



## COMPANY INFORMATION

### BOARD OF DIRECTORS

Shri Jayanta Ray, Chairman  
Shri Sujit Chakravorti, Independent Director  
Shri Ashoke Kumar Dutt, Independent Director  
Shri Soumen Das, Independent Director  
Smt. Sujata Roy, Independent Director  
Shri Debasis Konar, Nominee Director  
Shri Subhagya Parida, Nominee Director  
Shri Sanjoy Bhattacharya, Non-Executive Director  
(Resigned on 7.11.2019)  
Shri K. Mohan, Non-Executive Director  
(Appointed on 11.02.2020)  
Shri Partha Das Gupta, Non-Executive Director  
(Resigned on 1.7.2020)

### 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

### CHIEF EXECUTIVE OFFICER

Shri Anirban Gupta

### CHIEF FINANCIAL OFFICER

Shri Jayanta Kumar Dutta

### COMPANY SECRETARY

Ms. Sneha Kewat

### STATUTORY AUDITORS

M/s. Marodia Khanna & 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

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## WEBFIL LIMITED

### NOTICE TO MEMBERS

**NOTICE** is hereby given that the **40<sup>th</sup> Annual General Meeting** of the members of **WEBFIL LIMITED** will be held on Friday, the 18<sup>th</sup> day of December, 2020 at 4.00 p.m. through Video Conference (VC) / other Audio Visual Means (OAVM) to transact the business mentioned below. The proceeding of the AGM shall be deemed to be conducted at the Registered office of the Company at “Yule House”, 8, Dr. Rajendra Prasad Sarani, Kolkata -700 001 which shall be deemed venue of the AGM.

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Board of Directors, Auditors, and comments of the Comptroller & Auditor-General of India (CAG) thereon in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and Auditors thereon and Comments of the Comptroller & Auditor General of India be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Shri Jayanta Ray (DIN: 00175341), who retires from office by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** consent of the shareholders be and is hereby accorded for continuation of the appointment of Shri Jayanta Ray (DIN: 00175341) as a Director liable to retire by rotation at this Annual General Meeting as per applicable provisions of the Companies Act, 2013, and other applicable statutory provisions, if any.”

3. To determine the manner in which remuneration would be paid to the Statutory Auditors of the Company appointed by the Comptroller and Auditor-General of India in respect of the financial year 2020-2021, and for the purpose, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013, and other applicable statutes and laws, if any [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], the Board of Directors of the Company [which term shall be deemed to include Audit Committee thereof], be and is hereby authorised to fix the remuneration of M/s. A R Das & Associates, Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India in respect of the financial year 2020-2021 in accordance with Section 139 of the Companies Act, 2013, and other applicable statutory provisions, if any.”

#### **SPECIAL BUSINESS:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s)]



or re-enactment thereof for the time being in force] and Articles of Association of the Company, Mr. K. Mohan [DIN:08385809], who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 11<sup>th</sup> February, 2020, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act 2013, applicable Rules made thereunder and other applicable statutory provisions, if any, consent of the shareholders be and is hereby accorded to the Company for entering into contracts/arrangements involving sale, purchase or supply of any goods or materials, directly or through appointment of agent, and/or availing or rendering of any services, directly or through appointment of agent, with the Company’s Related Party - New Town Telecom Infrastructure Development Company Limited, up to an amount of Rs. 1000 Lakhs (Rupees One Thousand Lakhs only) during the Financial Year ending on 31st March, 2021.”

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

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

“**RESOLVED THAT**, in accordance with the provisions of Section 149, 152 read with Schedule IV of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 and the Companies (appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018, or any amendment there to or modification thereof, this meeting hereby approves the re-appointment of Smt. Sujata Roy (DIN: 07209179) as an Independent Director of the Company for a period of five years with effect from 8<sup>th</sup> June, 2020 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

The Register of Members and the Share Transfer Registers of the Company will remain closed from 12<sup>th</sup> December, 2020 (Saturday) to 18<sup>th</sup> December, 2020 (Friday), both days inclusive.

**Registered Office:**

“Yule House”

8, Dr. Rajendra Prasad Sarani,  
Kolkata - 700 001

Dated: 26<sup>th</sup> November, 2020

**By Order of the Board**  
Sneha Kewat  
Company Secretary

## WEBFIL LIMITED

### Notes for members' attention:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the 40<sup>th</sup> Annual General Meeting ("the AGM" or "the Meeting"), is annexed to this Notice.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and to vote through remote e-voting, by email through its registered email address to **sneha.kewat@webfilindia.com**.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. M/s. MCS Share Transfer Agent Limited, 383 Lake Gardens, 1st Floor, Kolkata - 700045 has been appointed as Registrar and Share Transfer Agent (RTA) of the Company.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 40<sup>th</sup> AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website i.e. [www.webfilindia.com](http://www.webfilindia.com) & websites of the Calcutta Stock Exchange i.e. [www.cse-india.com](http://www.cse-india.com), and on the website of NSDL (agency for providing remote e-voting facility) <https://www.evoting.nsdl.com>.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or to the Registrar of the Company, the details of such folios for consolidating their holding in one folio.
10. Members desirous of making a nomination in respect of their shareholding in physical form, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed form SH-13 and SH-14, as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, to the office of the Registrar and Share Transfer Agent.



11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or to Company's Registrar and Share Transfer Agent.

In case the mailing address mentioned on the Attendance Slip is without the PINCODE, Members are requested to kindly inform the PINCODE immediately.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Share Department of the Company or to Company's Registrar and Share Transfer Agent. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities.
13. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. Additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
16. Kindly note that pursuant to the amendment to Regulation 40 of SEBI (LODR) Regulations, 2015, as amended, SEBI has mandated that transfer of securities of listed companies would be carried out in dematerialized form only with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agent Ltd. (MCS) for assistance in this regard.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

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18. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to sneha.kewat@webfilindia.com.
19. Non-resident Indian members are requested to inform Company's Registrar and Share Transfer Agent, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
20. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 40<sup>th</sup> 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 will be provided by National Securities Depository Limited (NSDL).

**The instructions for remote e-voting are as under:**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on 15<sup>th</sup> December, 2020 at 9.00 A.M. (IST) and ends on 17<sup>th</sup> December, 2020 at 5:00 P.M.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using NSDL e-Voting system?**

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.



3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

**Your User ID is:**

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

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

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

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

c) For Members holding shares in Physical Form.

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

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- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  - 8. Now, you will have to click on “Login” button.
  - 9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

#### **General Guidelines for shareholders**

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





4. The remote e-voting period commences on Tuesday, 15th December, 2020 (9.00 a.m.) and ends on Thursday, 17th December, 2020 (5.00 p.m.). During this period, members of the Company, holding shares, as on 11th December, 2020, 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.
5. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 11th December, 2020.
6. M/s. Manoj Shaw & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the 40th AGM and remote e-voting process in a fair and transparent manner.
7. Facility for e-voting shall also be made available at the 40<sup>th</sup> AGM 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.
8. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make, not later than 3 (three) days of the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. Members who have cast their vote by remote e-voting prior to the meeting may also attend/participate in the AGM through VC / OAVM facility but shall not be entitled to cast their vote again.
10. Members of the company holding shares as on 11th December, 2020, may opt for remote e-voting or voting at the 40th AGM.
11. 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 CSE Limited, where the shares of the Company are listed.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [sneha.kewat@webfilindia.com](mailto:sneha.kewat@webfilindia.com).  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [sneha.kewat@webfilindia.com](mailto:sneha.kewat@webfilindia.com).
2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 40<sup>th</sup> AGM.

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3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 40<sup>th</sup> AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 40<sup>th</sup> AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsd.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Facility of joining the AGM through VC /OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first service basis.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/folio number, PAN, mobile number at [sneha.kewat@webfilindia.com](mailto:sneha.kewat@webfilindia.com) from 7th December, 2020 (9.00 a.m. IST) to 10th December, 2020 (5.00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserve the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [sneha.kewat@webfilindia.com](mailto:sneha.kewat@webfilindia.com). The same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Shareholders who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 - 24994360 / 022 - 24994545.

#### **Registered Office:**

"Yule House"

8, Dr. Rajendra Prasad Sarani,  
Kolkata - 700 001

Dated: 26<sup>th</sup> November, 2020

#### **By Order of the Board**

Sneha Kewat  
Company Secretary



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

**Item No. 4 :**

Mr. K. Mohan was appointed as an Additional Director on the Board of Directors of the Company with effect from 11<sup>th</sup> February, 2020 and in terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the date of this Annual General Meeting. A notice in terms of Section 160 of the Companies Act, 2013, has been received from a member, signifying his intention to propose Mr. K. Mohan candidature for the office of Director of the Company. He is the Director (Personnel) of Andrew Yule & Company Limited.

