

## WEBFIL LIMITED

### NOTICE TO MEMBERS

NOTICE is hereby given that the 38th 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 26th day of September, 2018 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, 2018 together with the Reports of the Board of Directors, Auditors, and comments of the Comptroller & Auditor-General of India (CAG) thereon.
2. To appoint a Director in place of Shri Debasis Jana (DIN: 07046349), 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 2018-2019, 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 2018-2019 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. Sanjoy Bhattacharya [DIN: 07674268], 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 1st July, 2018, 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, applicable Rules made thereunder and other applicable statutory provisions, if any, consent of the shareholders be and is hereby accorded to the Company for entering into contracts/arrangements involving 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, up to an amount of Rs. 1000 Lakhs (Rupees One Thousand Lakhs only) during the Financial Year ending on 31st March, 2019."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board of Directors of the Company constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to perform all such acts as may be required to be done or performed in furtherance of the above resolution."

The Register of Members and the Share Transfer Registers of the Company will remain closed from 20th September, 2018 (Thursday) to 26th September, 2018 (Wednesday), both days inclusive.

Registered Office:

"Yule House"

8, Dr. Rajendra Prasad Sarani,

Kolkata - 700 001

Dated: 14th August, 2018

**By Order of the Board**

Shinjinee Bhattacharyya

Company Secretary

**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 38th 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 2017-2018, circulated to the members of the Company, will be made available on the Company's website [www.webfilindia.com](http://www.webfilindia.com).

## WEBFIL LIMITED

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.

Further, the Securities and Exchange Board of India (SEBI) through Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, has mandated collection of copy of PAN and bank account details of all securities holders. Therefore, the Members are requested to fill up the form enclosed with this Annual Report, sign the form (also getting his/her signature attested by the Notary Public or Bank Manager), and arrange to dispatch the same directly to the Company's Registrar & Share Transfer Agent (RTA), i.e. M/S.MCS SHARE TRANSFER AGENT LIMITED, 12/1/5 MANOHARPUKUR ROAD, KOLKATA - 700 026, within a period of 21 day2s.

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 38th 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:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID  
For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*.

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial

## WEBFIL LIMITED

password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN,your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Details on Step 2 are given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then,click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shawmanoj2003@gmail.com and / or shawmanoj2003@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on 19th September, 2018, may obtain user/login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).

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 detailed above, to cast vote.

### **Other Instructions:**

- i. The remote e-voting period commences on Sunday, 23rd September, 2018 (9.00 a.m. IST) and ends on Tuesday, 25th September, 2018 (5.00 p.m. IST). During this period, members of the Company, holding shares, as on 19th September, 2018, 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 19th September, 2018.
- 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 38th 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)

## WEBFIL LIMITED

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 19th September, 2018, 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](http://www.webfilindia.com) and on the Website of NSDL [www.evoting.nsdl.com](http://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 Notice of the AGM 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: 14th August, 2018

**By Order of the Board**  
Shinjinee Bhattacharyya  
Company Secretary



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

---

**Item No. 4 :**

Mr. Sanjoy Bhattacharya was appointed as an Additional Director on the Board of Directors of the Company with effect from 1st July, 2018, 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. Bhattacharya's candidature for the office of Director of the Company.

Mr. Sanjoy Bhattacharya holds a bachelor's degree in Mechanical Engineering from Jadavpur University and Diploma in Computer in Office Management with gold medal and Post Graduate Diploma in Management from Indira Gandhi National Open University, and has considerable experience in the field of sales & marketing, design, product development, and project related activities for business development. Mr. Bhattacharya is a functional Director (Planning) of Andrew Yule & Company Limited.

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

Mr. Bhattacharya does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company.

Except for Mr. Sanjoy Bhattacharya, 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 2018-2019, for transactions in the nature of Sales / Service that the Company would enter into, with New Town Telecom Infrastructure Development Company Limited (NTTIDCO), a Related Party of the Company.

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



## WEBFIL LIMITED

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 2018-2019 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:

<b>Name of the Director</b>	<b>Nature of interest</b>
1. Shri Sanjoy Bhattacharya	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:

<b>Name of the Key Managerial Personnel</b>	<b>Nature of interest</b>
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: 14th August, 2018

**By Order of the Board**  
Shinjinee Bhattacharyya  
Company Secretary

**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 Sanjoy Bhattacharya	Shri Debasis Jana
DIN	07674268	07046349
Date of Birth	1 <sup>st</sup> September, 1963	8 <sup>th</sup> August, 1960
Date of Appointment	13 <sup>th</sup> August, 2018	7 <sup>th</sup> November, 2016
Expertise in specific functional area	Sales & marketing, design, product development, and project related activities for business development	Sales & marketing of high-value heavy engineering capital equipments and projects related to boilers and water treatment solutions
Number of Meetings of the Board attended during the Financial Year 2017-2018	N.A.	Three
Qualification	Bachelor's degree in Mechanical Engineering	Bachelor's degree in Mechanical Engineering
Shareholding in the Company	NIL	NIL
List of other Listed Entities where Directorship held Chairman / Member of the Committees of the Board across all Listed Entities in which he is a Director	Andrew Yule & Co. Ltd. (AYCL) Member - Committee of the Board of Directors (AYCL)	Andrew Yule & Co. Ltd. [AYCL] Tide Water Oil Co. (India) Ltd. [TWO] Chairman - Stakeholders Relationship Committee [TWO] Chairman - Committee of the Board of Directors [TWO] Chairman - Risk Management Committee [TWO] Member - Nomination & Remuneration Committee [TWO] Member - Compensation Committee [TWO] Chairman - Risk Management Committee [AYCL] Chairman - Internal Share Transfer Committee [AYCL] Member - Corporate Social Responsibility Committee [AYCL] Member - Stakeholders Relationship Committee [AYCL]

## WEBFIL LIMITED

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 Sanjoy Bhattacharya, 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.

**ROUTE MAP TO THE VENUE OF 38TH ANNUAL GENERAL MEETING :**

