



**ANNUAL REPORT**  
**2015 – 2016**

**WEBFIL LIMITED**



**A Member of the Andrew Yule Group**

## **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 A. N. Bhattacharyya, 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 36th 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 21st day of September, 2016 at 4.00 p.m. to transact the following business:

1. To consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2016 and the Balance Sheet as at that date together with 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 by rotation and being eligible, offers himself for re-appointment.
3. To fix the remuneration payable to the Statutory Auditors of the Company for the financial year ending 31st March, 2017.

#### **SPECIAL BUSINESS:**

To consider and, if thought fit, to pass with or without modification the following resolutions:

4. As a Special Resolution:

"RESOLVED that pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing Article 89 of the Articles of Association of the Company be substituted as under:

"So long as the West Bengal Industrial Development Corporation Limited ("WBIDC") will hold not less than 10 per cent of the subscribed Share Capital of the Company, WBIDC shall be entitled, subject to the provisions of Sections 152 and 161 of the Companies Act, 2013, to appoint three Directors on the Board of Directors of the Company where the total number of the Directors exceeds five and one Director where the total number does not exceed five, and to remove any Director so appointed and appoint another in his place or in the place of a Director so appointed who resigns or otherwise vacates his office."

5. As a Special Resolution:

"RESOLVED that pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the following alterations be made in the Articles of Association of the Company:

**Article 4A (to be inserted): "The Shares in the capital shall be numbered progressively according to their several denominations provided however, that the provisions relating to progressive numbering shall not apply to the shares of the Company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form."**

**Article 12:** "Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share **or where the name appears as the beneficial owner of shares in the records of the Depository** as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by statute required, be bound to recognize any equitable or other claim or interest in such share on the part of any other person."

**Article 14(2):** "Every member shall be entitled free of charge to one certificate for all the shares of each class registered in his name or, if any member so wishes, to several certificates each for one or more of such shares but, in respect of each additional certificate which does not comprise shares in lots of market units of trading, the Board may charge a fee of Rs. 2 or such smaller sum as the Board may determine. Unless the conditions of issue of any shares otherwise provide, the Company shall either within three months after the date of allotment and on surrender to the Company of its letter making the allotment or of its fractional coupons of requisite value (save in the case of issue against letters of acceptance or of renunciation or in cases of issue of bonus shares) or within one month of receipt of the application for registration of the transfer, sub-division, consolidation, renewal or exchange of any of its shares, as the case may be, complete and have ready for delivery the certificates of such shares. Every certificate of shares shall specify the name of the person in whose favour the certificate is issued, the shares to which it relates and the amount paid-up thereon. Particulars of every certificate issued shall be entered in the Register maintained in the form set out in the above Rules or, in a form as near thereto as circumstances admit against the name of the person to whom it has been issued, indicating the date of issue. In respect of any share held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to one of several joint-holders shall be sufficient delivery to all such holders. **Provided no fee shall be charged for rematerialisation of shares and consequent issue of certificates.**"

**Article 15A (to be inserted):** "Notwithstanding anything contained herein the Company shall be entitled to dematerialise its shares, debentures and other securities pursuant to the provisions of Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialized form."

**Article 15B (to be inserted):** "The Company shall cause to be kept a Register and Index of Members in accordance with Section 88 of the Companies Act 2013, and the Depositories Act 1996 with details of shares held in material and dematerialised forms in any media as may be permitted by law. The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act 1996 shall be deemed to be the Register and Index of members for the purpose of the Companies Act 2013."

**Article 15C (to be inserted):** "The Company shall be entitled to rematerialize its existing shares, debentures and other securities held in the Depositories mode and/or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any."

**Article 35:** "Save as provided in Section 56 of the Companies Act 2013, no transfer of a share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company within the time prescribed by Section 56 of the Companies Act 2013 together with the certificate or, if no such certificate is in existence, the Letter of Allotment of the share. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one witness who shall add his address. **Provided in case of transfer of shares, debentures or other marketable securities where the Company had not issued any certificate and where such shares or debentures or securities are being held in an electronic and fungible form, the provisions of the Depositories Act 1996 shall apply.**"

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**Article 36:** "Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor, no registration shall in the case of a partly paid share be effected unless the Company gives notice of the application to the transferee in the manner prescribed by the applicable provisions of the Companies Act 2013, and subject to the provisions of these Articles the Company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee. **Except in case of transfer of securities effected by the transferor and the transferee both of whom are entered as beneficial owners in the records of the depository.**"

**Article 94:** "Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive out of the funds of the Company for his services in attending meetings of the Board or a Committee of the Board, a sum to be determined by the Board which shall not exceed ten thousand rupees per meeting of the Board or Committee thereof. All other remuneration, if any, payable by the Company to each Director, whether in respect of his services as a Managing Director or Director in the whole or part time employment of the Company shall be determined in accordance with and subject to the provisions of these Articles and of the Companies Act, 2013. The Directors shall be entitled to be paid all fees for filing documents which they may be required to file under the Act and shall also be entitled to be paid, their reasonable travelling and hotel and other expenses incurred in consequence of their attending and returning from meeting of the Board or Committee thereof or otherwise properly incurred in the execution of their duties as Directors."

6. 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 Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board 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 2016-2017 shall not exceed Rs. 900 Lakhs (Rupees Nine Hundred lakhs only)."

The Register of the Members and the Transfer Register of the Company will remain closed from 15th September, 2016 (Thursday) to 21st September, 2016 (Wednesday), both days inclusive.

Registered Office:  
"Yule House",  
8, Dr. Rajendra Prasad Sarani,  
Kolkata-700 001.  
Dated: 11th August, 2016

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

**Notes :**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting, is annexed to this Notice.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and a proxy need not be a member. 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. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of 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. 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.
4. Messrs. MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata - 700 026 has been appointed as Registrar and Share Transfer Agent (RTA) of the Company.
5. Members holding shares in more than one account are requested to intimate to the Registrars of the Company the ledger folios to enable the Company to consolidate the same into one account.
6. 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.
7. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. This may be effected by way of a written request to the Company.
8. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with the Company.
9. 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, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36th 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:

## WEBFIL LIMITED

- 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.nsd.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.
  - 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](mailto:shawmanoj2003@gmail.com) and / or [shawmanoj2003@yahoo.co.in](mailto:shawmanoj2003@yahoo.co.in), with a copy marked to [evoting@nsdl.co.in](mailto: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.nsd.com](http://www.evoting.nsd.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 14th September, 2016 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).

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.nsd.com](http://www.evoting.nsd.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. (xii) above, to cast vote.
- C. Other Instructions:
- i. The remote e-voting period commences on Sunday, 18th September, 2016 (9.00 a.m. IST) and ends on Tuesday, 20th September, 2016 (5.00 p.m. IST). During this period, members of the Company, holding shares, as on 14th September, 2016, 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 14th September, 2016.
  - 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 polling paper shall be made available at the 36th 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 rights at the concerned meeting.
  - v. The Scrutinizer shall, after conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting within a period not exceeding 3 (three) working days from the conclusion of the remote e-voting period, 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 of the Company who will countersign the same and declare the result of 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 14th September, 2016, may opt for remote e-voting or voting at the AGM through polling 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 and communicated to The Calcutta Stock Exchange Limited (CSE), where the shares of the Company are listed.
10. 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.
11. **KINDLY BRING YOUR COPY OF THE ANNUAL REPORT TO THE MEETING.**



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### Details of Director seeking Re-appointment at the Annual General Meeting [In pursuance of SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015]

Name of Director	Shri Sunil Munshi
DIN	02749579
Date of Birth	22nd August, 1957
Date of Appointment	27th May, 2011
Expertise in specific functional area	Administration, Planning, Sales & Marketing and Research Expansion
Number of Meetings of the Board attended during the year	All four
Qualification	Bachelors Degree in Agriculture & Animal Husbandry
Shareholding in the Company	NIL
List of other Listed Entities where Directorship held	1. Andrew Yule & Co. Ltd. (AYCL) 2. Tide Water Oil Co. (I) Ltd.
Chairman / Member of the Committees of the Board across all Listed Entities in which he is a Director	Member - Committee of the Board of Directors(AYCL) Chairman - Corporate Social Responsibility Committee(AYCL) Chairman - Risk Management Committee(AYCL) Member - Nomination & Remuneration Committee(Tide Water Oil Co. (I) Ltd.) Member - Compensation Committee(Tide Water Oil Co. (I) Ltd.) Member - Committee of the Board of Directors(Tide Water Oil Co. (I) Ltd.) Member - Risk Management Committee(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
Disclosure of relationships 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.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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### **Item No. 4 :**

At present, there are three Directors on the Board of Directors of the Company nominated by West Bengal Industrial Development Corporation Limited ("WBIDC"), although the Articles of Association of the Company have not been altered to authorise WBIDC to nominate more than two Directors where the total number of the Directors exceeds five. Therefore, the alterations as given under Item No. 4 of the Notice are required to be made in the Articles of Association of the Company to authorise WBIDC to nominate a maximum of three directors on the Board of the Company.

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

<b><u>Name of the Director</u></b>	<b><u>Nature of interest</u></b>
1. Shri Jayanta Ray	Director nominated by WBIDC
2. Shri Debasis Konar	Director nominated by WBIDC
3. Shri Ashis Chakraborty	Director nominated by WBIDC

The Board of Directors recommend the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

### **Item No. 5 :**

In terms of Regulation 31(2) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, every listed entity is required to ensure that hundred per cent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the SEBI. Further, at least 50% of non-promoter holding shall be held in dematerialized form as per Circular No. CIR/CFD/CMD/13/2015 issued by SEBI. The shares of the Company are yet to be dematerialized. Therefore, certain alterations in the Articles of Association as appearing under Item No. 5 of the Notice have been proposed that are in pursuance of the aforesaid regulatory requirements and will enable compliance with the same.

The revision in the upper limit of sitting fees payable to Directors of the Company for attending meetings of the Board or committees thereof will allow Directors' sitting fees to be increased by the Board after a considerable period of time. Therefore, the Members are requested to accord their consent to the alteration required to be made in the Articles of Association of the Company to enable revision in the amount of Sitting Fees.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

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

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### **Item No. 6 :**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved a ceiling limit of Rs. 900 lakhs for the Financial Year 2016-2017, 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 as per Accounting Standard 18.

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 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 exceed ten per cent. 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 amount of such transactions in the Financial Year would exceed ten per cent. 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 2016-2017 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><u>Name of the Director</u></b>	<b><u>Nature of interest</u></b>
1.Shri Jayanta Ray	Director, NTTIDCO
2.Shri Sunil Munshi	Director, NTTIDCO
3.Shri A.N.Bhattacharyya	Director, NTTIDCO

The Board of Directors recommend the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.



## 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, 2016:

1. FINANCIAL RESULTS	( ₹ in Lakhs)			
	Year ended 31st March, 2016		Year ended 31st March, 2015	
Profit before Exceptional Items, Depreciation, Interest & Tax	156.01		147.49	
Less: Depreciation	10.15		14.57	
Interest	<u>137.70</u>	<u>147.85</u>	<u>124.51</u>	<u>139.08</u>
Profit before Exceptional Items and Tax	8.16		8.41	
Add : Exceptional Items (Waiver of Interest)	<u>0.00</u>		<u>254.55</u>	
Profit before Tax	8.16		262.96	
Provision for Taxation :				
Current Tax	—		—	
Deferred Tax	<u>2.68</u>	<u>2.68</u>	<u>0.12</u>	<u>0.12</u>
Profit after Tax	5.48		262.84	
Loss brought forward from last Accounts	<u>845.43</u>		<u>1108.27</u>	
Loss carried forward to the Balance Sheet	<u>839.95</u>		<u>845.43</u>	

### 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 decreased from ₹ 2605.05 lakhs to ₹ 2502.37 lakhs. The Company earned a Profit (before Tax) of ₹ 8.16 lakhs as compared to a Profit (before Tax) of ₹ 262.96 lakhs as earned in the previous year.