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

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

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

**Item No. 5 :**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved a ceiling of Rs. 1000 lakhs (Rupees One Thousand Lakhs only) for the Financial Year 2020-2021, for transactions in the nature of Sales / Service that the Company would enter into, with New Town Telecom Infrastructure Development Company Limited (NTTIDCO), a Related Party of the Company.

In terms of the provisions of Section 188 of the Companies Act 2013, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, prior approval of the company by a resolution is required for according consent to transactions to be entered into as contracts or arrangements with a Related Party with respect to sale, purchase or supply of any goods or materials, directly or through appointment of agent, where the amount of the transactions in the Financial Year would amount to ten per cent or more of the turnover of the company or rupees one hundred crores, whichever is lower, or with respect to availing or rendering of any services, directly or through appointment of agent, where the volume of such transactions in the Financial Year would amount to ten per cent or more of the turnover of the company or rupees fifty crores, whichever is lower. The turnover as aforesaid needs to be computed on the basis of the Audited Financial Statement of the preceding Financial Year. Further, as per Regulation 23(4) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, all material related party transactions shall require

## WEBFIL LIMITED

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 2020-2021 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 Key Managerial Personnel interested in the said resolution and the nature of their interest is as follows:

<b>Name of the Key Managerial Personnel</b>	<b>Nature of interest</b>
1. Shri Anirban Gupta (Chief Executive Officer, Webfil Ltd.)	Director, NTTIDCO
2. Shri Jayanta Kumar Datta ( Chief Financial Officer, Webfil Ltd)	Director, NTTIDCO

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

The Members at the 35<sup>th</sup> Annual General Meeting held on 23<sup>rd</sup> September, 2015 approved the appointment of Smt. Sujata Roy (DIN:07209179) as an Independent Director of the Company for a period of five years with effect from 26<sup>th</sup> May, 2015. Smt. Sujata Roy (DIN: 07209179) had completed her present term on 25<sup>th</sup> May, 2020. The Board of Directors of the Company ('the Board') at the meeting held on 14<sup>th</sup> September, 2020, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Smt. Sujata Roy (DIN:07209179) as an Independent Director of the Company with immediate effect in terms of Section 149, 152 read with Schedule IV of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 and the Companies (appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, or any amendment there to or modification thereof.

The Board is of the view that the continued association of Smt. Sujata Roy (DIN: 07209179) would invigorate the Company. Declaration has been received from Smt. Sujata Roy (DIN: 07209179) that she meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing (Amendment) Regulations 2018. In the opinion of the Board, Smt. Sujata Roy (DIN:07209179) fulfils the conditions specified in the Act, the Rules thereunder and the Listing (Amendment) Regulations 2018 for re-appointment as an Independent Director and that she is independent of the management of the Company. Consent of the Members by way of Special Resolution is required for re-appointment of Smt. Sujata Roy (DIN:07209179) in terms of Section 149 of the Act. Further, in terms of the recently



notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. This Special Resolution, once passed, shall also be deemed as your approval under the aforesaid Regulations, for continuation of Smt. Sujata Roy (DIN: 07209179) as an Independent Director beyond the age of seventy five years. Requisite Notice under Section 160 of the Act proposing the re-appointment of Smt. Sujata Roy (DIN: 07209179) has been received by the Company, and consent has been filed by Smt. Sujata Roy (DIN:07209179) pursuant to Section 152 of the Act.

Additional information in respect of Smt. Sujata Roy (DIN: 07209179) to the Listing (Amendment) Regulations 2018 and the Secretarial Standard on General Meetings, is appearing in the Annual Report. Smt. Sujata Roy (DIN: 07209179) does not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person. Smt. Sujata Roy (DIN: 07209179) and their relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board of Directors recommends the Resolutions set out at Item No. 4 to 6 of the Notice for approval by the Members.

**Registered Office:**

“Yule House”

8, Dr. Rajendra Prasad Sarani,

Kolkata - 700 001

Dated: 26<sup>th</sup> November, 2020

**By Order of the Board**

Sneha Kewat

Company Secretary

## WEBFIL LIMITED

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

<b>Name of Director</b>	<b>Shri Jayanta Ray</b>
DIN	00175341
Date of Birth	9 <sup>th</sup> May, 1935
Date of Appointment	01/07/1982
Expertise in Specific functional area	Finance, Administration & Management
Number of Meetings of the Board attended during the Financial Year 2019-2020	TWO (2)
Qualification	B. Sc., ACMA (London)
Shareholding in the Company	100 SHARES
List of other Listed Entities where Directorship held Chairman/Member of the Committees of the Board across all Listed Entities in which he is a Director	NIL
Chairman/Member of the Committees of the Board Directors of the Company	Committee of the Board of Directors & Risk Management Committee - Chairman
Disclosure of relationships between Directors inter se	No relationship shared between Directors inter-se
Terms and conditions of appointment	As per prevailing practice, Non-Executive Director's are entitled to sitting fees only.



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

<b>Name of Director</b>	<b>Shri Kothenath Mohan</b>
DIN	08385809
Date of Birth	29.03.1965
Date of Appointment	11/02/2020
Expertise in Specific functional area	Human Resource Management, Labour Law & Administration
Number of Meetings of the Board attended during the Financial Year 2019-2020	NIL
Qualification	M.A. (Social Work), LLB, P.G. Diploma in Human Resource Management.
Shareholding in the Company	NIL
List of other Listed Entities where Directorship held Chairman/Member of the Committees of the Board across all Listed Entities in which he is a Director	Andrew Yule & Co. Ltd. Whole Time Director Hindustan Cable Ltd. Managing Director Hooghly Printing Co. Ltd. Additional Director Yule Engineering Ltd. Additional Director
Chairman/Member of the Committees of the Board Directors of the Company	Member of Committee of Board & Stakeholder Relationship Committee – In Andrew Yule & Co. Ltd.
Disclosure of relationships between Directors inter se	No relationship shared between Directors inter-se
Terms and conditions of appointment	As per prevailing practice, Non- Executive Director are entitled to sitting fees only.

## WEBFIL LIMITED

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

<b>Name of Director</b>	<b>Smt. Sujata Roy</b>
DIN	07209179
Date of Birth	28/07/1954
Date of Appointment	26/05/2015
Expertise in Specific functional area Professional	Information Technology
Number of Meetings of the Board attended during the Financial Year 2019-2020	FOUR (4)
Qualification	M.Sc. in Physics
Shareholding in the Company	NIL
List of other Listed Entities where Directorship held Chairman/Member of the Committees of the Board across all Listed Entities in which she is a Director	NIL
Chairman/Member of the Committees of the Board Directors of the Company	NIL
Disclosure of relationships between Directors inter se	No relationship shared between Directors inter-se
Terms and conditions of appointment	As per prevailing practice, Non- Executive Director & Independent Director are entitled to sitting fees only.





## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

Dear Shareholders,

Your Directors take pleasure in presenting the Annual Report on the operations of WEBFIL LIMITED ("your Company") together with the Audited Financial Statements for the year ended 31st March, 2020:

### 1. SUMMARY OF FINANCIAL RESULTS:

Particulars	(Rs. in "000") Year ended 31 <sup>st</sup> March,2020	(Rs. in "000") Year ended 31 <sup>st</sup> March,2019
Revenue from operations	5,10,528.53	5,63,182.46
Profit/(Loss) before tax(including exceptional items)	32,457.07	34,840.30
Tax Expenses (Including Deferred Tax)	3,371.81	8,426.48
Profit/(Loss) for the period	29,085.26	26,413.82
Other Comprehensive Income	(2,797.79)	(793.90)
Total Comprehensive Income for the period	26,287.47	25,619.92

### 2. DIVIDEND

Despite the profit for the year, the Directors regret their inability to recommend payment of any dividend in view of the carried forward losses of earlier years.

### 3. PERFORMANCE

The overall performance of the Company has been satisfactory in view of the Covid019 Pademic, started alomost form the initial days of 4<sup>th</sup> quarter of financial year, though formal lock down announced at the end of the Financial Year 2019-2020.

On a comparable basis, the total Revenue from operations during the Financial year 2019-2020 stood at Rs. 5,105.28 lakhs as against Rs. 5,631.82 lakhs in the previous year, representing a decline of 9.35% over 2018-19.

Profit before tax & exceptional items increased by 73.58% over the previous year and profit before tax (including Exceptional itmes) decline by 6.84% and profit after tax at Rs. 290.85 lakhs increased by Rs. 26.71 lakhs representing 10.11% increase.

