of Scrap			3154687	
Less : Excise Duty recovered			317909	2836778
Dividend from Joint Venture Company		1029000		1286250
Net Gain on Foreign Exchange Fluctuation		219229		55923
Provision for Post Retiral Medical				
Benefits written back		5000		4000
Provision for Doubtful Debts no longer				
required written back		-		5836793
Changes in Excise Duty on Stock		-		313548
		2671855		11887833



	2016-2017		2015-2016	
	₹	₹	₹	₹
21. COST OF MATERIALS CONSUMED				
Stock as at 1st April, 2016				
Raw Materials & Consumable (Filament) [including Packing Materials]	5443592		6249493	
Raw Materials and Components (Microwave Radio & Multiplexer)	111871021	117314613	81048199	87297692
Add: Purchase during the year				
Raw Materials & Consumable (Filament) [including Packing Materials]	20760914		31060580	
Raw Materials and Components (Microwave Radio & Multiplexer)	59326447	80087361	68246672	99307252
		197401974		186604944
Less: Stock as at 31st March, 2017				
Raw Materials & Consumable (Filament) [including Packing Materials]	2288707		5443592	
Raw Materials and Components (Microwave Radio & Multiplexer)	119077016	121365723	111871021	117314613
		76036251		69290331

21.1 Disclosure regarding major product-wise and Imported & Indigenous consumption in Note 29(a) & 29(f) respectively.

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	2016-2017		2015-2016	
	₹	₹	₹	₹
22. CHANGES IN FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE				
Opening Stock				
Finished Goods (Filaments)	3830675		6652608	
Work in Progress (Filaments)	1460855		1960372	
Work in Progress (Radio & Digital System)	108834855		123346662	
Stock-in-Trade	<u>327215</u>	114453600	<u>7530041</u>	139489683
Closing Stock				
Finished Goods (Filaments)	4960196		3830675	
Work in Progress (Filaments)	1527185		1460855	
Work in Progress (Radio & Digital System)	101506314		108834855	
Stock-in-Trade	<u>133618</u>	108127313	<u>327215</u>	114453600
		<u>6326287</u>		<u>25036083</u>
23. EMPLOYEE BENEFIT EXPENSES				
Salaries, Wages and Bonus		65790606		66676420
Contribution to Provident and other Funds		5509007		5776178
Employees' Welfare Expenses		5422927		5560828
		<u>76722540</u>		<u>78013426</u>

23.1 Detail disclosure under AS-15 Refer Note - 30

24. FINANCE COST

INTEREST EXPENSES

On Borrowings other than Banks	9613593	9294672
On Borrowings from Banks	3411334	3506565
Suppliers' Interest	612009	891057
Interest paid to Sales Tax Authority	<u>201461</u>	<u>77406</u>
	<u>13838397</u>	<u>13769700</u>



25. **OTHER EXPENSES**

	2016-2017		2015 -2016	
	₹	₹	₹	₹
Stores & Spares Consumed		646333		847066
Rent		2071922		1971952
Rates & Taxes		904347		396932
Power and Fuel		8899445		8870263
Travelling Expenses and Upkeep of Vehicles		4056801		4073458
Printing and Stationery		154668		202813
Telephone, Telex & Postage		568721		572618
Advertisements		87959		125725
Bank Charges		2360274		2026975
Directors' Fees		137500		73500
Miscellaneous Expenses		2381706		1850660
Insurance		379118		349018
Repairs & Maintenance :				
Building	159844		180546	
Plant and Machinery	726776		382653	
Others	667773	1554393	617945	1181144
Selling Expenses		1820734		1782497
Excise Duty (Changes in Excise Duty on Finished Stock)		125502		0
Payment to Auditors as :				
Audit Fees	80000		60000	
Certification	40000	120000	40000	100000
Tax Audit Fees		12500		12500
Factory Security Services		1670102		1599450
Bad Debts Written Off		0		5836793
Provision for Doubtful Debts		2866433		656755
Provision for Stock Obsolescence		211370		236436
Expenses on Execution of Contract Job		15739683		11396960
Research & Development Expenses (Ref.Note-35)		7177859		6089730
		53947370		50253245