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The turnover of the Filament Division decreased from Rs.639.50 lakhs to Rs.592.10 lakhs during the year 2015-16. The Loss (before tax) decreased from Rs.305.94 lakhs to Rs.219.81 lakhs during the year under review.

The turnover of the Digital Division decreased from Rs.1965.55 lakhs to Rs.1910.27 lakhs during the year 2015-16. The Digital Division earned a Profit (before tax) of Rs.215.11 lakhs during the year 2015-16 as compared to a Profit (before tax) of Rs.304.06 lakhs during the previous year 2014-15.

The Directors would like to point out that the difference in the amounts of Profit (before Tax) reported for the Financial Years 2014-2015 and 2015-2016 is largely attributable to the write-back of a liability amounting to Rs. 254.55 Lakhs in the Statement of Profit and Loss for 2014-2015 under 'Exceptional Items' as a 'waiver of interest', since its provision was no longer required, consequent upon WBIDC agreeing to a One Time Settlement(OTS) of loans and accrued interest thereon repayable to them as appearing in the books of the Company on 31st March, 2014.

The Directors further wish to emphasise that despite orders approximately amounting to Rs. 5 Crores having been received by New Town Telecom Infrastructure Development Company Limited(NTTIDCO), a Joint Venture of the Company and WB HIDCO Ltd., such orders could not be executed due to imposition of Model Code of Conduct after the announcement of West Bengal Assembly Elections in the month of February 2016.

### **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 Rs. 353.32 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 Rs. 268.08 lakhs 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, 2016, 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 statement.

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

New Town Telecom Infrastructure Development Co. Ltd.'s (NTTIDCO) business remains stable within its area of operation and the Company is also exploring opportunities along with WEBFIL to grow their business beyond their present scope. The financial position of NTTIDCO has been mentioned in Note No. 35 of the Accounts.

## **WEBFIL LIMITED**

### **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 of the Company would like to inform you that, Smt. Sujata Roy, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th May, 2015, in terms of Section 161(1) of the Companies Act, 2013 (Act), and, who, accordingly held office up to the following Annual General Meeting held on 23rd September, 2015, had submitted a declaration that she met the criteria for independence as provided in Section 149(6) of the Act read together with Regulation 16 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, and was eligible for appointment. The Company had further received a notice in writing under Section 160 of the Act from a Member, proposing her candidature for the office of Director, and subsequently, at the Annual General Meeting of the Company held on 23rd September, 2015, she was appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 25th May, 2020, pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, read together with Schedule IV to the Act, as amended from time to time and Regulation 17 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of Section 152(6)(c) of the Companies Act, 2013 and your Company's Articles of Association, Shri Sunil Munshi retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

The resolution seeking appointment of Shri Sunil Munshi, as Director is appearing in the Notice convening the 36th Annual General Meeting of the Company.

The brief details relating to Shri Sunil Munshi is furnished in the notes annexed to the Notice of the ensuing Annual General Meeting of the Company.

Pursuant to Schedule V of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, it is disclosed that no Directors share any relationship inter se.

#### **14. KEY MANAGERIAL PERSONNEL**

The following persons were formally appointed as Key Managerial Personnel of the Company during the year 2015-16, in compliance with the provisions of Section 203 of the Companies Act, 2013:

- i. Shri Anirban Gupta, Chief Executive Officer (w.e.f. 26th May, 2015)
- ii. Ms. Shinjinee Bhattacharyya, Company Secretary (w.e.f. 11th January, 2016)

Note: Shri Partha Protim Majumdar resigned from the post of Chief Executive Officer of the Company w.e.f. 26th May, 2015.

Shri Ayan Dutta resigned from the post of Company Secretary and Compliance Officer of the Company, w.e.f. 30th September, 2015.

#### **15. DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received the necessary declaration from all the Independent Directors of the Company in accordance with Section 149(7) of the Companies Act, 2013, that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **16. 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 read with 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.

#### **17. 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 with the help of a questionnaire that was prepared 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



## **WEBFIL LIMITED**

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.

### **18. 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.

### **19. 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>

### **20. RISK MANAGEMENT**

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities.

The Board has constituted a Risk Management Committee and has also adopted a Risk Management Plan for the Company as required under Regulation 17(9) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015.

Relevant details of the Risk Management Committee have been furnished under the Corporate Governance Report.

### **21. 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 marked as **Annexure III**, which is annexed hereto and forms part of the Directors' Report.

### **22. NUMBER OF MEETINGS OF BOARD OF DIRECTORS**

There were 4 (Four) meetings of the Board of Directors of the Company held during the year 2015-16 on 26th May, 2015, 11th August, 2015, 1st December, 2015 and 20th January, 2016. 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.

### **23. CHANGES IN SHARE CAPITAL**

The Paid-up Equity Share Capital as on 31st March, 2016 was Rs.8.53 Crores divided

into 85,32,500 ordinary shares of Rs. 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.

#### **24. AUDIT COMMITTEE**

The Audit Committee of the Board of Directors of the Company comprises of Shri Sujit Chakravorti as the Chairman, Shri Asoke Kumar Dutt and Shri 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 date of meetings held, attendance of the Directors and remuneration paid to them are given separately in the attached Corporate Governance Report.

#### **25. NOMINATION AND REMUNERATION COMMITTEE**

A Nomination and Remuneration Committee was constituted with Shri Sujit Chakravorti as the Chairman, Shri Asoke Kumar Dutt, Shri Soumen Das, Shri Sunil Munshi and Shri Amiya Narayan Bhattacharyya 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 meeting.

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

#### **26. 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>

#### **27. DISCLOSURES UNDER RULE 8(5) OF COMPANIES (ACCOUNTS) RULES, 2014**

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

## WEBFIL LIMITED

- a. Director(s) appointed : Smt. Sujata Roy
  - b. Director(s) resigned : None
  - c. KMP(s) appointed : Shri Anirban Gupta  
Ms. Shinjinee Bhattacharyya
  - d. KMP(s) resigned : Shri Ayan Dutta  
Shri Partha Protim Majumdar
- 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. 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. Adequacy of Internal Financial Control: Your Company has an adequate system of internal control procedure as commensurate with the size and nature of business, which ensures that all assets are safeguarded and protected against loss and all transactions are recorded and reported correctly.

The internal control system of the Company is 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.

### **28. 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.**

### **29. 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.**

### 30. 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, 2016 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 had drawn attention to the following paragraph pertaining to "Emphasis of Matter":

"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, 2015 and **unaudited** figures of 31st March 2016 has been disclosed."

In respect of the comments made by the Statutory Auditors in their report, your Directors have stated that:

- i. Audited financial statements in respect of Joint Venture Company (JV) for the year ended 31st March, 2016 could not be disclosed as Audit of Accounts of the JV was not completed at the time, the Company's Accounts for the aforesaid year was closed and Statutory Auditor submitted their reports. However, the Audited Financial Statements of the Joint Venture Company for the year ended 31st March, 2016, 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**.

The Comptroller & Auditor General of India vide its letter Ref. No. /CA.V/COY/WEST BENGAL,WEBFIL(1)/86 dated 6th July, 2015 has appointed M/s. ADD & Associates, Chartered Accountants, P-168, Sector-B, Metropolitan Co-op. Hsg. Soc. Ltd., Kolkata- 700105, as Statutory Auditors of the Company for the year ended 31st March,2017.

#### 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 has appointed Shri Deepak Swain (C.P. No. 9131), Proprietor of M/s. S. Deepak & Associates, Company Secretaries, 7A, Bentinck Street (New Wing), 1st Floor, Room No.-101, Kolkata -700001, to undertake the Secretarial Audit of the Company. The Secretarial Auditor's Report is attached hereto as **Annexure VIII** and forms a part of this report of Directors.

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

"The Company has not published the Un-audited financial result for the 1st quarter (ended on 30 June 2015) . Except for the last quarter of the financial year ending 31st March, 2016 the Company has not published the advertisements for notice of calling Board meeting for the approval of financial results."

## **WEBFIL LIMITED**

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

- i. The Company could not publish the Unaudited Financial Results for the first quarter of the Financial Year 2015-2016 ended on 30th June, 2015, or the Notice of the Board Meetings held for consideration and approval of Financial Results of the 1st, 2nd, and 3rd quarters of the Financial Year 2015-2016, as per the various clauses of Listing agreement for the period - 1st April 2015 to 30th November 2015, and as per various Regulations of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 for the period - 1st December, 2015 to 31st March, 2016, and other provisions of the Companies Act, 2013, due to inadvertent omission.

However, the unaudited financial results for the quarter and nine months ended 31st December, 2015, and the audited financial results for the quarter and year ended 31st March, 2016, have been uploaded on the Company's Website.

### **31. COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA ON THE ACCOUNTS**

The Comptroller & Auditor General of India (CAG) have decided not to conduct the supplementary audit of the financial statements of the Company for the year ended 31st March, 2016 and as such they have no comment to make under Section 143(6)(b) of the Companies Act, 2013.

### **32. 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.

### **33. 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.

Place : Kolkata  
Dated: 11th August, 2016

On behalf of the Board  
**JAYANTA RAY**  
Chairman



## ANNEXURE-I

# MANAGEMENT DISCUSSION & ANALYSIS REPORT

### Industry structure and developments

The Company is a multidivisional manufacturing and service providing company in India, engaged in manufacture of Tungsten filaments for incandescent lamps as well as manufacture of a range of telecommunication equipments, and execution of turnkey projects for telecommunication networks. Since the manufacture of lighting devices in the country is undergoing modernisation and exploring the latest technology available for components, and also due to Government regulations and initiatives toward environmental consideration which have triggered the demand for energy-efficient electrical products, the business scenario of the Company's Filament Division looks bleak, and therefore, is not likely to develop further. The business in the Company's telecom equipments segment promises to flourish, catalysed by India's growing telecommunications market which at present, is the world's second largest, although the scenario during the past year was challenging, attributable especially to the marginal improvement in the Indian economy's growth. The Company's Digital division continues to cater significantly to the Indian Railways' needs, and with the new Government's emphasis on modernisation in Indian Railways, it is expected that there will be an expansion in the volume of activities in Indian Railways in the areas of the Company's interest in the coming years. The Company is also extending its activities beyond the Railway segment and it expects higher level of revenues from other sectors. The Digital division's notable attempts at diversification include implementation of Wi-Fi Network, CCTV & Surveillance projects, Queue Management System in Registry offices under the Govt. of West Bengal, Fleet Management System in WBFES, etc.

### Opportunities and Threats

The Company has considerable experience in the field of Communication and it is exploring other businesses beyond Railways using this expertise. The recent policy change allowing FDI in Railway modernisation may see influx of multinationals in Indian Railways.

### Segment-wise Performance

Segment-wise Performance of the Company has been mentioned in Note No. 33 of the Accounts.

### Outlook

The overall outlook for the year 2016-17 is expected to be positive. The Company will continue to focus on its core strategies and line of business 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.