Total Comprehensive Income for the year stood at Rs. 262.87 lakhs (previous year 256.20 lakhs). Earnings Per Share for the year stood at Rs. 3.41 (previous year Rs.3.10).

## **WEBFIL LIMITED**

The Revenue of the Filament Division decreased from Rs. 506.20 lakhs in 2018-2019 to Rs. 319.64 lakhs during the year 2019-2020 representing a decline of 36.85 % over 2018-2019. The Loss (before tax) increased from Rs. 193.38 lakhs in 2018-2019 to Rs. 250.75 lakhs during the year under review.

The Revenue of the Digital Division decreased from Rs. 5,125.62 lakhs in 2018-2019 to Rs. 4,785.63 lakhs during the year 2019-2020 representing a decline of 6.63% over 2018-2019. The Digital Division earned a Profit (before tax) of Rs. 632.15 lakhs during the year 2019-2020 as compared to a Profit (before tax) of Rs. 599.68 lakhs during the previous year 2018-19.

### **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, as well as anticipated increase in revenue earned through UFSBI and BPAC business. The value of exports on FOB basis for the year ended 31st March, 2020 amounted to Rs.199.90 lakhs.

#### **4.2 DIGITAL DIVISION**

The Digital Division's initiative in Special Projects is on a growth path, and the Company expects this business to contribute substantially to the Company's overall turnover this year also. The Railway Signalling products, namely UFSBI and BPAC have been upgraded to 'Part I' of RDSO vendor list, a prerequisite to direct participation in Indian Railways tenders without any quantity restriction, therefore making a major contribution to the Company's growth in the Financial Year ended 31st March, 2020, and it's expected to make a significant contribution in the current Financial Year as well.

### **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. The Company's Research and Development wing is working on developing a few variants of the existing UFSBI / BPAC, each of which is expected to have different fields of application that is likely to accelerate the Company's growth rate further.

### **6. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management Discussion & Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, is presented in a separate section forming part of the Director Report as **Annexure-I**.

## **7. CORPORATE GOVERNANCE**

Your Directors affirm their commitment to good Corporate Governance practices. The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, 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, 2020, 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 judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors had prepared the annual accounts on a going concern basis;
- v. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and
- vi. the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

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

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

New Town Telecom Infrastructure Development Co. Ltd. (NTTIDCO), the Company's joint venture with West Bengal Housing Infrastructure Development Corporation Ltd. (WBHIDCO), was incorporated in 2006 with objectives of carrying on business activities relating to creation of telecom infrastructure. The New Town Telecom Infrastructure Development Co. Ltd. (NTTIDCO), is our associate company as per section 2(6) of the Company (Amendment) Act, 2017 hence require consolidation of Financial Statement as per section 129(3) of the aforesaid act. The details of the associate company in annexed to this report as **Annexure-II**.

## **WEBFIL LIMITED**

### **11. ISO ACCREDITATION**

Digital Division of the Company received certificate on Management system as per ISO 9001:2015 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.

### **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 had appointed Mr. K. Mohan [DIN: 08385809], as an Additional Director with effect from 11<sup>th</sup> day of February, 2020. Subsequent to Mr. Sanjoy Bhattacharya resignation from the Board of Directors with effect from close of business on 7<sup>th</sup> November, 2019 in terms of Section 161 of the Companies Act, 2013, holds office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing his name for the office of Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. K. Mohan as a Director, for approval by the shareholders of the Company.

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

Further, the Board also recommend for re-appointment of Mrs. Sujata Roy as an Independent Director of the Company in accordance with the provision of the section 149,152 should be read with Schedule IV & Rule 4 & 5 of the Companies (Appointment & Qualification of Directors Rules, 2014) of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (LODR) Regulations, 2018 or any amendment there to or modification thereof.

The brief details relating to Mr. K. Mohan, Mr. Jayanta Ray and Mrs. Sujata Roy are furnished in the notes annexed to the Notice of the ensuing Annual General Meeting of the Company.

The Directors do not share any relationship inter se.

### **14. DECLARATION BY INDEPENDENT DIRECTORS**

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

## 15. KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company:

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

## 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 and Part D of Schedule II of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the policy 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-III**. The web address of the policy is <http://www.webfilindia.com/uploads/policy/Remuneration%20Policy.pdf>.

Although the Remuneration Policy, inter alia, pertains to matters relating to the remuneration, prerequisites 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) (Amendment) Regulations, 2018, the performance evaluation of the Board, individual Directors, and Committees of the Board was carried out for the year under review after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, execution and performance of specific duties, obligations and governance. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board Evaluation and Diversity Policy framed by the Company, details of which are covered in the Corporate Governance Report, contains additional criteria for the aforesaid appraisal.

## 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.

## **WEBFIL LIMITED**

### **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) (Amendment) Regulations, 2018, 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 at <https://www.webfilindia.com/>

### **20. RISK MANAGEMENT**

A sub-committee of the Risk Management Committee of the Company has been formed, on whom the following responsibilities have been delegated:

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

The observations of the above sub-committee are periodically reviewed by the Audit Committee and the Board of

Directors. A Risk Management Plan as required under Regulation 17(9) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, has been adopted. Relevant details of the Risk Management Committee constituted by the Board of Directors have been furnished in 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 annexed as **Annexure-IV**, and forms part of this report. It can also be accessed at the web link <https://www.webfilindia.com/>

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

There were 6 (Six) meetings of the Board of Directors of the Company held during the year 2019-2020 on 28<sup>th</sup> May, 2019, 9<sup>th</sup> August, 2019, 13<sup>th</sup> November, 2019, 12<sup>th</sup> December, 2019, 11<sup>th</sup> February, 2020 and 11<sup>th</sup> March, 2020. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

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

The Paid-up Equity Share Capital as on 31st March, 2020 was Rs.8.53 Crores divided into 85,32,500 Equity 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 is comprised of Mr. Sujit Chakravorti as the Chairman, Mr. Asoke Kumar Dutt and Mr. Soumen Das. The Company Secretary is the Secretary of the Committee. The Chief Executive Officer and Chief Financial Officer are permanent invitees to the meetings of the Committee. During the year there was no instance where the Board had not accepted the recommendation of the Audit Committee.

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

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

The Nomination and Remuneration Committee of the Board of Directors as on 31st March, 2020, was comprised of Mr. Sujit Chakravorti as the Chairman, and Mr. Asoke Kumar Dutt, Mr. Soumen Das, Mr. Sanjoy Bhattacharya, Mr. Partha Dasgupta & Mr. K. Mohan as Members of the Committee. The Company Secretary acts as the Secretary of this Committee. The Chief Executive Officer and Chief Financial Officer are permanent invitees to the meetings thereof.

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

#### **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 -V** 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 at <https://www.webfilindia.com/>

#### **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:
  - a. Director(s) appointed : Mr. Partha Dasgupta & Mr Subhagya Parida
  - b. Director(s) resigned : Mr. Debasis Jana, Mr. Ashis Chakraborty & Mr. Sanjoy Bhattacharya
  - c. Key Managerial Personnel appointed : None
  - d. Key Managerial Personnel resigned : None

## WEBFIL LIMITED

- iv. Names of Companies which have become or ceased to be Subsidiaries, Joint Venture Companies or Associate Companies during the year: The following Companies had been classified as Associate Companies in the Financial Statements of the Company for the year ended 31st March, 2020, as part of the 'Related Parties Disclosures' made in such Financial Statements:
  - a. New Town Telecom Infrastructure Development Company Limited - Associate Company.
- v. Details relating to deposits: There were no fixed deposits of the Company from the public, outstanding at the end of the financial year. No fixed deposit has been accepted during the year and as such, there is no default in repayment of the said deposits.
- vi. There has not been any deposit, which is not in compliance with the requirements of Chapter V of the Companies Act, 2013.
- vii. No significant and material orders have been passed by any Regulator(s) or Court(s) or Tribunal(s) impacting the going concern status and Company's operations in future.
- viii. Internal Control systems and their adequacy: The Company has adequate internal control procedures commensurate with the size and nature of its business, which ensures that all assets are safeguarded and protected against loss and all transactions are recorded and reported correctly.

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

The scope of Internal Audit, inter alia 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.

- ix. Disclosure as to whether maintenance of cost records as specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained : Not applicable.
- x. Constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 : An Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, has been constituted.

### **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 -VI**.



**29. PARTICULARS OF EMPLOYEES AS PER 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 VII**.

**30. AUDITOR & AUDITOR'S REPORT**

**STATUTORY AUDITORS**

The Comptroller & Auditor General of India had appointed M/s. Marodia Khanna & Associates, Chartered Accountants, as Statutory Auditors of the Company for the year ended 31st March, 2020 pursuant to the provisions of Section 139(5) of the Companies Act, 2013.