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26. EARNINGS PER SHARE (EPS)

	2016-2017 ₹	2015-2016 ₹
(i) Net Profit after tax as per Statement of Profit and Loss attributable Equity Shareholders (₹ in lakhs)	25.43	– 6.79
(ii) Number of equity shares used as denominator for calculating EPS	8532500	8532500
(iii) Basic and Diluted Earnings per share (Rs.)	0.30	– 0.08
(iv) Face Value per equity share (₹)	10	10

27. The Accounts have been prepared on a "Going Concern" basis.

28. Contingent liabilities and Commitments

	(Rs. in lakhs)	
	As at 31st March, 2017	As at 31st March, 2016
I. Contingent liabilities not provided for in respect of :		
(a) Claims not acknowledged as debts -	–	–
(b) Disputed Sales Tax matters lying with Revision Board	32.40	49.52
(c) Disputed Income Tax matters lying with Appellate Forum	39.76	55.90
(d) Disputed Excise/Service Tax claims excluding Interest and Penalty against which appeal has been preferred by the Company	255.02	255.02
(e) Outstanding Guarantees issued by bank in connection with Company's operation	269.91	242.19
(f) Indemnities under export obligation (*)	244.64	333.90
II. Dividend :		
Dividend payable to Andrew Yule & Co. Ltd. on 2044000 Nos. 6% Cumulative Redeemable Preference Shares	112.62	100.36
III. Commitments :		
(a) Estimated amount of contracts remaining to be executed on Capital account not provided for	—	—
(b) Letters of Credit (import / inland) opened by the Company's banker and remaining outstanding (Net)	124.57	240.83

(*) In respect of Export obligation amounting to ₹ 700.65 lakhs (Previous year ₹ 42.48 lakhs), the Company has fulfilled the requisite formalities and does not consider the same as contingent liability. The Company is awaiting the confirmation of the same from the appropriate authority.



29.(a) Details of raw materials, consumable and packing materials consumed in respect of goods manufactured :-

	(₹ in lakhs)	
	<u>2016-17</u>	<u>2015-16</u>
Filament Division :		
(i) Raw Materials :		
Tungsten wires	104.08	140.18
(ii) Consumables :		
Molybdenum Wires	85.76	120.15
Chemicals	28.45	31.83
Gases - LPG Cyln.	3.95	5.09
Others	14.17	17.98
(iii) Stores & Spares	6.46	8.47
(iv) Packing Materials	2.75	3.43
	245.62	327.13
Digital Division :		
Computer Systems, Card Sets, Monitors, Key Boards, Disk Drives etc. Electronic Components viz. Diode, IC, Transistor etc. PCB & Mechanical items.	521.20	374.24
Total	766.82	701.37

(b) Particulars of Purchases, Turnover and Stock of Goods (other than those manufactured by the Company)

<u>Description</u>	(₹ in lakhs)		
	<u>Purchases</u>	<u>Closing Stock</u>	<u>Turnover</u>
STM, Battery, Battery Charger, and other materials required for execution of Optic Fibre Communication systems.	1062.95 (239.31)	1.33 (3.27)	1175.86 (547.24)

Figures in brackets relate to the previous year.

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(c) Particulars of Gross Turnover in respect of goods manufactured.

(₹ in lakhs)		
<u>Class of Goods</u>	<u>2016-17</u>	<u>2015-16</u>
(i) Filaments	493.23	612.61
Drawn Wire	–	4.27
(ii) Drop/Insert Digital Multiplexer with Accessories	1128.43	848.03
(iii) Programmable Over Current and Earth Fault Relays	–	–
(iv) UFSBI	188.62	153.83
Total	1810.28	1618.74

(d) Stock of Finished Goods (excluding the stock of scrap)

(₹ in lakhs)		
	<u>Opening Stock</u>	<u>Closing Stock</u>
(i) Filament	29.95	34.40
	(43.62)	(29.95)
(ii) Digital Systems	(–)	(–)
	(–)	(–)

Note: Figures in brackets relate to the previous year.