## **WEBFIL LIMITED**

### **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 details of Financial Performance of the Company are appearing in the Balance Sheet and the Profit & Loss Account for the year. During the year, the Company has earned a Profit (before Tax) of Rs. 8.16 lakhs.

### **Human Resources**

During the year, employer and employee relationship remained cordial. The number of employees on the rolls of the Company as on 31st March, 2016 was 167.

### **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.



## **WEBFIL LIMITED**

- 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 : 11th August, 2016

On behalf of the Board

**JAYANTA RAY**

Chairman



ANNEXURE – III

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
as on financial year ended on 31.03.2016  
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

**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	23.66
2.	Drop/Insert Digital Multiplexer with Accessories	26309	33.89

## WEBFIL LIMITED

### 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	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 01.04.2015)				No. of Shares held at the end of the year (As on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	-	200	200	0.00	-	200	200	0.00	0.00
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	5315293	5315293	62.29	-	5315293	5315293	62.29	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	3	3	0.00	-	3	3	0.00	0.00
<b>Sub-total (A)(1)</b>	-	<b>5315496</b>	<b>5315496</b>	<b>62.29</b>	-	<b>5315496</b>	<b>5315496</b>	<b>62.29</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2015)				No. of Shares held at the end of the year (As on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Total Shareholding of Promoter(A)</b> (A) = (A)(1) + (A)(2)	-	5315496	5315496	62.29	-	5315496	5315496	62.29	0.00
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
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)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	-	<b>898420</b>	<b>898420</b>	<b>10.53</b>	-	<b>898420</b>	<b>898420</b>	<b>10.53</b>	<b>0.00</b>
<b>(2) Non Institutions</b>									
a) Bodies Corp.									
i) Indian	-	2298980	2298980	26.94	-	2298980	2298980	26.94	0.00
ii)Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	-	19604	19604	0.23	-	19604	19604	0.23	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	-	-	-	-	-	-	-	-	-
c) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	-	<b>2318584</b>	<b>2318584</b>	<b>27.17</b>	-	<b>2318584</b>	<b>2318584</b>	<b>27.17</b>	<b>0.00</b>
<b>Total Public Shareholding (B)</b> (B) = (B)(1) + (B)(2)	-	<b>3217004</b>	<b>3217004</b>	<b>37.70</b>	-	<b>3217004</b>	<b>3217004</b>	<b>37.70</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>8532500</b>	<b>8532500</b>	<b>100.00</b>	-	<b>8532500</b>	<b>8532500</b>	<b>100.00</b>	<b>0.00</b>

## WEBFIL LIMITED

### b. Shareholding of Promoter(s)

SI No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2015)			Shareholding at the end of the year (As on 31.03.2016)			% 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	
	<b>Individual</b>							
1	Jayanta Ray	100	0.00	-	100	0.00	-	0.00
2	Asoke Kumar Dutt	100	0.00	-	100	0.00	-	0.00
	<b>Bodies Corporate</b>							
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	-	269997	3.16	-	0.00
7	Tide Water Oil Co. (I) Ltd.	410000	4.81	-	410000	4.81	-	0.00
8	West Bengal Industrial Development Corp.	4220296	49.46	-	4220296	49.46	-	0.00
	<b>Nominee Holding</b>							
9	Sailen Sen	1	0.00	-	1	0.00	-	0.00
10	Anupam Ghosh	1	0.00	-	1	0.00	-	0.00
11	A. Saha	1	0.00	-	1	0.00	-	0.00
	<b>TOTAL</b>	<b>5315496</b>	<b>62.29</b>	<b>-</b>	<b>5315496</b>	<b>62.29</b>	<b>-</b>	<b>0.00</b>

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

SI No.	SHARE HOLDERS NAME	Shareholding at the beginning of the year (As on 01.04.2015)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Jayanta Ray	No Change During the Year			
2	Asoke Kumar Dutt	No Change During the Year			
3	Andrew Yule & Co. Ltd.	No Change During the Year			
4	The Bengal Coal Co. Ltd.	No Change During the Year			
5	The New Beerbhoom Coal Co. Ltd.	No Change During the Year			
6	Yule Financing & Leasing Co. Ltd.	No Change During the Year			
7	Tide Water Oil Co. (I) Ltd.	No Change During the Year			
8	West Bengal Industrial Development Corp.	No Change During the Year			
9	Sailen Sen	No Change During the Year			
10	Anupam Ghosh	No Change During the Year			
11	A. Saha	No Change During the Year			

**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 01.04.2015)		Shareholding at the end of the year (As on 31.03.2016)	
		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

## WEBFIL LIMITED

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2015)		Shareholding at the end of the year (As on 31.03.2016)	
		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 01.04.2015)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>Non-Executive Directors</b>					
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

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2014)		Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		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 Amiya Narayan Bhattacharyya	-	-	-	-
8	Shri Ashis Chakraborty	-	-	-	-
9	Smt.Sujata Roy	-	-	-	-
<b>Chief Executive Officer</b>					
	Shri Anirban Gupta	-	-	-	-
<b>Chief Financial Officer</b>					
	Shri Jayanta Kumar Datta	-	-	-	-
<b>Company Secretary</b>					
	Ms. Shinjinee Bhattacharyya	-	-	-	-

#### V. INDEBTEDNESS

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

(Amount in Rs.)

	Secured Loans excluding deposit	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	100181947	35849600	-	136031547
ii) Interest due but not paid	84509731	15275383	-	99785114
iii) Interest accrued but not due	599968	-	-	599968
<b>Total ( i + ii + iii)</b>	<b>185291646</b>	<b>51124983</b>	<b>-</b>	<b>236416629</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	41923027	1014453	-	42937480
* Reduction	-	-	-	-
<b>Net Change</b>	<b>41923027</b>	<b>1014453</b>	<b>-</b>	<b>42937480</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	117534919	35849600	-	153384519
ii) Interest due but not paid	109079786	16289836	-	125369622
iii) Interest accrued but not due	599968	-	-	599968
<b>Total ( i + ii + iii)</b>	<b>227214673</b>	<b>52139436</b>	<b>-</b>	<b>279354109</b>



## WEBFIL LIMITED

### 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 2015 - 16.

#### B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount (in Rs.)
		Sujit Chakravorti	Asoke Kr. Dutt	Soumen Das	
1	<b>Independent Directors</b>				
a.	Fee for attending Board / Committee meetings	12000	10000	10000	32000
b.	Commission	-	-	-	-
c.	Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>12000</b>	<b>10000</b>	<b>10000</b>	<b>32000</b>

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount (in Rs.)
		Jayanta Ray	Debasis Konar	Sunil Munshi	Ashis Chakraborty	A. N. Bhattacharyya	Sujata Roy	
2.	<b>Other Non-Executive Directors</b>							
a.	Fee for attending Board / Committee meetings	8500	1000	12500	2000	13500	4000	41500
b.	Commission	-	-	-	-	-	-	-
c.	Others, please specify	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>8500</b>	<b>1000</b>	<b>12500</b>	<b>2000</b>	<b>13500</b>	<b>4000</b>	<b>41500</b>
	<b>Total (B) = (1 + 2)</b>							<b>73500</b>
	Total Managerial Remuneration							<b>73500</b>
	Overall Ceiling as per the Companies Act, 2013	The remuneration paid to the Directors is within the limits prescribed under the Companies Act, 2013						

**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 (w.e.f. 26.05.15)	(CFO) Jayanta Kumar Datta	(CS) Ayan Dutta (01.04.15- 30.09.15)	(CS) Shinjinee Bhattacharyya (11.01.16- 31.03.16)	Total
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.93	8.9	2.49	0.67	19.99
	(b) Value of perquisites u/s. 17(2) of the Income-tax Act, 1961	2.10	2.24	0.40	0.10	4.84
	(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	-	-	-	-	-
	<b>Total</b>	<b>10.03</b>	<b>11.14</b>	<b>2.89</b>	<b>0.77</b>	<b>24.83</b>

**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)
<b>A. COMPANY</b>					
Penalty Punishment Compounding			NONE		
<b>B. DIRECTORS</b>					
Penalty Punishment Compounding			NONE		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty Punishment Compounding			NONE		

Place : Kolkata  
Dated : 11th August, 2016

On behalf of the Board  
**JAYANTA RAY**  
Chairman

**WEBFIL LIMITED**

**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:

- (a) Name(s) of the related party and nature of relationship New Town Telecom Infrastructure Development Company Limited(NTTIDCO), a Joint Venture of WB HIDCO Ltd. and Webfil Ltd.
- (b) Nature of contracts/arrangements/transactions Works Contract of Sales/Service.
- (c) Duration of the contracts/arrangements/transactions Repetitive.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any Services provided involved trenching, laying and back filling and such other jobs with 40/33 HDPE PLB Duct up to a depth of 1.2 Mtr. which included supply & storage, transportation, insurance, etc., and implementation of Wi-fi Network Service along Salt Lake By Pass Road & Ring Road from Chingrighata to Rajarhat Box Bridge within the Rajarhat Industrial Township Area in Kolkata, the total value of such Sales/ Service transactions during 2015-2016 amounting to Rs. 395.07 Lakhs.
- (e) Date(s) of approval by the Board, if any 26th May, 2015.
- (f) Amount paid/received as advances, if any The details of gross amounts received as advances during 2015-2016 are as follows:  
08/05/2015 - Rs. 5000000/-  
24/06/2015 - Rs. 9344973/-  
07/10/2015 - Rs. 5000000/-

Place: Kolkata

Dated: 11th August, 2016

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 2015-16 and ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 are as under :

Sl. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for financial year 2015-16 (Rs. in lakhs)	% increase in remuneration in the financial year 2015-16	Ratio of remuneration of each Director to median remuneration of employees
1.	Shri Anirban Gupta Chief Executive Officer (26.05.2015 - 31.03.2016)	10.03	**	Not Applicable
2.	Shri Jayanta Kumar Datta Chief Financial Officer	11.14	32.94	Not Applicable
3.	Shri Ayan Dutta Company Secretary (01.04.2015 - 30.09.2015)	2.89	**	Not Applicable
4.	Ms. Shinjinee Bhattacharyya Company Secretary (11.01.2016 - 31.03.2016)	0.77	**	Not Applicable

- " 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 2015-16. Hence, the ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is not considered for the purpose above.
- \*\* Since this information is for part of the year, the same is not comparable.
- ii. The percentage increase in the median remuneration of employees in the financial year: 3.78%
- iii. The number of employees on the rolls of Company as on 31st March, 2016: 167
- iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2015-16 was 4.49% whereas the decrease in the managerial remuneration for the same financial year was by 18.83%.
- v. Affirmation that the remuneration is as per the remuneration policy of the Company: It is hereby affirmed that the remuneration paid during the financial year ended 31st March, 2016 is as per the Remuneration Policy of the Company.