The Statutory Auditors have given the following opinion in their Report to the members of the Company:

**“Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act, 2013 (“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, 2020, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended then ended.”

**SECRETARIAL AUDIT & COMPLIANCE REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr. Deepak Swain (C.P. No. 9131), Proprietor of M/s. S. Deepak & Associates, Company Secretaries, 7A, Bentinck Street (New Wing), 1st Floor, Room No. - 101, Kolkata - 700001, to undertake the Secretarial Audit of the Company for the Financial Year 2019-2020. The Secretarial Auditor's Report is attached hereto as **Annexure VIII** and forms a part of this report of Directors. There are no qualifications made by the Secretarial Auditor in his Report.

Further pursuant to Securities and Exchange Board of India circular no CIR/CFD/CMD1/27/2019 dated 8th February, 2019, Mr. Deepak Swain (C.P. No. 9131), Proprietor of M/s. S. Deepak & Associates, Practicing Company Secretaries has issued Annual Secretarial Compliance Report to the Company, with respect to compliance of all applicable regulations, circulars and guidelines issued by Securities and Exchange Board of India. The said report has been duly submitted to the Calcutta Stock Exchange. Further a copy of the report is available at the Company's website at <https://www.webfilindia.com>.

## **WEBFIL LIMITED**

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

The Comptroller and Auditor-General of India (CAG) have no comment to make under Section 143(6)(b) of the Companies Act, 2013, on the Financial Statements of the Company for the year ended 31st March, 2020.

### **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

Date : 11<sup>th</sup> November, 2020

On behalf of the Board

**JAYANTA RAY**

Chairman



ANNEXURE I

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### Industry structure and developments

The telecommunication industry in India, has registered rapid growth over the past decade, and propelled by favorable regulation policies of the Government, the Indian telecom sector is expected to witness further growth in the next few years. The deregulation of Foreign Direct Investment (FDI) norms coupled with Government reforms in support of initiatives like Digital India, etc., are expected to provide ample scope for the sector's growth in the near future. The Company's Digital Division, engaged primarily in manufacture of a range of telecommunication equipments, and execution of turnkey projects for telecommunication networks, is progressing at a commendable pace, and the recent reforms in the telecom sector are expected to have a favorable impact on the Division's initiatives for further growth. The Digital Division continues to serve the Indian Railways significantly, and recent initiatives in the sector aimed at empowerment of Indian Railways have lifted the Division's hopes of augmenting the volume of business transacted with the Railways. The 'Digital India' campaign launched by the Government of India is likely to result in growth of telecom infrastructure projects undertaken across the country with the objective of providing citizens with increased Internet connectivity, and improved online infrastructure for accessing services electronically. The Special Projects segment of the Digital Division hopes to reap substantial amount of benefits from such developments.

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

### Opportunities and Threats

The Company has considerable experience in the field of Communication, and using this expertise, it is exploring business opportunities beyond those offered by the Railways, especially in the fields of IT and ITES projects of various State Governments and Central Government, where the business prospects are promising due to the Government of India's initiatives to make the 'Digital India' campaign successful.

### Segment wise performance

Segment wise performance of the Company has been mentioned in Note No. 44 to the Financial Statements.

### Outlook

Further augmentation of the business generated by the Company's Digital Division is expected to be brought about through participation in Special Projects.

The Company has been upgraded to 'Part I' of RDSO Approved Vendor list which enabled it to achieve a significant volume of sales in the Financial Year 2019-2020, and such upgradation is expected to accelerate the Company's growth in the current Financial Year as well.

## **WEBFIL LIMITED**

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

### **Risk & Concerns**

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

### **Internal Control System**

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

### **Financial Performance**

The Financial Performance of the Company has been detailed in its Financial Statements for the year 2019-2020.

### **Human Resources**

During the year, employer - employee relationship remained cordial. The number of permanent employees on the rolls of the Company as on 31st March, 2020 was 111.

### **Disclosure of Accounting Treatment**

Accounting treatment has been disclosed in the Financial Statements for the year ended 31st March, 2020.

**Form AOC-1**

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

**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures****Part A Subsidiaries**

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

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
<b>1</b>	Name of the subsidiary	<b>NJL</b>
<b>2</b>	The date since when subsidiary was acquired	
<b>3</b>	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
<b>4</b>	Reporting currency and Exchange rate as on the last date of the of the relevant Financial year in the case of foreign subsidiaries	
<b>5</b>	Share Capital	
<b>6</b>	Reserve & Surplus	
<b>7</b>	Total Assets	
<b>8</b>	Total Liabilities	
<b>9</b>	Investments	
<b>10</b>	Turnover	
<b>11</b>	Profit before Taxation	
<b>12</b>	Provision for taxation	
<b>13</b>	Proposed Divided	
<b>14</b>	% of shareholding	

**Notes:**

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

## WEBFIL LIMITED

**Part B Associates and Joint Ventures**  
Statement pursuant to section 129(3) of the companies act, 2013 related to  
associate companies

<b>Name of Associates Company</b>	<b>New Town Telecom Infrastructure Development Company Limited (NTTIDCO)</b>
<b>1. Latest audited Balance Sheet Date</b>	31 <sup>st</sup> March, 2019
<b>2. Share of Associate Company held by the company on the year end</b>	
<b>No.</b>	51450
<b>Amount of Investment in Associates or Joint Venture</b>	5145000
<b>Extent of Holding (in percentage)</b>	49.00
<b>4. Description of how there is significant influence</b>	Voting Power
<b>5. Reason why the associate is not consolidated</b>	The Audited Financial Statements of the Associate Company for the year ended 31 <sup>st</sup> march, 2020 have not been finalized till the completion of Statutory Audit of Webfil Limited due to first time implementation of Indian Accounting Standards. Further, Webfil Limited being a listed Company, it was not possible to delay the finalization of Accounts within due date as per Listing Agreement. Detailed explanation in this regard is also given in the notes to the Financial Statement. (point no 5.1)
<b>6. Net worth attributable to shareholding as per latest audited Balance Sheet</b>	Rs. 10.12 lakhs
<b>7. Profit or Loss for the year</b>	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	Rs. 2.61 lakhs

1. Names of associates or joint ventures which are yet to commence operations- Not Applicable
2. 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
K. Mohan	Director
Jayanta Kumar Datta	Chief Financial Officer
Sneha Kewat	Company Secretary

Place: Kolkata

Date: 11<sup>th</sup> November, 2020

## 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)(Amendment) Regulations, 2018. 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.
- 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.

## WEBFIL LIMITED

- 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  
Date: 11<sup>th</sup> November, 2020

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





ANNEXURE-IV

**FORM NO. MGT 9**  
**as on financial year ended on 31.03.2020**  
**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1)**  
**of the Company (Management & Administration) Rules, 2014.**

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L36900WB1979PLC032046
2	Registration Date	31.05.1979
3	Name of the Company	WEBFIL LIMITED
4	Category/Sub-category of the Company	Public Limited/ Limited by Share
5	Address of the Registered office & contact details	"YOULE 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
6	Whether listed Company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Share Transfer Agent Limited Add: 383, Lake Garden, 1st Floor Kolkata-700 045 Tel: (033)4072 4051/52/53 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)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Filaments	27339	6.26
2	Drop/Insert Digital Multiplexer with Accessories	26309	26.37
3	UFSBI	30205	33.12
4	Contract Executate		
	a) Railway Signalling & OFC Communication		14.13
	b) NTTIDCO: WIFI & Telecom		5.07
	c) With Government Authorities		11.67

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Applicable	Percentage of Shares Held	Associate Company
1	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-700 156	U45204WB2006SGC109325	Associate Company	49% in NTTIDCO	Section 2(6) of the Companies Act, 2013