(e) Foreign Currency Transactions:

(i) Value of imports on C.I.F. basis [including freight and insurance ₹ 0.64 (Previous year ₹ 0.10) paid in Rupees]		
Raw Materials [including consumable ₹ 71.28 (previous year ₹ 117.52)]	194.17	342.86
Stores, Spares and components	–	–
	<u>194.17</u>	<u>342.86</u>
(ii) Expenditure in foreign currencies :		
Travelling	–	–
Foreign Bank charges	4.06	2.94
	<u>4.06</u>	<u>2.94</u>
(iii) Earnings in Foreign Exchange :		
Exports on FOB basis	341.70	352.14

- (f) Value of imported and indigenous Raw Materials, Consumable , Stores, Spares and Components consumed :

(₹ in lakhs)								
Raw Materials and Consumables					Stores, Spares and Components			
	2016-17	%	2015-16	%	2016-17	%	2015-16	%
Imported (including Customs Duty and other charges paid in Rupees)	216.63	28.49	283.07	40.85	-	-	-	-
Indigenous	543.73	71.51	409.83	59.15	6.46	100.00	8.47	100.00
	760.36	100.00	692.90	100.00	6.46	100.00	8.47	100.00

30. The Company has recognized the provision for the employee benefits as per Accounting Standard 15 "Employee Benefits" notified by the Companies (Accounting Standard) Rules, 2006. Independent Actuarial Valuation of all employee benefit schemes was made on 31st March, 2017. The Actuaries have used the "Projected Unit Credit" actuarial method other than Medical Benefit to assess the Plan's liabilities including those to death-in-service and incapacity benefits.

The following tables set out the details of amount recognized in the financial statements in respect of employee benefit schemes.

(₹ . in Lakhs)

Employee Benefits		Gratuity		Leave encashment		Medical	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
A	Components of employer expenses						
1	Current Service Cost	15.16	16.34	6.66	8.15	-	-
2	Interest Cost	35.45	35.90	13.58	12.39	0.10	0.10
3	Expected return on plan assets	(3.85)	(2.75)	-	-	-	-
4	Curtailment cost / (Credit)	-	-	-	-	-	-
5	Settlement cost / (Credit)	-	-	-	-	-	-

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(₹ in Lakhs)

Employee Benefits		Gratuity		Leave encashment		Medical	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
6	Past Service Cost	-	-	-	-	-	-
7	Actuarial Losses / (Gains)	17.23	25.39	3.73	33.39	(0.09)	(0.08)
8	Total expenses recognized in the Statement of Profit & Loss Account	64.00	74.88	23.97	53.93	0.01	0.02
B	Actual Contribution and Benefit Payments for the year ended 31st March, 2016						
1	Actual benefit payments	83.75	69.84	43.53	33.16	0.06	0.06
2	Actual Contributions	75.59	82.98	43.53	33.16	0.06	0.06
A	Funded Status						
1	Present value of Defined Benefit Obligation	449.77	467.11	159.39	178.95	1.20	1.25
2	Fair value of plan assets	42.39	48.13	-	-	-	-
3	Funded status [Surplus/(Deficit)]	(407.39)	(418.98)	(159.39)	(178.95)	(1.20)	(1.25)
4	Effect of balance sheet asset limit	-	-	-	-	-	-
5	Unrecognized past service cost	-	-	-	-	-	-
6	Net asset/(liability) recognized in balance sheet	(407.39)	(418.98)	(159.39)	(178.95)	(1.20)	(1.25)
1	Net asset/(liability) recognized in balance sheet at beginning of period	(418.98)	(427.08)	(178.95)	(158.19)	(1.25)	(1.29)
2	Employer Expense	64.00	74.88	23.97	53.92	0.01	0.02
3	Employer contributions	75.59	82.98	43.53	33.16	0.06	0.06
4	Net asset/(liability) recognized in balance sheet at end of the period	(407.39)	(418.98)	(159.39)	(178.95)	(1.20)	(1.25)