## WEBFIL LIMITED

### STATEMENT OF EMPLOYEES' DETAILS PURSUANT TO RULE 5(2) AND RULE 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

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

Sl. No.	Name	Designation	Remuneration received (Rs.)	Nature of employment	Qualifications and experience
1.	ANIRBAN GUPTA	Dy. General Manager	1180010.00	Contractual	BE(Electronics) 20 yrs.(approx.)
2.	ASHIS MITRA	Dy. General Manager(Works)	1176827.00	Contractual	BE(Electronics&Telecom) 28 yrs.(approx.)
3.	JAYANTA KUMAR DATTA	Sr. Manager(F&A)	1114439.00	Contractual	AICWA, PGDM, M.COM 27 yrs.(approx.)
4.	BARUNESH KAYAL	Sr.Manager(Marketing& Projects)	975166.00	Contractual	BE(Electronics&Telecom) 28 yrs.(approx.)
5.	TAPAS KUMAR SARKAR	Manager(Sales & Mktg.)	922534.00	Contractual	B.Tech(ECE) 28 yrs.(approx.)
6.	SEKHAR KUMAR GHOSH	Manager(Materials)	730695.00	Contractual	B.COM,PGDBM 28 yrs.(approx.)
7.	SWARUP BHAR	Dy. Manager (Development)	678262.00	Contractual	B.Tech(Radiophysics& Electronics), B.SC(H) 14 yrs.(approx.)
8.	BUDDHADEB BHATTACHARYA	Dy. Manager(Mktg. & Project)	660698.00	Contractual	B.Com 24 yrs. (approx.)
9.	SOUMITRA BANERJEE	Dy. Manager(Purchase)	642655.00	Contractual	M.SC, Certificate in Business Management & Admin. Training) 26 yrs.(approx.)
10.	LAKSHMAN KUMAR CHATTERJEE	Asst.Manager (Accounts & Admin.)	625711.00	Contractual	B.COM(H) 32 yrs.(approx.)

<b>Date of commencement of employment</b>	<b>Age</b>	<b>Last employment held before joining the Company</b>	<b>Percentage of equity shares held by the employee in the Company</b>	<b>Whether a relative of any director/manager of the Company</b>
17.01.1996	48 yrs. 8 months	Not available	Not Applicable	Not Applicable
30.12.1988	53 yrs. 8 months	Asst.Mgr.(Electronics Maintenance), Indian Telephone Industries Ltd.	Not Applicable	Not Applicable
25.07.1989	53 yrs. 2 months	Not Applicable	Not Applicable	Not Applicable
27.01.1988	53 yrs. 6 months	Software Engineer, Micronics Corporation	Not Applicable	Not Applicable
01.09.1988	55 yrs.	Sales Engineer, Indchem Electronics Ltd.	Not Applicable	Not Applicable
27.12.1988	54 yrs. 4 months	Canvasser, Godrej & Boyce Mfg. Co. Pvt. Ltd.	Not Applicable	Not Applicable
02.11.2002	42 yrs. 5 months	Not Available	Not Applicable	Not Applicable
01.01.1992	50 yrs. 11 months	Not Applicable	Not Applicable	Not Applicable
15.10.1990	57 yrs. 7 months	Medical Representative, Indian Health Pharmaceuticals Ltd.	Not Applicable	Not Applicable
20.10.1984	55 yrs. 9 months	Not Available	0.0006	Not Applicable

**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:**

- Names of subsidiaries which are yet to commence operations - Not Applicable
- 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
1.	Latest audited Balance Sheet Date	31st March, 2016
2.	Shares of Joint Venture held by the company on the year end	
	No.	51450
	Amount of Investment in Joint Venture (Rs.)	5145000
	Extend 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, 2016, were available after the Statutory Auditors had submitted their Audit Report on the Financial Statements of Webfil Limited for the Financial Year 2015-2016, and therefore, only its Unaudited Financial Results could be provided in the 'Notes on Financial Statements' of the Company for the year ended 31st March, 2016.
5.	Net worth attributable to shareholding as per latest audited Balance Sheet(Rs. in Lakhs)	488.16
6.	Profit for the year	
i.	Considered in Consolidation	-
ii.	Not Considered in Consolidation (Rs. in Lakhs)	177.11

### 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
A.N.Bhattacharyya	Director
Jayanta Kumar Datta	Chief Financial Officer
Shinjinee Bhattacharyya	Company Secretary

Place : Kolkata

Dated : 11th August, 2016



**WEBFIL LIMITED**

Form No. MR - 3

ANNEXURE – VIII

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

**[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 2016 complied with the statutory provisions listed hereunder and compliance-mechanism in place to the extent , in 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 2016 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 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, 1992 and 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 (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period);**
- (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. Other laws applicable specifically to the Company namely

- (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 the Company Secretaries of India, with respect to board and general meetings
- ii) Listing Agreements (till 30 November, 2015) entered into by the Company with The Calcutta Stock Exchange Limited and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (From 1 December, 2015 to 31 March, 2016)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above subject to the following observations;

- (a) As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of
  - i. External Commercial Borrowings were not attracted to the Company under the financial year under report.
  - ii. Foreign Direct Investment (FDI) were not attracted to the Company under the financial year under report.

## WEBFIL LIMITED

- iii. Overseas Direct Investment by Residents in Joint venture/Wholly Owned Subsidiary abroad were not attracted to the company under the financial year under report
- (b) As per the information and explanation provided by the Company , its officers, agents and authorised representatives during the conduct of Secretarial Audit , we report that the Company has not made any GDRs/ADRs or any commercial instruments under the financial year under report.

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 by statutory financial audit and other designated professionals.

### **We further report that**

The changes in the Composition of 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 Meeting, 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 are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

**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 subject to the following qualified opinion:

- i) *The Company has not published the Un-audited financial result for the 1st quarter (ended on 30 June 2015) . Except for the last quarter of the financial year ending 31st March, 2016 the Company has not published the advertisements for notice of calling Board meeting for the approval of financial results.*

**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 etc

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

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

Place - Kolkata  
Date - 29th July, 2016

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



**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 : 29th July, 2016

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

**ii) Expenditure on R&D:**

- |              |   |   |
|--------------|---|---|
| a) Capital   | : | NIL (last year NIL)                       |
| b) Recurring | : | Rs.60.90 lakhs (last year Rs.59.90 lakhs) |
| c) Total     | : | Rs.60.90 lakhs (last year Rs.59.90 lakhs) |
- d) Total R&D expenditure as a percentage of total turnover : 2.32% (last year 2.27%)

**C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :**

The Company has introduced '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 and reduction in its production cost.

**D. FOREIGN EXCHANGE EARNINGS AND OUTGO :**

Foreign Exchange earnings during the year were Rs. 352.14 lakhs (last year Rs. 348.46 lakhs) while Foreign Exchange outgo was Rs. 345.80 lakhs (last year Rs. 290.22 lakhs).

Place : Kolkata

Dated : 11th August, 2016

On behalf of the Board

**JAYANTA RAY**  
Chairman



## **REPORT ON CORPORATE GOVERNANCE**

### **1. CORPORATE GOVERNANCE PHILOSOPHY**

WEBFIL Limited is a Joint Venture Company of Andrew Yule Group and West Bengal Industrial Development Corporation Limited.

The Company promotes a work culture based on the principles of good Corporate Governance - integrity, equity, fairness, individual accountability and commitment to values. The Company emphasizes the need for highest level of transparency and accountability in all its transactions in order to protect the interests of all its stakeholders. The Board considers itself as a trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth on sustainable basis. They abide by the policies, procedures, applicable laws, rules and regulations to comply, create and maintain a culture of high ethical standards and maintain a work environment that encourages not only the staff but the stakeholders too to raise their faith in the management of the Company.

### **2. BOARD OF DIRECTORS**

In terms of Company's Corporate Governance Policy, all statutory and all significant 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.

#### **i. Composition of the Board of Directors as on 31.03.2016**

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

The name and category of Directors, the number of Directorships and Committee positions held by them in other companies and also the shareholdings in the Company are as follows:

## WEBFIL LIMITED

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	1	–	–	100
Shri Sujit Chakravorti (DIN: 00066344)	Non-Executive & Independent	4	2	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	10	1	–	–
Shri Ashis Chakraborty (DIN: 06496853)	Non-Executive	–	–	–	–
Shri A. N. Bhattacharyya (DIN: 02484307)	Non-Executive	6	–	–	–
Smt. Sujata Roy (DIN : 07209179)	Non-Executive & Independent	–	–	–	–

(\*) Excluding Directorships in Private Limited Companies, Foreign Companies, Government Bodies 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 only the Audit Committee and Stakeholders Relationship Committees have been considered.

### ii. Meetings and Attendance

During the last financial year ended 31st March, 2016, 4 (four) meetings of the Board of Directors were held on 26th May, 2015, 11th August, 2015, 1st December, 2015 and 20th January, 2016.

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

<b>Name of Director</b>	<b>No. of Board Meetings Attended</b>	<b>Attendance in the last Annual General Meeting held on 23rd September, 2015</b>
Shri Jayanta Ray	2	YES
Shri Sujit Chakravorti	4	YES
Shri Asoke K. Dutt	3	YES
Shri Debasis Konar	1	NO
Shri Soumen Das	3	YES
Shri Sunil Munshi	4	YES
Shri Ashis Chakraborty	2	NO
Shri A. N. Bhattacharyya	4	YES
Smt. Sujata Roy	3	YES

### iii. Familiarization Programme for Independent Directors

In terms of Regulation 25(7) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015, 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>

## 3. AUDIT COMMITTEE

### i. Terms of Reference

The Company has an Audit Committee and the terms of reference of the Audit Committee are in conformity with the powers as stipulated in Regulation 18, the Role of the Audit Committee and Review of information by the Audit Committee as laid down in Part C of Schedule II of the SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015, read with Section 177 of the Companies Act, 2013.



## WEBFIL LIMITED

### ii. Composition

The composition of the Audit Committee as on 31st March, 2016 and the attendance of the members at the meetings thereof during the year 2015-16 were as follows:

Name of Director	Designation	Category of Director	No. of Meetings attended
Shri Sujit Chakravorti	Chairman	Non- Executive & Independent	4
Shri Asoke K. Dutt	Member	Non- Executive & Independent	3
Shri Soumen Das	Member	Non- Executive & Independent	4

### iii. Meetings

- During the financial year ended 31st March, 2016, 4 (four) meetings of the Audit Committee were held on 26th May, 2015, 11th August, 2015, 13th November, 2015 and 9th February, 2016.
- 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.
- Members of the Audit Committee are eminent persons in their fields having expertise in Finance and Accounting.
- The Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on 23rd September, 2015.

## 4. NOMINATION AND REMUNERATION COMMITTEE

### i. Terms of Reference

The Company has a Nomination and Remuneration Committee and the terms of reference of the Nomination and Remuneration Committee are in conformity with the role as stipulated in Part D of Schedule II of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, read with Section 178 of the Companies Act, 2013.

**ii. Composition**

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

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

(\*) Shri Sunil Munshi joined on 26th May, 2015

**iii. Meetings**

During the financial year ended 31st March, 2016, 3 (three) meetings of the Nomination and Remuneration Committee were held on 26th May, 2015, 13th November, 2015, and 20th January, 2016, and the attendance of the members at the meetings of the Nomination and Remuneration Committee during the year 2015-16 were as follows:

<b>Name of Director</b>	<b>No. of meeting attended</b>
Shri Sujit Chakravorti	3
Shri Asoke K. Dutt	3
Shri Soumen Das	3
Shri A. N. Bhattacharyya	3
Shri Sunil Munshi	2

**iv. 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, as framed.

The policy referred 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>

## WEBFIL LIMITED

### v. 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>

### 5. iv. Remuneration of Directors :

#### a) Executive Directors

There were no Executive Directors on the Board of Directors of the Company, during the financial year 2015 - 16.