## WEBFIL LIMITED

<b>IV. SHARE HOLDING PATTERN</b> (Equity share capital breakup as percentage of total equity)									
<b>(i) Category-wise Share Holding</b>									
Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the beginning of the year [As on 31-March-2020]				% 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			-	0.00%			-	0.00%	0.00%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.		1,095,000	1,095,000	12.83%		1,095,000	1,095,000	12.83%	0.00%
e) Banks / FI	4,220,296	-	4,220,296	49.46%	-	4,220,296	4,220,296	49.46%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>4,220,296</b>	<b>1,095,000</b>	<b>5,315,296</b>	<b>62.29%</b>	<b>-</b>	<b>5,315,296</b>	<b>5,315,296</b>	<b>62.29%</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
<b>Sub Total (A) (2)</b>			-	0.00%			-	0.00%	0.00%
<b>TOTAL (A)</b>	<b>4,220,296</b>	<b>1,095,000</b>	<b>5,315,296</b>	<b>62.29%</b>	<b>-</b>	<b>5,315,296</b>	<b>5,315,296</b>	<b>62.29%</b>	<b>0.00%</b>
<b>B. Public</b>									
<b>Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds			-	0.00%			-	0.00%	0.00%
b) Banks / FI		295,080	295,080	3.46%	-	295,080	295,080	3.46%	0.00%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital			-	0.00%			-	0.00%	0.00%
Funds									
f) Insurance			-	0.00%			-	0.00%	0.00%
Companies									
g) FIs			-	0.00%			-	0.00%	0.00%
h) Foreign Venture			-	0.00%			-	0.00%	0.00%
Capital Funds									
i) Others (specify)			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>295,080</b>	<b>295,080</b>	<b>3.46%</b>	<b>-</b>	<b>295,080</b>	<b>295,080</b>	<b>3.46%</b>	<b>0.00%</b>

<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	2,902,320	-	2,902,320	34.01%		2902220	2,902,220	34.01%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	965	18,839	19,804	0.23%		19904	19,904	0.23%	0.50%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh			-	0.00%			-	0.00%	0.00%
c) Others (specify)									
Non Resident Indians			-	0.00%			-	0.00%	0.00%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members			-	0.00%			-	0.00%	0.00%
Trusts			-	0.00%			-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>2,903,285</b>	<b>18,839</b>	<b>2,922,124</b>	<b>34.25%</b>	<b>-</b>	<b>2,922,124</b>	<b>2,922,124</b>	<b>34.25%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	<b>2,903,285</b>	<b>313,919</b>	<b>3,217,204</b>	<b>37.71%</b>	<b>-</b>	<b>3,217,204</b>	<b>3,217,204</b>	<b>37.71%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>			-	0.00%			-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>7,123,581</b>	<b>1,408,919</b>	<b>8,532,500</b>	<b>100.00%</b>	<b>-</b>	<b>8,532,500</b>	<b>8,532,500</b>	<b>100.00%</b>	<b>0.00%</b>

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	
1	Andrew Yule & Co. Ltd.	145000	1.70%	0	145000	1.70%		0.00%
2	The Bengal Coal Co. Ltd.	200000	2.34%	0	200000	2.34%		0.00%
3	The New Beerbhoom Coal Co. Ltd.	70000	0.82%	0	70000	0.82%		0.00%
4	Yule Financing & Leasing Co. Ltd	270000	3.16%	0	270000	3.16%		0.00%
5	Tide Water Oil Co. (I) Ltd.	410000	4.81%	0	410000	4.81%		0.00%
6	West Bengal Industrial Development Corp. Ltd.	4220296	49.46%	0	4220296	49.46%		0.00%
	<b>Total</b>	<b>5315296</b>	<b>62.29%</b>	<b>0</b>	<b>5315296</b>	<b>62.29%</b>		<b>0.00%</b>

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### (iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date		Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
					No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year					0.00%		0.00%
	Changes during the year					0.00%		0.00%
						0.00%		0.00%
						0.00%		0.00%
	At the end of the year					0.00%		0.00%

### (iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	For each of the Top 10 shareholders						
1	India Power Corporation Ltd						
	At the beginning of the year	4/1/2019		2003800	23.48%	2,003,800	23.48%
	Changes during the year			2003800	23.48%		0.00%
	At the end of the year	3/31/2020		0	0.00%	-	0.00%
2	3A Financial Services Ltd						
	At the beginning of the year	4/1/2019			0.00%	-	0.00%
	Changes during the year			1170000	13.71%		0.00%
	At the end of the year	3/31/2020		1170000	13.71%	1,170,000	13.71%
3	Shilok Trading OPC Pvt Ltd						
	At the beginning of the year	4/1/2019		0	0.00%	-	0.00%
	Changes during the year			833800	9.77%		0.00%
	At the end of the year	3/31/2020		833800	9.77%	833,800	9.77%
4	3A Capital Services Ltd						
	At the beginning of the year	4/1/2019		603340	7.07%	603,340	7.07%
	Changes during the year				0.00%		0.00%
	At the end of the year	3/31/2020		603340	7.07%	603,340	7.07%
5	Amrex Marketing Pvt Ltd						
	At the beginning of the year	4/1/2019			0.00%	-	0.00%
	Changes during the year			295080	3.46%		0.00%
	At the end of the year	3/31/2020		295080	3.46%	295,080	3.46%
6	Industrial Finance Corporation Of India						
	At the beginning of the year	4/1/2019		295080	3.46%	295,080	3.46%
	Changes during the year				0.00%		0.00%
	At the end of the year	3/31/2020		295080	3.46%	295,080	3.46%
7	Ankit Mahendra Shah						
	At the beginning of the year	4/1/2019		1000	0.01%	1,000	0.01%
	Changes during the year				0.00%		0.00%
	At the end of the year	3/31/2020		1000	0.01%	1,000	0.01%
8	Rupa Raju Doshi						
	At the beginning of the year	4/1/2019		800	0.01%	800	0.01%
	Changes during the year				0.00%		0.00%
	At the end of the year	3/31/2020		800	0.01%	800	0.01%
9	Thankam Warriar						
	At the beginning of the year	4/1/2019		500	0.01%	500	0.01%
	Changes during the year				0.00%		0.00%
	At the end of the year	3/31/2020		500	0.01%	500	0.01%

10	India Power Corporation Ltd						
	At the beginning of the year	4/1/2019		500	0.01%	500	0.01%
	Changes during the year				0.00%	-	0.00%
	At the end of the year	3/31/2020		500	0.01%	500	0.01%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	Shareholding of each Directors and each Key Managerial Personnel						
1	Shri Jayanta Ray						
	At the beginning of the year	4/1/2019		100	0.00%	100	0.00%
	Changes during the year				0.00%	-	0.00%
	At the end of the year	3/31/2020		100	0.00%	100	0.00%

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	105,701.57	30,000.00		135,701.57
ii) Interest due but not paid	106,100.32			106,100.32
iii) Interest accrued but not due	599.97			599.97
<b>Total (i+ii+iii)</b>	<b>212,401.86</b>	<b>30,000.00</b>		<b>242,401.86</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	20,303.02			20,303.02
* Reduction		500.00		500.00
Net Change	20,303.02	500.00		20,803.02
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	119,368.58	29,500.00		148,868.58
ii) Interest due but not paid	112,736.33			112,736.33
iii) Interest accrued but not due	599.97			599.97
<b>Total (i+ii+iii)</b>	<b>232,704.88</b>	<b>29,500.00</b>	-	<b>262,204.88</b>

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:			
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs./Lac)
		Name	
		Designation	
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) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify		
5	Others, please specify		
	<b>Total (A)</b>		
	<b>Ceiling as per the Act</b>		

# WEBFIL LIMITED

## B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors							Total Amount (Rs./Lac)
		SUJIT CHAKRAVORTI	ASOKR. KR. DUTT	SOURMENDAS	SUJATA ROY	TOTAL			
1	Independent Directors								
	Fee for attending board & committee meetings	27000	22,000.00	28,000.00	10,000.00				87,000.00
	Commission								
	Others, please specify								
	Total (1)	27000	22,000.00	28,000.00	10,000.00				87,000.00
2	Other Non-Executive Directors	JAYANTA RAY	PARTHA DASGUPTA	K. MOHAN	DEBASIS KONAR	SUBHAGYA PARIDA	DEBASIS JANA	SANJAY BHATTACHARYA	-
	Fee for attending board & committee meetings	10000	16,000.00	2,000.00	6,000.00	6,000.00	1,000.00	7,000.00	48,000.00
	Commission								
	Others, please specify								
	Total (2)	10000	16,000.00	2,000.00	6,000.00	6,000.00	1,000.00	7,000.00	48,000.00
	Total (B)=(1+2)								1,35,000.00
	Total Managerial Remuneration								1,35,000.00
	Overall Ceiling as per the Act								

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel				Total Amount (Rs./Lac)
		Name Designation	ANIRBANGUPTA CEO	JAYANTA KR DATTA CFO	SNEHA KEWAT CS	
1	Gross salary		2382066	1749440	511218	4642724
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission					
	- as % of profit					
	- others, specify					
5	Others, please specify					
	Total		2,38,2066.00	1,749,440.00	511,218.00	4,642,724.00

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Brief Description	Details of Penalty / Companies Act	Authority	Appeal made, if any (give Punishment/ Compounding fees imposed)	Type	Section of the
				[RD/NCLT/COURT]	Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					



ANNEXURE-V

**Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act 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 arms 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: N.A
- (b) Nature of contracts/arrangements/transactions: N.A
- (c) Duration of the contracts / arrangements/transactions: N.A
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A
- (e) Justification for entering into such contracts or arrangements or transactions: N.A
- (f) Date(s) of approval by the Board: N.A
- (g) Amount paid as advances, if any: N.A
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A

**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), an Associate Company as per Section 2(6) of the Companies Act, 2013.
- (b) Nature of contracts/arrangements/transactions: Work Contract of sales/Services.
- (c) Duration of the contracts / arrangements/transactions: Repetitive
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
  - i) trenching, laying and back filling and such other jobs with different size (mainly 40/33 mm) HDPE PLB Duct into different depths (mainly 1.2 Mtr.) at New Town, Rajarhat for renting out the same to various operators for their multifarious utility services, and

## **WEBFIL LIMITED**

- ii) implementation of 2nd phase Wi-fi Network Services on part of internal roads/streets within the Nabadiganta Industrial Township Area (NDITA) and to unite with the working 1st phase Wi-Fi Network services within the NDITA, management and maintenance of Wi-Fi Network services of New Town within Rajarhat and 1st phase Wi-Fi Network Services within the Nabadiganta Industrial Township Area.