		Gratuity		Leave encashment		Medical	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
A	Change in Defined Benefit Obligations						
1	Present Value of DBO at beginning of period	467.11	458.55	178.95	158.19	1.25	1.29
2	Current Service Cost	15.16	16.34	6.66	8.15	-	-
3	Interest cost	35.45	35.90	13.58	12.39	0.10	0.10
4	Curtailment cost / (credit)	-	-	-	-	-	-
5	Settlement cost / (credit)	-	-	-	-	-	-
6	Employee Contribution	-	-	-	-	-	-
7	Plan amendments	-	-	-	-	-	-
8	Acquisitions	-	-	-	-	-	-
9	Actuarial (Gains) / Losses	15.80	26.16	3.73	33.38	(0.09)	(0.08)
10	Benefits paid	(83.75)	(69.84)	(43.53)	(33.16)	(0.06)	(0.06)
11	Present value of DBO at the end of period	449.77	467.11	159.39	178.95	1.20	1.25
B	Change in Fair value of Assets						
1	Plan assets at beginning of period	48.13	31.47	-	-	-	-
2	Expected return on plan assets	3.85	2.75	-	-	-	-
3	Actual company contributions	75.59	82.98	43.53	33.16	0.06	0.06
4	Employee Contribution		-		-		-
5	Actual gain/(losses)	(1.44)	0.77		-		-
6	Benefits paid	(83.75)	(69.84)	(43.53)	(33.16)	(0.06)	(0.06)
7	Plan assets at the end of period	42.39	48.13		-		-
C	Actual return on plan assets	2.41	3.52		-		-
	Discount Rate Assumptions	7.04%	7.59%	7.04%	7.59%	8.00%	8.00%

31. As per Management perception, there is no indication that any Fixed Asset of the corporate assessee as on 31-03-2017 may be impaired and hence no provision for loss is required as per AS-28 regarding Impairment of Asset.

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32. Segment Reporting:

The Company has disclosed Division wise segment as the primary segments. Segments have been identified taking into account the Division wise products & services and the differing risks and returns.

Segment-wise Revenue, Results, Assets, Liabilities and Capital Expenditure include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.

SEGMENT INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2017

INFORMATION ABOUT DIVISION WISE SEGMENTS :

(₹ in lakhs.)

	2016-17				2015-16			
	FILAMENT DIVISION	DIGITAL DIVISION	UNALLO-CATED	TOTAL	FILAMENT DIVISION	DIGITAL DIVISION	UNALLO-CATED	TOTAL
REVENUE								
Sales (Net of Excise) :								
Domestic	136.21	2863.93		3000.14	238.78	1892.36		2131.14
Export	342.88	-		342.88	353.32	17.91		371.23
Total Sales	479.09	2863.93		3343.02	592.10	1910.27		2502.37
Other Income	6.56	9.87	10.29	26.72	31.81	74.21	12.86	118.88
Total Segment Revenue	485.65	2873.80	10.29	3369.74	623.91	1984.48	12.86	2621.25
SEGMENT RESULT								
(before Interest, Depreciation & Tax)	(236.75)	402.93	10.29	176.47	(190.61)	333.76	12.86	156.01
Depreciation	4.49	3.83	-	8.32	6.15	4.00		10.15
Interest	24.30	114.08	-	138.38	23.05	114.65		137.70
Profit/(Loss) from Ordinary activities (PBT)	(265.54)	285.02	10.29	29.77	(219.81)	215.11	12.86	8.16
Waiver of Interest								
Provision for Taxation			(7.92)	(7.92)			2.68	2.68
Net Profit	(265.54)	285.02	18.21	37.69	(219.81)	215.11	10.18	5.48
SEGMENT ASSETS	279.54	2985.04	991.30	4240.96	326.68	2869.35	839.86	4035.89
SEGMENT LIABILITIES	863.92	2840.54	306.20	4010.66	897.40	2624.72	306.25	3828.37
CAPITAL EXPENDITURE	0.71	1.56	-	2.27	4.13	4.16		8.29

Segment Assets include ₹ 17.63 (Previous Year - ₹ 26.39) on account of debts outstanding against export sales.