#### b) 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, 2016 are as follows:

Name of Director	Sitting fees paid (Rs.)
Shri Jayanta Ray	8,500/-
Shri Sujit Chakravorti	12,000/-
Shri Asoke Kumar Dutt	10,000/-
Shri Debasis Konar	1,000/-
Shri Soumen Das	10,000/-
Shri Sunil Munshi	12,500/-
Shri Ashis Chakraborty	2,000/-
Shri A. N. Bhattacharyya	13,500/-
Smt. Sujata Roy	4000/-
<b>TOTAL</b>	<b>73500/-</b>

#### 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.
- Sitting fees of Shri Sunil Munshi, Director, and Shri A. N. Bhattacharyya, 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, 2016.
- This may be deemed to be the disclosure as required under Schedule V of the SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015.

## **6. COMMITTEE OF THE BOARD OF DIRECTORS**

### **i. 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.

### **ii. Composition**

The composition of Committee of the Board of Directors as on 31.03.2016 and the details of meetings attended by the Directors during the year 2015-16, are given below:

<b>Name of Director</b>	<b>Designation</b>	<b>Number Meetings attended</b>
Shri Jayanta Ray	Chairman	13
Shri Sunil Munshi	Member	13
Shri A. N. Bhattacharyya	Member	13

### **iii. Meetings**

There were 13 (Thirteen) meetings of the Committee held during the year 2015-16 on 27th April, 2015, 28th July, 2015, 19th August, 2015, 26th August, 2015, 8th September, 2015, 21st September, 2015, 23rd September, 2015, 24th September, 2015, 13th November, 2015, 4th December, 2015, 15th January, 2016, 9th February, 2016 and 14th March, 2016.

## WEBFIL LIMITED

### 7. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company had set up 'Stakeholders Relationship Committee' as required under Regulation 20 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, to consider and resolve 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 continues to be looked after by the "Committee of the Board of Directors".

The Committee comprises of Shri Sujit Chakravorti as Chairman, Shri Sunil Munshi and Shri A. N. Bhattacharyya.

There is no complaint lying pending.

Number of Complaints received during the year 2015-16: NIL

Number of shares pending transfer as on 31st March, 2016 : NIL

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

### 8. RISK MANAGEMENT COMMITTEE

The Board of Directors had 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 comprises of Shri Jayanta Ray as Chairman, Shri Sunil Munshi and Shri Anirban Gupta.

### 8. CODE OF CONDUCT

The Board of Directors have 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.

### 9. 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>
2012-2013	25.09.2013	4.00 p.m.	} 8, Dr. Rajendra Prasad Sarani, Kolkata-700 001
2013-2014	26.09.2014	4.00 p.m.	
2014-2015	23.09.2015	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 3 (Three) Annual General Meetings:

<b>Date of AGM</b>	<b>Special Resolutions</b>
23.09.2015	NIL
26.09.2014	<ul style="list-style-type: none"><li>i. Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage/charge of Company's assets.</li><li>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.</li></ul>
25.09.2013	NIL

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.

#### **11. MEANS OF COMMUNICATION:**

- i. 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.
- ii. During the Financial Year 2015-2016, 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, except financial results pertaining to the first quarter.
- iii. The Company's financial results are displayed on the Company's website - [www.webfilindia.com](http://www.webfilindia.com)

#### **12. DISCLOSURES**

##### **i. 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 2015-16, 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. 34 to the Financial Statements.

## WEBFIL LIMITED

### ii. 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.

### iii. Vigil Mechanism / Whistle Blower Policy:

The Company has in place 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 personnel have been denied access to the Audit Committee to lodge their 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 2015-2016.

### iv. 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 2015-16. The Company has not adopted the non-mandatory requirements stated in the aforesaid Regulations.

## 13. GENERAL SHAREHOLDERS' INFORMATION

CIN of the Company - L36900WB1979PLC032046

Registration No. 021 - 032046

- |      |  |   |   |
|------|--|---|---|
| 13.1 | Annual General Meeting (AGM)<br>Date, Time and Venue | : | 21st September, 2016 at 4.00 p.m.<br>"Yule House"<br>8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001.  |
| 13.2 | Financial Year                                       | : | 1st April, 2015 to 31st March, 2016   |
| 13.3 | Date of Book Closure                                 | : | From 15th Sept., 2016 to 21st September, 2016<br>(both days inclusive)  |
| 13.4 | Listing on Stock Exchange(s)                         | : | The Calcutta Stock Exchange Limited<br>7, Lyons Range, Kolkata - 700 001<br>(Stock Code: 33030)<br>The Listing fee has been paid to the above Stock<br>Exchange within specified time period. |



- 13.5 Market Price Data : As the shares of the Company were not traded in the Calcutta Stock Exchange during the year 2015-16, quoted price is not available.
- 13.6 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
- 13.7 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.
- 13.8 Shares Transferred during the year : Total number of shares transferred in physical form during the year was : NIL (Previous year - 20 )
- 13.9 Distribution of Shareholding as on 31st March, 2016

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
<b>Total</b>	<b>8532500</b>	<b>100.00</b>	<b>251</b>	<b>100.00</b>

13.10 Shareholding Pattern as on 31st March, 2016

CATEGORY	NO. OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
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1. GOVERNMENT

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



## WEBFIL LIMITED

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

- 13.11 Dematerialization of shares : Company's shares are yet to be dematerialized.
- 13.12 Plant Location : Plot No. 62, 63 and 68 in Mouza Kulia,  
Gayeshpur, P.S. Kalyani,  
Dist: Nadia, West Bengal - 741234



13.13 Address for correspondence : WEBFIL LIMITED  
(Corporate & Registered Office) "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

#### 14. 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.

#### 15. 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 : 11th August, 2016

On behalf of the Board

**JAYANTA RAY**  
Chairman

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## 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 2015-16.

Place : Kolkata  
Dated : 11th August, 2016

**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, 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the Stock Exchange for the period - 1st April 2015 to 30th November 2015, 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 for the period - 1st December, 2015 to 31st March, 2016. We have conducted our review on the basis of the relevant records and documents maintained by the Company for the year ended 31st March, 2016 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 explanation 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 : 27th May 2016

**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, 2016, 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, 2016 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, 2015 and **unaudited** figures of 31st March 2016 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, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, 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.

Place : Kolkata  
Date : 27th May, 2016

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

**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, 2016: -

- 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.

## **WEBFIL LIMITED**

- 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.
- 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 2016 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:

<b>Name of the Statute</b>	<b>Nature of Dues</b>	<b>Amount ₹</b>	<b>Forum where Dispute</b>	<b>Date of intimation / Order</b>
West Bengal VAT Act, 2003	Sales Tax	1,49,365.00	West Bengal Commercial Tax Appellate Revision Board (2009-10)	Appeal Filed before WBCTA & Revisional Board on 14th February 2014 against order 2009-10
Central Sales Tax Act, 1956	Sales Tax	4,57,166.00	West Bengal Commercial Tax Appellate Revision Board (2009-10)	Appeal Filed before WBCTA & Revision Board on 14th February 2014 against order 2009-10
West Bengal VAT Act, 2003	Sales Tax	78,938.00	West Bengal Commercial Tax Appellate Revision Board (2010-11)	Appeal Filed before WBCTA & Revision Board on 8th August 2014 against case No. 945/CD/13-14
Central Sales Tax Act, 1956	Sales Tax	1,80,226.00	West Bengal Commercial Tax Appellate Revision Board (2010-11)	Appeal Filed WBCTA & Revision Board on 8th August 2014 against case No. 945/CD/13-14
West Bengal VAT Act, 2003	Sales Tax	1,96,801.00	West Bengal Commercial Tax Appellate Revision Board (2007-08)	Appeal Filed before WBCTA & Revision Board on 11th October 2012 against order 2007-08
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)
Central Sales Tax Act, 1956	Sales Tax	1,65,216	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)



## WEBFIL LIMITED

Name of the Statute	Nature of Dues	Amount ₹	Forum where Dispute	Date of intimation / Order
Central Sales Tax Act, 1956	Sales Tax	4,84,386.00	High Court, Kolkata (2006-07)	Appeal Filed before High Court against case ref. No. WP No. 739 of 2012 against order 2006-07.
Income Tax Act, 1961	Income Tax	36,70,440.00	CIT Appeal (A.Y. 2008-09)	Appeal is heard by CIT (Appeal) but Order not yet received
Income Tax Act, 1961	Income Tax	3,80,050.00	CIT Appeal (A.Y. 2009-10)	Hearing under process.
Income Tax Act, 1961	Income Tax	15,39,780.00	CIT Appeal (A.Y. 2010-11)	Appeal is heard by CIT (Appeal) but Order not yet received.
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	Filing of appeal before Commissioner is under process

- 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	8,61,92,310	26.02.2004
Sales Tax Loan	WBIDC	53,49,600	31.03.2010	1,62,89,836	31.03.2000
Short Term Loan	WBIDC	84,00,000	30.06.2011	65,97,640	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.
- 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 statement 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

Place : Kolkata  
Date : 27th May, 2016

**Nimai Kumar Das**  
(Partner)  
Membership No. 051309

## **WEBFIL LIMITED**

### **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 31 March 2016 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.

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**

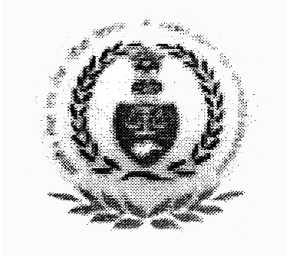
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria 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 : 27th May, 2016

**Nimai Kumar Das**  
(Partner)  
Membership No. 051309

**WEBFIL LIMITED**



कार्यालय महालेखाकार  
(आर्थिक एवं राजस्व क्षेत्र लेखापरीक्षा)  
पश्चिम बंगाल  
**OFFICE OF THE  
ACCOUNTANT GENERAL**  
(Economic and Revenue Sector Audit)  
West Bengal

To  
The Director,  
WEBFIL Limited,  
"YULE HOUSE"  
8, Dr. Rajendra Prasad Sarani,  
Kolkata- 700 001

No. : OA (ESA-II) / Accts / WEBFIL/2015-16/518  
Date : 22 June 2016

**Sub. : Comments of the Comptroller and Auditor  
General of India under Section 143 (6) of the  
Companies Act, 2013 on the accounts of WEBFIL  
Limited for the year ended 31 March 2016.**

Sir,

I am to forward herewith the Comments of the Comptroller and Auditor  
General of India under Section 143 (6) of the Companies Act, 2013 on the  
accounts of Webfil Limited for the year ended 31 March, 2016.

Yours faithfully,

Encl : As stated

**( Debashis Chakbraborty )  
Deputy Accountant General (ESA-II)  
West Bengal**

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सी. जी. ओ. कम्प्लेक्स, डी. एफ. ब्लॉक, साल्ट लेक, कोलकाता-700 064  
3rd MSO Building, 5th Floor, CGO Complex, DF Block, Salt Lake, Kolkata-700 064  
Phone : (033) 2337-4916 ; FAX : (033) 2337-6966, e-mail : aglbaWestbengal@cag.gov.in



**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF WEBFIL LIMITED FOR THE YEAR ENDED 31 MARCH 2016.**

The preparation of financial statements of WEBFIL Limited for the year ended 31 March 2016 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139 (5) of the Act are responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143 (10) of the Act. This is stated to have been done by them vide their Audit Report dated 27.05.2016.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of Webfil Limited for the year ended 31 March 2016 under section 143(6)(a) of the Act.