The total value of the above transactions during 2019-2020 amounted approximately to Rs.341.84 Lakhs.

- (e) Date(s) of approval by the Board, if any: 28<sup>th</sup> May, 2019
- (f) Amount paid as advances, if any: The details of gross amount received as advances during 2019-2020 are as follows: Rs. 50 Lakhs received twice during the year on 08.05.2019 & 20.11.2019.

Place: Kolkata  
Date : 11<sup>th</sup> November, 2020

For and on behalf of the  
Board of Directors of  
**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 2019-2020 and ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-2020 are as under :

Sl. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for financial year 2019-2020 (Rs. in lakhs)	% increase in remuneration in the financial year 2019-2020	Ratio of remuneration of each Director to median remuneration of employees*
1.	Chief Executive Officer	23.82	13.72	
2.	Chief Financial Officer	17.49	7.43	Not Applicable
3.	Company Secretary	5.11	27.40	

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 2019-2020. Hence, the ratio of remuneration and percentage increase for Non-Executive Directors' Remuneration is not considered for the purpose above.

- ii. The percentage increase in median remuneration of employees during the financial year ended 31st March, 2020, as compared to previous year was approximately 17.30%.
- iii. The number of permanent employees on the rolls of Company as on 31st March, 2020: 111
- iv. Average percentage increase made in the salaries of the employees other than the managerial personnel in the last financial year 2019-2020 was approximately 14.67% whereas increase in the managerial remuneration in the same financial year was approximately by 12.57%. For this purpose, Sitting Fees paid to the Directors have not been considered as remuneration.
- v. It is hereby affirmed that the remuneration paid during the financial year ended 31st March, 2020 is as per the Remuneration Policy of the Company.

**WEBFIL LIMITED****ANNEXURE VII****STATEMENT OF EMPLOYEES' DETAILS PURSUANT TO RULE 5(2) AND RULE 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014****Details pertaining to top ten employees in terms of remuneration drawn are as follows:**

Sl. No.	Name	Designation	Approximate Remuneration received in the year 2018-2019	Nature of Employment	Qualifications & Experience
1	ANIRBAN GUPTA	Chief Executive Officer	23,82,066.00	Contractual	BE(Electronics) 24 Yrs (approx)
2	ASHIS MITRA	Dy. General Manager(Works)	18,41,442.00	Contractual	BE(Electronics & Telecom)31 Yrs(approx)
3	JAYANTA KUMAR DATTA	Dy. General Manager (F & A), CFO	17,49,440.00	Contractual	AICWA, PGDM, M.COM 31 Yrs (approx)
4	TAPAS KUMAR SARKAR	Dy. General Manager (Marketing & Sales)	14,35,289.00	Contractual	B. Tech (ECE)32 Yrs
5	BARUNESH KAYAL	Sr. Manager(Marketing & Projects)	13,81,160.00	Contractual	BE(Electronics & Telecom) 32 yrs
6	SWARUP BHAR	Manager (Development)	11,92,454.00	Contractual	B. Tech (Radiophysics & Electronics), B. SC(H) 18 yrs
7	SEKHAR KUMAR GHOSH	Manager(Materials)	11,66,892.00	Contractual	B.COM, PGDBM 32 yrs
8	BUDDHADEB BHATTACHARYA	Manager(Marketing & Projects)	10,93,729.00	Contractual	B. Com 28 Yrs
9	ANUPAM BHATTACHARYYA	Dy. Manager (Production)	9,99,760.00	Contractual	M.sc (Mathematics) 27 Yrs
10	CHIRANJIB RUDRA	Dy. Manager (Production)	9,82,098.00	Contractual	B. Tech in Electronics & Telecommunication, Post Graduate Diploma in Business management (Specialization in systems & SCM (Major) & Financial Management (Minor) – Gold Medalist 15 Yrs (approx)

Date of Commencement of Employment	Age(Approx)	Last Employment held before joining the Company	% of the Equity Share held by the employee in the Co.	Whether a relative of any director/ manager of the Co.
17.01.1996	52 Years	Not Applicable	NIL	No
30.12.1988	57 yrs	Asst. Manager (Electronics maintenance), Indian Telephone Industries Ltd.	NIL	No
25.07.1989	57 yrs	Not Applicable	NIL	No
01.09.1988	59 yrs	Sales Engineer, Indchem Electronics Ltd.	NIL	No
27.01.1988	57 yrs	Software Engineer, Micronics Corporation	NIL	No
02.11.2002	46 yrs	Not Applicable	NIL	No
27.12.1988	58 yrs	Canvasser, Godrej & Boyce Mfg. Co . Pvt. Ltd.	NIL	No
01.01.1992	54 yrs	Not Applicable	NIL	
05.02.1993	56 Yrs	Not Applicable	NIL	No
01.11.2005	38 Yrs	Not Applicable	NIL	No

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2020**

**[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 LTD.,**  
**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 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (The Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and Rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as "Listing Regulations, 2015");

(vi) Secretarial Standards 1 and 2 as issued by The Institute of Company Secretaries of India

We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances of the following laws applicable specifically to the Company:

- (a) The Hazardous Waste (Management & Handling) Rules, 1983
- (b) The E-Waste (Management and Handling) Rules, 2011
- (c) The Gas Cylinder Rules, 2004
- (d) The Electricity Act, 2003 (with amendment 2003 & 2007)
- (e) The Explosive Act, 1884 & its amendment.

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

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

**We further report that**

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

## **WEBFIL LIMITED**

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

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

### **Matter of Emphasis**

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

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

Place : Kolkata

Date : 6<sup>th</sup> November, 2020

**For S. Deepak & Associates**

**Company Secretaries**

CS Deepak Swain

Proprietor

ACS-25625, C. P. No. 9131

UDIN-A025625B001177072

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



**Annexure I**

To  
The Members,  
**WEBFIL LTD.,**  
**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**

CS Deepak Swain  
Proprietor

ACS-25625, C. P. No. 9131  
UDIN-A025625B001177072

Place : Kolkata  
Date : 6<sup>th</sup> November, 2020

**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/IMUX.
- i) LED Video Board and LED Based Train Information Board,
- j) Microprocessor based Over Current Earth Fault Relay,
- k) Microprocessor based Over Current Earth Fault Relay with instantaneous high set.
- l) Block Proving by Axle Counter using UFSBI for double line/single line.
- m) Loop Protection Module (LPM) for PD MUX.
- n) Access MUX (8 channel) for BPAC/UFSBI.
- o) Automatic protection unit for UFSBI
- p) Direct fibre interface for UFSBI/BPAC
- q) New FXS interface for D/IMUX.





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

	(Rs. in “000”) For the year ended 31st March, 2020	(Rs. in “000”) For the year ended 31st March, 2019
a) Capital expenditure	NIL	NIL
b) Employee Benefits expenses	10,258.19	8466.80
c) Raw material and component consumed	97.85	94.32
d) Total	<b>10,356.04</b>	<b>8561.12</b>
e) Total R&D expenditure as a percentage of total turnover	2.03%	1.52%

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

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

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

Details of ‘Income/Expenditure in Foreign Currency’ provided under Note No.41 of the Notes on Financial Statements for the Year ended 31st March, 2020.

Place: Kolkata  
Date : 11<sup>th</sup> November, 2020

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

## WEBFIL LIMITED

### REPORT ON CORPORATE GOVERNANCE

The Directors present the Report on Corporate Governance for the year ended March 31, 2020, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”):

#### COMPANY’S PHILOSOPHY

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

#### BOARD OF DIRECTORS

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

- Composition of the Board of Directors as on 31.03.2020

The Board of Directors is comprised of 10 (Ten) Non-Executive Directors, out of whom 4 (four) are Independent.