33. Related Parties Disclosures:

Associate Companies :

Andrew Yule & Company Limited (AYCL) ;

Tide Water Oil Company (India) Limited (TWO) ;

Yule Agro Industries Limited (YAIL)

Joint Venture Company :

New Town Telecom Infrastructure Development Co. Ltd (NTTIDCO)

Key Management Personnel :

Mr. Anirban Gupta- General Manager (CEO)

Mr. Jayanta Kumar Datta- Deputy General Manager (Finance & Accounts) (CFO)

Ms. Shinjinee Bhattacharyya- Company Secretary.

Transactions during the year :

(₹ in lakhs)

Sl. No.	Description	2016-17			2015-16		
		Associate Companies	Joint Venture Company	Key Management Personnel	Associate Companies	Joint Venture Company	Key Management Personnel
1	Administrative Expenses	41.40			41.11		
2	Directors' Sitting Fees	0.38			0.26		
3	Purchase	0.76			0.80		
4	Sales /Service		627.16		9.72	395.07	
5	Remuneration			30.53			26.01
	Total	42.54	627.16	30.53	51.89	395.07	26.01

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34. Disclosure relating to Joint Venture :
- i) Name of the Joint Venture Company : New Town Telecom Infrastructure Development Co. Ltd (Incorporated in India)
- ii) Discipline of job/interest : Telecom Infrastructure
- iii) Proportion of ownership interest : 49% holding
- iv) The Company's financial interest in the Joint Venture (not incorporated in the books of the Company other than Investment made)

(₹ in Lakhs)

	31st March 2017 Share in Joint Venture (Un-audited)		31st March 2016 Share in Joint Venture (Audited)	
Equity and Liabilities				
Shareholders' Funds				
Share Capital	51.45		51.45	
Reserves and Surplus	648.13	699.58	436.71	488.16
Non-Current Liabilities		1429.26		1171.39
Current Liabilities		184.86		93.50
Assets				
Non-Current Assets				
Fixed Assets (Net Block)	773.45		718.55	
Long term Loans and Advances	187.45	960.90	55.33	773.88
Current Assets		1352.80		979.17
Income				
Revenue from Operations	346.47		189.62	
Other Income	59.63	406.10	50.30	239.92
Expenditure				
Profit Before Tax		106.35		106.21
Provision for Tax & Adjustments		299.75		133.71
Profit After Tax		91.06		46.93
		208.69		86.78

35. Details of Research and Development Expenditure :

Particulars	2016 -17 ₹	2015 -16 ₹
Raw Materials & Components	84,279	74,799
Employee Benefits Expenses	70,93,580	60,14,931
Total	71,77,859	60,89,730

36. Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016.

	SBNs	Other denomination notes ₹	Total ₹
Closing cash in hand as on 08.11.2016	-	92,542	92,542
Add : Permitted receipts	-	2,42,000	2,42,000
Less : Permitted payments	-	2,57,425	2,57,425
Less : Amount deposited in Banks	-	20,000	20,000
Closing cash in hand as on 30.12.2016	-	88,008	88,008

37. Previous year's figures have been regrouped / reclassified wherever considered necessary

On behalf of the Board**Debasis Jana**
Director**Jayanta Ray**
Chairman**Shinjinee Bhattacharyya**
Company Secretary**Sujit Chakravorti**
Director**Jayanta Kumar Datta**
Chief Financial Officer

Dated : Kolkata, 29th May, 2017