**For and on behalf of the  
Comptroller & Auditor General of India**

**( Nameeta Prasad)  
Accountant General (E & RSA)  
West Bengal**

**Dated at Kolkata  
The 22 June 2016**

# WEBFIL LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2016

	Note	2015 - 2016		2014 - 2015	
		₹	₹	₹	₹
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
Share Capital	2	105765000		105765000	
Reserves and Surplus	3	<u>-85012345</u>	20752655	<u>-85560164</u>	20204836
<b>Non-Current Liabilities</b>					
Long-term Borrowings	4	30500000		30500000	
Long-term Provisions	5	<u>48224616</u>	78724616	<u>49412192</u>	79912192
<b>Current Liabilities</b>					
Short-term Borrowings	6	41694864		24341892	
Trade Payables	7	48586059		60599677	
Other Current Liabilities	8	201711623		194516918	
Short-term Provisions	9	<u>12118900</u>	304111446	<u>10021801</u>	289480288
<b>Total</b>			<b><u>403588717</u></b>		<b><u>389597316</u></b>
<b>ASSETS</b>					
<b>Non-current assets</b>					
<b>Fixed Assets</b>					
Tangible Assets	10	9653056		9838823	
Capital Work-in-Progress		<u>0</u>		<u>148440</u>	
		9653056		9987263	
Non-current Investments	11	5465000		5465000	
Deferred Tax Assets	12	22995910		23264485	
Long term Loans and Advances	13	<u>41058749</u>	79172715	<u>37619277</u>	76336025
<b>Current Assets</b>					
Inventories	14	228854091		224100473	
Trade Receivables	15	69682541		57302022	
Cash and cash equivalents	16	10808796		20653172	
Short-term Loans and Advances	17	14466390		10882014	
Other Current Assets	18	<u>604184</u>	324416002	<u>323610</u>	313261291
<b>Total</b>			<b><u>403588717</u></b>		<b><u>389597316</u></b>

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, 27th May, 2016

**On behalf of the Board**

**A. N. Bhattacharyya**

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, 2016**

	Note	2015 - 2016 ₹	2014 - 2015 ₹
<b>INCOME</b>			
Revenue from Operations			
Gross Revenue from Sale of Products, Services and Others		259308434	266832543
Less : Excise Duty		<u>9071252</u>	<u>6327888</u>
Net Revenue from Operations	19	250237182	260504655
Other Income	20	<u>11887833</u>	<u>3060835</u>
<b>Total Revenue</b>		<b><u>262125015</u></b>	<b><u>263565490</u></b>
<b>EXPENDITURE</b>			
Cost of Materials Consumed	21	69290331	79959368
Purchases of Stock-in-Trade		23931220	46555149
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22	25036083	99131
Employee Benefits Expense	23	78013426	75343883
Finance Costs	24	13769700	12450650
Depreciation and Amortization Expense	10	1014616	1457391
Other Expenses	25	<u>50253245</u>	<u>46858417</u>
<b>Total Expenses</b>		<b><u>261308621</u></b>	<b><u>262723989</u></b>
Profit Before Exceptional items and Tax		816394	841500
Exceptional Items-Waiver of Interest (Ref. Note-30)		<u>0</u>	<u>25454990</u>
Profit before tax		816394	26296490
Tax Expenses			
Current Tax		0	0
Deferred Tax / (Assets)	12	<u>268575</u>	<u>12660</u>
Profit for the Year		<b><u>547819</u></b>	<b><u>26283830</u></b>
Earning per equity share of face value of Rs.10 each Basic and Diluted (in Rs.)	26	- 0.08	2.94

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, 27th May, 2016

A. N. Bhattacharyya  
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, 2016

	2015-2016 ₹	2014-2015 ₹
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax and Extraordinary items	816394	841500
<u>Adjustment for:-</u>		
Depreciation and Amortization Expense	1014616	1457391
Finance costs (Net of Interest Income)	13769700	12450650
Provision for doubtful debts	656755	868773
Provision for stock obsolescence	236436	241459
Dividend Income from Non-current Investment	(1286250)	(1029000)
Interest Income	(1554541)	(1024354)
Operating Profit before Working Capital Changes	13653110	13806419
<u>Adjustment for:-</u>		
Trade Receivables	(13037274)	11341718
Inventories	(4990054)	(1327909)
Short Term Loans and Advances	(3584376)	561115
Long Term Loans and Advances	(2272102)	10123230
Trade Payables	(12013618)	14249740
Other Current Liabilities	(2099967)	4432115
Long Term Provisions	(1187576)	(135029)
Other Short Term Provisions	2097099	1245374
Cash generated from operations	(23434758)	54296773
Direct tax paid	(1167370)	(2138759)
Net Cash Flow from Operating Activities	(24602128)	52158014
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets (net)	(680409)	(485530)
Interest Received	1273967	748160
Dividend Received- Joint ventures	1286250	1029000
Net Cash flow from Investing activities	1879808	1291630
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Net Increase/ (decrease) in Bank Borrowing	17352972	(17605072)
Payment of Long Term Loan	0	(15000000)
Interest Paid	(4475028)	(5948646)
NET CASH USED IN FINANCING ACTIVITIES	12877944	(38553718)
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	(9844376)	14895926
<b>CASH &amp; CASH EQUIVALENTS - AT THE BEGINNING</b>	20653172	5757246
<b>CASH &amp; CASH EQUIVALENTS - AT THE CLOSING</b>	10808796	20653172

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, 27th May, 2016

**A. N. Bhattacharyya**  
Director

**Shinjinee Bhattacharyya**  
Company Secretary

**Jayanta Kumar Datta**  
Chief Financial Officer

**On behalf of the Board**

**Jayanta Ray**  
Chairman

**Sujit Chakravorti**  
Director

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.

## **WEBFIL LIMITED**

- (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.
  - (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.

## **WEBFIL LIMITED**

- (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**

**A. N. Bhattacharyya**  
Director

**Jayanta Ray**  
Chairman

**Shinjinee Bhattacharyya**  
Company Secretary

**Sujit Chakravorti**  
Director

**Jayanta Kumar Datta**  
Chief Financial Officer

Dated : Kolkata, 27th May, 2016

## WEBFIL LIMITED

### Notes on Financial Statement for the Year ended 31st March, 2016

2. SHARE CAPITAL	2015-2016		2014-2015	
	₹	₹	₹	₹
<b>Authorised</b>				
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
<b>Issued, Subscribed and Paid-up</b>				
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 31.03.2016		As at 31.03.2015	
	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	<u>85,32,500</u>	<u>20,44,000</u>	<u>85,32,500</u>	<u>20,44,000</u>

#### 2.2 Details of Shareholders holding more than 5% :

Name of Share Holder	As at 31.03.2016		As at 31.03.2015	
	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 Rs.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 Rs.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 ₹ 1,00,36,320 for the period from 25.01.2008 to 31.03.2016 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

-85568414

-110826346

Add : Profit/Loss during the year

547819

-85020595

26283830

-84542516

Less : Depreciation on Retained

0

1025898

Earnings (Ref. Note-10)

**-85012345**

**-85560164**

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**



## WEBFIL LIMITED

- 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	86192310	26/02/2004
Sales Tax Loan from WBIDC	5349600	31/03/2010	16289836	31/03/2000
<b>Total :</b>	<b><u>81189655</u></b>		<b><u>102482146</u></b>	

### 5. LONG-TERM PROVISIONS

For Employee Benefits :		
Gratuity	33484896	35627925
Leave Encashment & Medical Benefits	14739720	13784267
	<b><u>48224616</u></b>	<b><u>49412192</u></b>

### 6. SHORT-TERM BORROWINGS - SECURED

<b>Cash Credit</b> from Bank of Baroda (Ref. Note - 4.1)	33294864	15941892
<b>Short Term Loan</b> -West Bengal Industrial Development Corporation Ltd.(WBIDC) (Ref. Note - 4.1 & 6.1)	8400000	8400000
	<b><u>41694864</u></b>	<b><u>24341892</u></b>

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 Rs.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	6597640	30/06/2011
<b>Total :</b>	<b><u>8400000</u></b>		<b><u>6597640</u></b>	

7. **TRADE PAYABLES**

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

	2015-2016 Rs.	2014-2015 Rs.
	—	—
	48586059	60599677
	<b><u>48586059</u></b>	<b><u>60599677</u></b>

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

	81189655	81189655
	599968	599968
	109079786	99785114
	357748	3354343
	303115	9500
	498006	250000
	4925161	5157540
	2391447	3319969
	2366737	850829
	<b><u>201711623</u></b>	<b><u>194516918</u></b>

9. **SHORT-TERM PROVISIONS**

For Employee Benefits :

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

	8413036	7119128
	3280234	2163495
	425630	739178
	<b><u>12118900</u></b>	<b><u>10021801</u></b>

## WEBFIL LIMITED

### 10. FIXED ASSETS

DESCRIPTION	GROSS BLOCK			
	Cost/Book Value as at 31.03.15	Additions/ Adjustments during the year	Sales/ Adjustments during the year	Cost/Book Value as at 31.03.16
	₹	₹	₹	₹
<b>Tangible Assets :</b>				
1. Land (Leasehold)	388815			388815
2. Buildings	16351117	274764		16625881
3. Roads & Culverts	280212			280212
4. Plant & Machinery	112618871	317888		112936759
5. Furniture & Fittings	2155384	9083		2164467
6. Motor Vehicles	499933			499933
7. Office Equipment	2794029			2794029
8. Computers and Data Processing Units	3438988	88369		3527357
9. Electrical Installations & Equipments	3080647	12600		3093247
10. Dies & Mould	4832187	126145	36829	4921503
	146440183	828849	36829	147232203
11.Capital Work-in-Progress	148440	828849	148440	0
<b>TOTAL</b>	<b>146588623</b>	<b>828849</b>	<b>185269</b>	<b>147232203</b>
Previous Year	146159848	1006390	577615	146588623

**Notes :**

- i) Sales/Adjustments of Dies of Rs.36829 ( Previous year Rs. 56755 ) 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 31.03.15	For the Year	Sales/ Adjustments during the year	Upto 31.03.16	As at 31.03.16	As at 31.03.15
₹	₹	₹	₹	₹	₹
129594	3927		133521	255294	259221
13654632	369938		14024570	2601311	2696485
266201			266201	14011	14011
106597273	331469		106928742	6008017	6021598
1974502	19871		1994373	170094	180882
474936			474936	24997	24997
2661401	32886		2694287	99742	132628
3121013	116413		3237426	289931	317975
2961834	16134		2977968	115279	118813
4759974	123978	36829	4847123	74380	72213
136601360	1014616	36829	137579147	9653056	9838823
				0	148440
<b>136601360</b>	<b>1014616</b>	<b>36829</b>	<b>137579147</b>	<b>9653056</b>	<b>9987263</b>
134174826	1457391	56755	136601360	9987263	