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

Name of the Director	Category	No of Directorship held in other Companies(*)	No of Committee Positions held in other Companies(**)		No. of share held in the Company
			As Chairman	As Member	
Shri Jayanta Ray DIN: 00175341	Chairman Non-Executive	-	-	-	100
Shri Sujit Chakravorti DIN: 00066344	Non-Executive & Independent	2	1	4	-
Shri Asoke kr. Dutt DIN:00488865	Non-Executive & Independent	-	-	-	-
Shri Debasis Konar DIN: 03515885	Non-Executive & Nominee of WBIDC	-	-	-	-
Shri Soumen Das DIN: 01833471	Non-Executive & Independent	-	-	-	-
Shri Sanjoy Bhattacharya DIN: 07674268	Non-Executive	1	-	3	-
Shri Debasis Jana DIN: 07046349	Non-Executive	4	1	1	-
Smt. Sujata Roy DIN:07209179	Non-Executive & Independent	-	-	-	-
Shri Subhagya Parida DIN:08470311	Non-Executive & Nominee of WBIDC	-	-	-	-
Shri Partha Dasgupta DIN: 07059472	Non-Executive	2	-	-	-
Shri K. Mohan DIN:08385809	Non-Executive	1	-	-	-

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

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

### ● Meetings and Attendance

During the last financial year ended 31st March, 2020, 6 (Six) meetings of the Board of Directors were held on 28th May, 2019, 9<sup>th</sup> August, 2019, 13th November, 2019, 12<sup>th</sup> December, 2019, 11<sup>th</sup> February, 2020 and 11<sup>th</sup> March, 2020.

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

Name of Director	No of Board Meeting Attended	Attendance in the last Annual General Meeting held on 27 <sup>th</sup> September, 2019.
Shri Jayanta Ray	2	NO
Shri Sujit Chakravorti	5	YES
Shri Asoke Kr. Dutt	5	YES
Shri Debasis Konar	3	NO
Shri Soumen Das	6	YES
Shri Sanjoy Bhattacharya	1	NO
Shri Debasis Jana	N.A.	N.A.
Smt. Sujata Roy	4	YES
Shri. Partha Dasgupta	3	YES
Shri. Subhagya Parida	3	NO
Shri K. Mohan	1	N.A.

### ● Familiarization Programme for Independent Directors

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

The details of the familiarisation programme for IDs is disclosed on the website of the Company and may be accessed at the web link <https://www.webfilindia.com/>

## AUDIT COMMITTEE

### ● Terms of Reference

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

### ● Composition

The composition of the Audit Committee as on 31st March, 2020 and the attendance of the members at the meetings thereof during the year 2019-2020, were as follows:

Name of the Director	Designation	Category of Director	No. of Meeting 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

## WEBFIL LIMITED

### Meetings

- During the financial year ended 31st March, 2020, 4 (four) meetings of the Audit Committee were held on 28<sup>th</sup> May, 2019, 9<sup>th</sup> August, 2019, 13<sup>th</sup> November, 2019, and 11<sup>th</sup> February, 2020.
- Audit Committee Meetings were also attended by the Chief Executive Officer and Chief Financial Officer of the Company.
- The Company Secretary acts as Secretary to the Audit Committee.
- The Audit Committee invites the Statutory Auditors and the Internal Auditors of the Company to be present at the meetings, as and when it considers appropriate to do so.
- Members of the Audit Committee are eminent persons in their fields, with a majority having expertise in Finance and Accounting.
- The Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on 27<sup>th</sup> September, 2019.

### NOMINATION AND REMUNERATION COMMITTEE

#### Terms of Reference

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

#### Composition

The Nomination and Remuneration Committee is comprised of 5 (Five) Non-Executive Directors, out of whom 3 (three)

are Independent. The composition of the Nomination and Remuneration Committee as on 31st March, 2019 was as follows:

Name of the Director	Designation	Category of Director
Shri Sujit Chakravorti	Chairman	Non-Executive & Independent
Shri Asoke K. Dutt	Member	Non -Executive & Independent
Shri Soumen Das	Member	Non Executive & Independent
Shri Sanjoy Bhattacharya	Member	Non-Executive
Shri Partha Dasgupta	Member	Non-Executive

### Meetings

During the financial year ended 31st March, 2020, 3 (three) meetings of the Nomination and Remuneration Committee were held on 28<sup>th</sup> May, 2019, 9<sup>th</sup> August, 2019 and 11<sup>th</sup> February, 2020, and the attendance of the members at the meetings of the Nomination and Remuneration Committee during the year 2019-2020 were as follows:

Name of the Director	Designation	Category of Director	No. of Meeting Attended
Shri Sujit Chakravorti	Chairman	Non-Executive & Independent	3
Shri Asoke K. Dutt	Member	Non-Executive & Independent	2
Shri Soumen Das	Member	Non-Executive & Independent	3
Shri Sanjoy Bhattacharya	Member	Non-Executive	1
Shri Partha Dasgupta	Member	Non-Executive	2

- **Performance evaluation**

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

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

The policy for Board Evaluation and Board Diversity is disclosed on the website of the Company and may be accessed at the web link <https://www.webfilindia.com/>

- **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 <https://www.webfilindia.com/>

## REMUNERATION OF DIRECTORS

- **Executive Directors**

There were no Executive Directors on the Board of Directors of the Company, during the financial year 2019-2020.

- **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, 2020 are as follows:

Name of the Director	Sitting fees paid (Rs.)
Shri Jayanta Ray	10,000/-
Shri Sujit Chakravorti	27,000/-
Shri Asoke K. Dutt	22,000/-
Shri Debasis Jana	1,000/-
Shri Soumen Das	28,000/-
Shri Subhagya Parida	6,000/-
Shri Debasis Konar	6,000/-
Shri Sanjoy Bhattacharya	7,000/-
Smt. Sujata Roy	10,000/-
Shri Partha Dasgupta	16,000/-
Shri. K. Mohan	2,000/-
<b>Total</b>	<b>1,35,000/-</b>

- 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 Debasis Jana, Shri Sanjoy Bhattacharya, Shri Partha Dasgupta, and Shri. K. Mohan was paid to Andrew Yule & Company Limited, as per the directions received from each of them.

## WEBFIL LIMITED

- Sitting fees of Shri Debasis Konar, Director and Shri Subhagya Parida, 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, 2020.
- This may be deemed to be the disclosure as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

### COMMITTEE OF THE BOARD OF DIRECTORS

#### ● Terms of Reference

The Company has a Committee of the Board of Directors, duly constituted by the Board of Directors to supervise and ensure smooth functioning of the day-to-day operations of the Company. Meetings of such Committee are held as and when necessary. The minutes of the meetings of the Committee of the Board of Directors are placed before the Board for perusal and noting. The Committee also discharges some functions of Stakeholders Relationship Committee like transfer, transmission, sub-division, duplicate issue of Shares, etc.

#### ● Composition

The composition of the Committee of the Board of Directors and the details of meetings attended by the Directors during the year 2019-2020, are given below:

Name of the Director	Designation	Category of Director	No. of Meeting Attended
Shri Jayanta Ray	Chairman	Non-Executive	5
Shri Debasis Jana	Member	Non-Executive	1
Shri Sanjoy Bhattacharya	Member	Non-Executive	3
Shri Partha Dasgupta	Member	Non-Executive	4
Shri K. Mohan	Member	Non-Executive	1

#### Meetings

There were 5(Five) meetings of the Committee of the Board held during the year 2019-2020 on 8<sup>th</sup> May 2019, 26<sup>th</sup> June, 2019, 19<sup>th</sup> July, 2019, 23<sup>rd</sup> September 2019, and 24<sup>th</sup> February, 2020.

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

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

The Stakeholders' Relationship Committee as on 31st March, 2020, was comprised of Shri Sujit Chakravorti as Chairman, Shri Sanjoy Bhattacharya and Shri Partha Dasgupta and during the year 1 (one) meeting held on 11<sup>th</sup> February, 2020.

There is no complaint lying pending with the Committee.

Number of complaints received during the year 2019-2020: NIL

Number of shares pending transfer as on 31st March, 2020 : NIL

Ms. Sneha Kewat, Company Secretary, is the Compliance Officer.

#### **RISK MANAGEMENT COMMITTEE**

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

The Risk Management Committee as on 31st March, 2020, was comprised of Shri Jayanta Ray as Chairman, Shri Partha Dasgupta, Shri Sanjoy Bhattacharya and Shri Anirban Gupta during the year under review 1 (one) meeting was held on 9<sup>th</sup> August, 2019.