## WEBFIL LIMITED

	2015-2016		2014-2015	
	₹	₹	₹	₹
<b>11. NON-CURRENT INVESTMENTS</b>				
<b>Non-trade (Unquoted - at cost)</b>				
<b>In Equity Shares :</b>				
With Associate Company - 2000 Equity Shares of Rs. 10 each of Yule Agro Industries Ltd.	20000		20000	
With Joint Venture Company - 51450 Equity Shares of Rs.100 each New Town Telecom Infrastructure & Development Co. Ltd., (A Joint Venture Company with WBHIDCO Ltd.)	5145000	5165000	5145000	5165000
<b>In Preference Shares :</b>				
With Associate Company - 3000 8% Preference Shares of Rs. 100 each of Yule Agro Industries Ltd.		300000		300000
		<u>5465000</u>		<u>5465000</u>
<b>12. DEFERRED TAX ASSETS</b>				
Deferred Tax Asset - Opening		23264485		23277145
Add : Deferred Tax Asset /(Liability) on Current year's Timing difference On Depreciation	188690		1560074	
On Disallowance under Income Tax Act, 1961	<u>-1057864</u>		<u>-1601044</u>	
Timing Difference generated during the year	<u>-869174</u>		<u>-40970</u>	
Tax on above		<u>-268575</u>		<u>-12660</u>
Deferred Tax Asset - Closing		<u>22995910</u>		<u>23264485</u>
<b>13. LONG TERM LOANS AND ADVANCES</b>				
(Unsecured considered good)				
Capital Advances		965000		965000
Security Deposits with Customers		14913819		10387441
Deposit With Government Authorities (including Rs.1000 in National Savings Certificate)		57330		71586
Deposit against Rent		51650		51650
Earnest Money Deposit		5775020		3993380
Deposit for Materials		1733148		1805648
Other Deposit		-		187409
Advance Income Tax (Net of Provision)	13185038		12017668	
Less : Provision for advances doubtful of recovery	<u>1907468</u>	11277570	<u>1907468</u>	10110200
Other Advances (Sales Tax Authority)		6285212		10046963
		<u>41058749</u>		<u>37619277</u>

**14. INVENTORIES**

	2015-2016 ₹	2014-2015 ₹
Raw Materials (Filament) at cost including in-transit- ₹ 12,06,052 (Previous Year-18,78,568)	2583173	3400798
Consumable stores (Filament) at cost including in-transit - ₹ 11,85,395 (Previous Year-14,41,401)	2860419	2848695
Stores, Spares Parts (Filament) at cost	3220824	3179847
Loose Tools (Filament) at cost	97820	129581
Raw Materials & Components (Microwave Radio & Multiplexer) at cost	111871021	81048199
Work in Progress (Filament) at cost	1460855	1960372
Work in Progress (Microwave Radio & Multiplexer) at cost	108834855	123346662
Finished Goods ( Filament) at cost ) (*)	3830675	6652608
Stock-in-Trade at cost	<u>327215</u>	<u>7530041</u>
	235086857	230096803
Less : Provision Stock obsolescence	<u>6232766</u>	<u>5996330</u>
	<b><u>228854091</u></b>	<b><u>224100473</u></b>

(\*) Include stock of scrap for ₹ 8,35,996 (Previous year- ₹ 22,91,377) at net realisable value.

**15. TRADE RECEIVABLES**

(Unsecured- Considered Good unless otherwise stated)

Debts outstanding for a period exceeding six months	26791170	27233290
Considered Doubtful	18414592	23594630
Other Debts	<u>42891371</u>	<u>30068732</u>
	88097133	80896652
Less: Provision for Doubtful Debts	<u>18414592</u>	<u>23594630</u>
	<b><u>69682541</u></b>	<b><u>57302022</u></b>

**16. CASH AND CASH EQUIVALENTS**

Balance with Scheduled Banks

On Current Accounts	146025	424521
On Margin Deposit Accounts	6017896	6617980
On Fixed Deposit Accounts (include ₹ 11,00,000 for which maturity period is more than 1 year)	<u>4625000</u> 10788921	<u>13600000</u> 20642501
Cash on hand	<u>19875</u>	<u>10671</u>
	<b><u>10808796</u></b>	<b><u>20653172</u></b>

## WEBFIL LIMITED

	2015-2016		2014-2015	
	₹	₹	₹	₹
<b>17. SHORT TERM LOANS AND ADVANCES</b>				
(Unsecured considered good)				
Advance to Suppliers		–		282588
Advance to Staff against Expenses		37397		55305
Pre-paid Expenses		703484		770594
Recoverable from Taxation Authorities -				
Sales Tax	8666457		7530686	
Central Excise	4965997	13632454	2143996	9674682
Others		93055		98845
		<b>14466390</b>		<b>10882014</b>
<b>18. OTHER CURRENT ASSETS</b>				
Accrued Interest on Deposits		604184		323610
		<b>604184</b>		<b>323610</b>
<b>19. REVENUE FROM OPERATIONS</b>				
Sale of Products [ Ref. Note 29(b) & (c) ]	216597982		219052270	
Income from Services for Execution of				
Contract / Repair & Maintenance job	42203824	258801806	46682037	265734307
Other Operating Revenue-Sale of Spent Acid		506628		1098236
		259308434		266832543
Less : Excise Duty recovered		9071252		6327888
		<b>250237182</b>		<b>260504655</b>
<b>20. OTHER INCOME</b>				
Miscellaneous Income				95013
Interest on Deposit etc.		1554541		1024354
Sale of Scrap	3154687			
Less : Excise Duty recovered	317909	2836778		–
Dividend from Joint Venture Company		1286250		1029000
Net Gain on Foreign Exchange Fluctuation		55923		68040
Provision for Post Retiral Medical				
Benefits written back		4000		5000
Provision for Doubtful Debts no longer				
required written back		5836793		–
Changes in Excise Duty on Stock		313548		839428
		<b>11887833</b>		<b>3060835</b>

	2015-2016		2014-2015	
	₹	₹	₹	₹
<b>21. COST OF MATERIALS CONSUMED</b>				
<b>Stock as at 1st April, 2015</b>				
Raw Materials & Consumable (Filament) [including Packing Materials]	6249493		1635747	
Raw Materials and Components (Microwave Radio & Multiplexer)	<u>81048199</u>	<u>87297692</u>	<u>84096720</u>	<u>85732467</u>
<b>Add: Purchase during the year</b>				
Raw Materials & Consumable (Filament) [including Packing Materials]	31060580		36275952	
Raw Materials and Components (Microwave Radio & Multiplexer)	<u>68246672</u>	<u>99307252</u>	<u>45248641</u>	<u>81524593</u>
		<u>186604944</u>		<u>167257060</u>
<b>Less: Stock as at 31st March, 2016</b>				
Raw Materials & Consumable (Filament) [including Packing Materials]	5443592		6249493	
Raw Materials and Components (Microwave Radio & Multiplexer)	<u>111871021</u>	<u>117314613</u>	<u>81048199</u>	<u>87297692</u>
		<u><b>69290331</b></u>		<u><b>79959368</b></u>

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



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	2015-2016		2014-2015	
	₹	₹	₹	₹
<b>22. CHANGES IN FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>				
<b>Opening Stock</b>				
Finished Goods (Filaments)	6652608		15573695	
Work in Progress (Filaments)	1960372		2612536	
Work in Progress ( Radio & Digital System )	123346662		120732838	
Finished Goods (Radio)	–		669745	
Stock-in-Trade	<u>7530041</u>	139489683	<u>–</u>	139588814
<b>Closing Stock</b>				
Finished Goods (Filaments)	3830675		6652608	
Work in Progress (Filaments)	1460855		1960372	
Work in Progress ( Radio & Digital System )	108834855		123346662	
Finished Goods (Radio)	–		–	
Stock-in-Trade	<u>327215</u>	<u>114453600</u>	<u>7530041</u>	<u>139489683</u>
		<b><u>25036083</u></b>		<b><u>99131</u></b>
<b>23. EMPLOYEE BENEFIT EXPENSES</b>				
Salaries, Wages and Bonus		66676420		63294800
Contribution to Provident and other Funds		5776178		5851633
Employees' Welfare Expenses		5560828		6197450
		<b><u>78013426</u></b>		<b><u>75343883</u></b>

23.1 Detail disclosure under AS-15 Refer Note - 31

### 24. FINANCE COST

#### INTEREST EXPENSES

On Borrowings other than Banks	9294672	9002004
On Borrowings from Banks	3506565	2480693
Suppliers' Interest	891057	909704
Interest paid to Sales Tax Authority	<u>77406</u>	<u>58249</u>
	<b><u>13769700</u></b>	<b><u>12450650</u></b>

**25. OTHER EXPENSES**

	2015-2016		2014-2015	
	₹	₹	₹	₹
Stores & Spares Consumed		847066		802134
Rent		1971952		1981903
Rates & Taxes		396932		400318
Power and Fuel		8870263		8461680
Travelling Expenses and Upkeep of Vehicles		4073458		4890888
Printing and Stationery		202813		160600
Telephone, Telex & Postage		572618		653365
Advertisements		125725		56107
Bank Charges		2026975		1954629
Directors' Fees		73500		60500
Miscellaneous Expenses		1850660		1591978
Insurance		349018		905856
Repairs & Maintenance :				
Building	180546		134218	
Plant and Machinery	382653		800999	
Others	<u>617945</u>	1181144	<u>538400</u>	1473617
Selling Expenses		1782497		2091706
Payment to Auditors as :				
Audit Fees	60000		60000	
Certification	<u>40000</u>	100000	<u>42500</u>	102500
Tax Audit Fees		12500		12500
Factory Security Services		1599450		1491300
Bad Debts Written Off		5836793		
Provision for Doubtful Debts		656755		868773
Provision for Stock Obsolescence		236436		241459
Expenses on Execution of Contract Job		11396960		12666887
Research & Development Expenses				
( Ref. Note - 36 )		<u>6089730</u>		<u>5989718</u>
		<b><u>50253245</u></b>		<b><u>46858417</u></b>

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### 26. EARNINGS PER SHARE (EPS)

	2015-2016 ₹	2014-2015 ₹
(i) Net Profit after tax as per Statement of Profit and Loss attributable Equity Shareholders ( ₹ in lakhs)	- 6.79	250.57
(ii) Number of equity shares used as denominator for calculating EPS	8532500	8532500
(iii) Basic and Diluted Earnings per share (Rs.)	- 0.08	2.94
(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, 2016	As at 31st March, 2015
I. Contingent liabilities not provided for in respect of :		
(a) Claims not acknowledged as debts -	-	-
(b) Disputed Sales Tax matters lying with Revision Board	49.52	58.27
(c) Disputed Income Tax matters lying with Appellate Forum	55.90	55.90
(d) Disputed Excise/Service Tax claims excluding Interest and Penalty against which appeal has been preferred by the Company	255.02	-
(e) Outstanding Guarantees issued by bank in connection with Company's operation	242.19	202.85
(f) Indemnities under export obligation (*)	333.90	286.15
II. Dividend :	100.36	88.09
Dividend payable to Andrew Yule & Co. Ltd. on 2044000 Nos. 6% Cumulative Redeemable Preference Shares	-	-
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)	240.83	270.43

(\*) In respect of Export obligation amounting to ₹ 642.48 lakhs (Previous year ₹ 642.48 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>2015-16</u>	<u>2014-15</u>
<b>Filament Division :</b>		
(i) Raw Materials :		
Tungsten wires	140.18	138.91
(ii) Consumables :		
Molybdenum Wires	120.15	115.24
Chemicals	31.83	32.41
Gases - LPG Cyln.	5.09	6.36
Others	17.98	20.06
(iii) Stores & Spares	8.47	8.02
(iv) Packing Materials	3.43	3.65
	327.13	324.65
<b>Digital Division :</b>		
Computer Systems, Card Sets, Monitors, Key Boards, Disk Drives etc. Electronic Components viz. Diode, IC, Transistor etc. PCB & Mechanical items.	374.24	482.96
<b>Total</b>	<b>701.37</b>	<b>807.61</b>

(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.	239.31 (465.55)	3.27 (75.30)	547.24 (686.26)

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>2015-16</u>	<u>2014-15</u>
(i) Filaments	612.61	657.01
Drawn Wire	4.27	9.77
(ii) Drop/Insert Digital Multiplexer with Accessories	848.03	798.04
(iii) Programmable Over Current and Earth Fault Relays	—	—
(iv) UFSBI	153.83	39.44
<b>Total</b>	<b>1618.74</b>	<b>1504.26</b>

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

( ₹ in lakhs)		
	<u>Opening Stock</u>	<u>Closing Stock</u>
(i) Filament	43.62	29.95
	(143.50)	(43.62)
(ii) Digital Systems	(—)	(—)
	(6.70)	(—)

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 Rs. 0.64 (Previous year Rs. 0.10) paid in Rupees]		
Raw Materials [including consumable Rs. 117.52 (previous year Rs. 113.72)]	342.86	287.59
Stores, Spares and components	—	—
	<u>342.86</u>	<u>287.59</u>
(ii) Expenditure in foreign currencies :		
Travelling	—	—
Foreign Bank charges	2.94	2.63
	<u>2.94</u>	<u>2.63</u>
(iii) Earnings in Foreign Exchange :		
Exports on FOB basis	352.14	348.46

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

( ₹ in lakhs)								
Raw Materials and Consumables					Stores, Spares and Components			
	2015-16	%	2014-15	%	2015-16	%	2014-15	%
Imported (including Customs Duty and other charges paid in Rupees)	283.07	40.85	273.21	34.17	-	-	-	-
Indigenous	409.83	59.15	526.37	65.83	8.47	100.00	8.02	100.00
	<b>692.90</b>	<b>100.00</b>	<b>799.59</b>	<b>100.00</b>	<b>8.47</b>	<b>100.00</b>	<b>8.02</b>	<b>100.00</b>

30. Long Term Borrowings of ₹ 150 lacs and interest accrued thereon as on 31.03.2014 as per books have been settled by ₹ 175 lacs against one time settlement (OTS) as agreed by WBIDC during the previous year. Differential amount of ₹ 254.55 lacs being liability no longer required written back has shown in the Profit and Loss Statement for the period ended 31.03.2015.
31. 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, 2016. 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	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
<b>A</b>	<b>Components of employer expenses</b>						
1	Current Service Cost	16.34	17.25	8.15	6.26	-	-
2	Interest Cost	35.90	38.70	12.39	12.69	0.10	0.10
3	Expected return on plan assets	(2.75)	0.45	-	-	-	-
4	Curtailment cost / (Credit)	-	-	-	-	-	-
5	Settlement cost / (Credit)	-	-	-	-	-	-

**WEBFIL LIMITED**

( ₹ in Lakhs)

Employee Benefits		Gratuity		Leave encashment		Medical	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
6	Past Service Cost	-	-	-	-	-	-
7	Actuarial Losses / (Gains)	25.39	15.83	33.39	22.85	(0.08)	(0.09)
<b>8</b>	<b>Total expenses recognized in the Statement of Profit &amp; Loss Account</b>	<b>74.88</b>	<b>71.33</b>	<b>53.93</b>	<b>41.81</b>	<b>0.02</b>	<b>0.01</b>
<b>B</b>	<b>Actual Contribution and Benefit Payments for the year ended 31st March, 2016</b>						
1	Actual benefit payments	69.84	43.24	33.16	24.67	0.06	0.06
2	Actual Contributions	82.98	69.32	33.16	24.67	0.06	0.06
<b>A</b>	<b>Funded Status</b>						
1	Present value of Defined Benefit Obligation	467.11	458.55	178.95	158.19	1.25	1.29
2	Fair value of plan assets	48.13	31.47	-	-	-	-
3	Funded status [Surplus/(Deficit)]	(418.98)	(427.08)	(178.95)	(158.19)	(1.25)	(1.29)
4	Effect of balance sheet asset limit	-	-	-	-	-	-
5	Unrecognized past service cost	-	-	-	-	-	-
<b>6</b>	<b>Net asset/(liability) recognized in balance sheet</b>	<b>(418.98)</b>	<b>(427.08)</b>	<b>(178.95)</b>	<b>(158.19)</b>	<b>(1.25)</b>	<b>(1.29)</b>
1	Net asset/(liability) recognized in balance sheet at beginning of period	(427.08)	(425.06)	(158.19)	(141.04)	(1.29)	(1.34)
2	Employer Expense	74.88	71.33	53.92	41.81	0.02	0.01
3	Employer contributions	82.98	69.32	33.16	24.67	0.06	0.06
4	Net asset/(liability) recognized in balance sheet at end of the period	(418.98)	(427.08)	(178.95)	(158.19)	(1.25)	(1.29)

		Gratuity		Leave encashment		Medical	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
<b>A</b>	<b>Change in Defined Benefit Obligations</b>						
1	Present Value of DBO at beginning of period	458.55	430.06	158.19	141.04	1.29	1.34
2	Current Service Cost	16.34	17.25	8.15	6.26	-	-
3	Interest cost	35.90	38.70	12.39	12.69	0.10	0.10
4	Curtailment cost / (credit)	-	-	-	-	-	-
5	Settlement cost / (credit)	-	-	-	-	-	-
6	Employee Contribution	-	-	-	-	-	-
7	Plan amendments	-	-	-	-	-	-
8	Acquisitions	-	-	-	-	-	-
9	Actuarial (Gains) / Losses	26.16	15.77	33.38	22.85	(0.08)	(0.09)
10	Benefits paid	(69.84)	(43.24)	(33.16)	(24.67)	(0.06)	(0.06)
11	Present value of DBO at the end of period	467.11	458.55	178.95	158.19	1.25	1.29
<b>B</b>	<b>Change in Fair value of Assets</b>						
1	Plan assets at beginning of period	31.47	5.00	-	-	-	-
2	Expected return on plan assets	2.75	0.45	-	-	-	-
3	Actual company contributions	82.98	69.32	33.16	24.67	0.06	0.06
4	Employee Contribution	-	-	-	-	-	-
5	Actual gain/(losses)	0.77	(0.06)	-	-	-	-
6	Benefits paid	(69.84)	(43.24)	(33.16)	(24.67)	(0.06)	(0.06)
7	Plan assets at the end of period	48.13	31.47	-	-	-	-
<b>C</b>	<b>Actual return on plan assets</b>	3.52	0.39	-	-	-	-
	Discount Rate Assumptions	7.59%	7.83%	7.59%	7.83%	8.00%	8.00%

32. As per Management perception, there is no indication that any Fixed Asset of the corporate assessee as on 31-03-2016 may be impaired and hence no provision for loss is required as per AS-28 regarding Impairment of Asset.



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### 33. 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, 2016

INFORMATION ABOUT DIVISION WISE SEGMENTS :

( ₹ in lakhs.)

	2015-16				2014-15			
	FILAMENT DIVISION	DIGITAL DIVISION	UNALLO-CATED	TOTAL	FILAMENT DIVISION	DIGITAL DIVISION	UNALLO-CATED	TOTAL
<b>REVENUE</b>								
Sales (Net of Excise) :								
Domestic	238.78	1892.36		2131.14	309.07	1944.94		2254.01
Export	353.32	17.91		371.23	330.43	20.61		351.04
Total Sales	592.10	1910.27		2502.37	639.50	1965.55		2605.05
Other Income	31.81	74.21	12.86	118.88	12.85	7.47	10.29	30.61
<b>Total Segment Revenue</b>	<b>623.91</b>	<b>1984.48</b>	<b>12.86</b>	<b>2621.25</b>	<b>652.35</b>	<b>1973.02</b>	<b>10.29</b>	<b>2635.65</b>
<b>SEGMENT RESULT</b>								
(before Interest,								
<b>Depreciation &amp; Tax)</b>	(190.61)	333.76	12.86	156.01	(278.47)	415.67	10.29	147.49
Depreciation	6.15	4.00		10.15	7.24	7.33		14.57
Interest	23.05	114.65		137.70	20.23	104.28		124.51
<b>Profit/(Loss) from</b>								
<b>Ordinary activities (PBT)</b>	(219.81)	215.11	12.86	8.16	(305.94)	304.06	10.29	8.41
<b>Waiver of Interest</b>					165.46	89.09		254.55
Provision for Taxation			2.68	2.68			0.12	0.12
<b>Net Profit</b>	(219.81)	215.11	10.18	5.48	(140.48)	393.15	10.17	262.84
<b>SEGMENT ASSETS</b>	326.68	2869.35	839.86	4035.89	360.34	2763.32	772.30	3895.96
<b>SEGMENT LIABILITIES</b>	897.40	2624.72	306.25	3828.37	904.14	2490.81	330.05	3725.00
<b>CAPITAL EXPENDITURE</b>	4.13	4.16		8.29	8.47	1.59		10.06

Segment Assets include Rs. 26.39 (Previous Year - Rs. 27.74) on account of debts outstanding against export sales.

34. 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- Deputy General Manager (CEO)

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

Mr. Ayan Dutta- Company Secretary (employed part of the year)

Ms. Shinjinee Bhattacharyya- Company Secretary (employed part of the year)

**Transactions during the year :**

( ₹ in lakhs)

Sl. No.	Description	2015-16			2014-15		
		Associate Companies	Joint Venture Company	Key Management Personnel	Associate Companies	Joint Venture Company	Key Management Personnel
1	Administrative Expenses	41.11			33.72		
2	Directors' Sitting Fees	0.26			0.19		
3	Purchase	0.80			5.40		
4	Sales /Service	9.72	395.07		24.96	572.41	
5	Remuneration			26.01			14.87
	<b>Total</b>	<b>51.89</b>	<b>395.07</b>	<b>26.01</b>	<b>64.27</b>	<b>572.41</b>	<b>14.87</b>

## WEBFIL LIMITED

35. 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 2016 Share in Joint Venture (Un-audited)		31st March 2015 Share in Joint Venture (Audited)	
<b>Equity and Liabilities</b>				
Shareholders' Funds				
Share Capital	51.45		51.45	
Reserves and Surplus	435.40	486.85	396.94	448.39
Non-Current Liabilities		1155.71		1038.66
Current Liabilities		138.92		166.89
<b>Assets</b>				
Non-Current Assets				
Fixed Assets (Net Block)	718.55		640.35	
Long term Loans and Advances	91.00	809.55	190.20	830.53
Current Assets		971.93		823.41



( ₹ in Lakhs)

31st March 2016      31st March 2015  
Share in Joint Venture      Share in Joint Venture

**Income**

Revenue from Operations	189.62		191.90	
Other Income	50.30	239.92	39.86	231.76

**Expenditure**

		107.01		86.48
Profit Before Tax		132.91		145.28
Provision for Tax & Adjustments		75.52		47.34
Profit After Tax		57.39		97.94

36. Details of Research and Development Expenditure :

Particulars	2015-16 ₹	2014-15 ₹
Raw Materials & Components	74,799	3,32,807
Employee Benefits Expenses	60,14,931	56,56,911
Total	60,89,730	59,89,718

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

**On behalf of the Board**

**A. N. Bhattacharyya**  
Director

**Jayanta Ray**  
Chairman

**Shinjinee Bhattacharyya**  
Company Secretary

**Sujit Chakravorti**  
Director

**Jayanta Kumar Datta**  
Chief Financial Officer

Dated : Kolkata, 27th May, 2016

**BOOK – POST**

*If undelivered please return to :*

**WEBFIL LIMITED**

**“Yule House”**

**8, Dr. R. P. Sarani, Kolkata- 700 001**