#### **CODE OF CONDUCT**

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

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

#### **GENERAL BODY MEETINGS**

Particulars of last three Annual General Meetings are given below:

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
2016-2017	13.09.2017	4.00 p.m.	At the Registered office of the Company at "YULE HOUSE"8, Dr. Rajendra Prasad Sarani, Kolkata-700 001
2017-2018	26.09.2018	4.00 p.m.	
2018-2019	27.09.2019	4.00 p.m.	

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

<b>Date of AGM</b>	<b>Special Resolution</b>
13.09.2017	NIL
26.09.2018	NIL
27.09.2019	<ol style="list-style-type: none"><li>1. Special Resolution in relation to re-appointment of Shri Sujit Chakravorti, Independent Director for further Five Years.</li><li>2. Special Resolution in relation to re-appointment of Shri Asoke Kumar Dutt, Independent Director for further Five Years.</li><li>3. Special Resolution in relation to re-appointment of Shri Soumen Das, Independent Director for further Five Years.</li><li>4. Special Resolution in relation to appointment of non-executive Directors beyond the age of Seventy Five Years.</li></ol>

## **WEBFIL LIMITED**

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

### **MEANS OF COMMUNICATION**

- The Unaudited quarterly and year-to-date financial results, and the audited annual results are submitted to the Stock Exchange in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- During the Financial Year 2019-2020, the approved financial results were published in a national English newspaper (Financial Express) and in a local language (Bengali) newspaper (Jugasankha), within forty-eight hours of approval thereof.
- The Company's financial results are displayed on the Company's website - [www.webfilindia.com](http://www.webfilindia.com)

### **DISCLOSURES**

Disclosure on materially significant related party transaction

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

During the year 2019-2020, 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 applicable Accounting Standards has been made in the Financial Statements.

#### **Details of non-compliance**

There have been no incidents of non-compliance by the Company, nor have any penalties or strictures been imposed on the Company by Stock Exchange(s), or SEBI or any other statutory authority, on any matter related to capital markets during the last three years.

#### **Vigil Mechanism / Whistle Blower Policy**

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

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

No complaints have been received by the Chairperson of the Audit Committee at the address specified in the aforementioned Whistle Blower Policy during the Financial Year 2019-2020.

Details of compliance with mandatory requirements and adoption of non mandatory requirements

The Company has complied with all mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended during the year 2019-2020. The Company has not adopted the non-mandatory requirements stated in the aforesaid Regulations.



## OTHER DISCLOSURE

1. A certificate from **M/s. S. Deepak & Associates**, Practicing Company secretary certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI or Ministry of Corporate Affairs or any such statutory authority, is enclosed as **Annexure-A**.
2. A certificate from **M/s. S. Deepak & Associates**, Practicing Company secretary certifying the Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020 is annexed with this report as **Annexure-B**.

## GENERAL SHAREHOLDERS' INFORMATION

CIN of the Company	L36900WB1979PLC032046
Registration No.	021 - 032046
Annual General Meeting (AGM) : Date, Time and Venue	18 <sup>th</sup> December, 2020 at 4.00 p.m. through Video Conference/ Other Audio Visual Means (OAVM)
Financial Year	1st April, 2019 to 31st March, 2020
Date of Book Closure	12 <sup>st</sup> December, 2020 to 18 <sup>th</sup> December, 2020 (both days inclusive)
Listing on Stock Exchange(s)	The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata - 700 001 (Stock Code: 33030)The Listing fee has been paid to the above Stock Exchange & fees to the Depositories within specified time period.
Market Price Data	As the shares of the Company were not traded in the Calcutta Stock Exchange during the year 2019-2020, quoted price is not available.
Registrar and Transfer Agent (For both Physical & Dematerialized Form)	Add: 383, Lake Gardens, 1 <sup>st</sup> Floor Kolkata-700 045 Phone : (033) 4072-4051/4052/4053 Fax : (033) 4072 4050 E-mail : mcssta@rediffmail.com
Share Transfer System	Securities and Exchange Board of India (SEBI) vide its Notification dated 8th June, 2018 and 30 <sup>th</sup> November,2018 mandate that with effect from 1 <sup>st</sup> April, 2019 except in case of transmission or transportation of securities, request for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. No share transfer in physical form had been lodged during 2019-20.
Dematerialized Shares	The Company has entered into arrangements with National Securities Depository Limited whereby shareholder can dematerialized their shares.
ISIN	INE06XU01016

## Distribution of Shareholding as on 31st March, 2020

Shareholding Range	Shares		Shareholder	
	No.	% of Total	No.	% of Total
1-500	18107	0.21	239	95.60
501-1000	1800	0.02	2	0.80
1001-2000	0	00.00	0	0.00
2001-5000	0	00.00	0	0.00
5001-10000	0	00.00	0	0.00
10001-Above	8512593	99.77	11	4.38
<b>Total</b>	<b>8532500</b>	<b>100</b>	<b>251</b>	<b>100</b>

## WEBFIL LIMITED

### ● Shareholding Pattern as on 31<sup>st</sup> March, 2020

CATEGORY	NO OF SHARES HELD	% OF SHAREHOLDING
1. GOVERNMENT		
a. Cental	—	—
b. State	—	—
2. FINANCIAL INSTITUTIONS		
a. Industrial Finance Corporation of India	295080	3.46
b. West Bengal Industrial Development Corporation Limited	4220296	49.46
c. General Insurance & its subsidiaries	—	—
d. Nationalised Banks	—	—
3. MUTUAL FUNDS	-	-
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	100	0.01
6. NON RESIDENT	-	-
7. OTHERS		
a. Bodies Corporate	2902320	34.01
b. Indian Public	19704	0.23
<b>TOTAL</b>	<b>8532500</b>	<b>100</b>



Plant Location : Plot No. 62, 63 and 68 in Mouza Kulia,  
Gayeshpur, P.S. Kalyani,  
Dist: Nadia, West Bengal - 741234

Address for correspondence  
(Corporate & Registered Office) : WEBFIL LIMITED  
"Yule House"  
8, Dr. Rajendra Prasad Sarani,  
Kolkata - 700 001.  
Tel: (033) 2242 8210 / 8550  
Fax: (033) 2242 1335  
Email: webfil@webfilindia.com  
Website: www.webfilindia.com

### **CEO/CFO CERTIFICATION**

The necessary certificate under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, has been placed before the Board of Directors.

Place: Kolkata  
Date : 11<sup>th</sup> November, 2020

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 of the Board of Directors and Senior Management for the year 2019-2020.

Place: Kolkata  
Date : 11<sup>th</sup> November, 2020

**Anirban Gupta**  
Chief Executive Officer

**WEBFIL LIMITED**

**Annexure-A**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

***(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirement, 2015)***

**To,**

**The Members of**

**M/s WEBFIL LTD**

**“YULE HOUSE”**

**8 DR RAJENDRA PRASAD SARANI**

**KOLKATA- 700001**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/S. Webfil Limited having CIN L36900WB1979PLC032046 and having registered office at 8,Dr Rajendra Prasad Sarani, Kolkata-700001 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority



<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1	JAYANTARAY	00175341	01/07/1982
2	SUJIT CHAKRAVORTI	00066344	29/06/2006
3	ASOKE KUMAR DUTT	00488865	29/06/2006
4	DEBASIS KONAR	03515885	10/11/2010
5	SOUMEN DAS	01833471	04/03/2011
6	SUJATA ROY	07209179	26/05/2015
7	PARTHA DASGUPTA	07059472	01/06/2019
8	KOTHENATH MOHAN	08385809	11/02/2020
9	SOUBHAGYA PARIDA	08470311	28/05/2019

Ensuring the eligibility of for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with the management has conducted the affairs of the Company.

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

Place: Kolkata  
Date: 24<sup>th</sup> June, 2020

CS Deepak Swain  
Proprietor  
ACS-25625, C. P. No. 9131  
UDIN-A025625B000377119

## WEBFIL LIMITED

Annexure-B

### SECRETARIAL COMPLIANCE REPORT OF M/S. WEBFIL LIMITED (CIN- L36900WB1979PLC032046) FOR THE YEAR ENDED MARCH 31, 2020

To ,  
Company Secretary  
Webfil Ltd  
"Yule House",  
8, Dr. Rajendra Prasad Sarani,  
Kolkata-700001

We, S.Deepak & Associates, Practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by Webfil Ltd ("**Company**"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31,2020 ("**Review Period**") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulation, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the listed entity during the Review Period**)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- e) Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993;
- f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the listed entity during the Review)**
- h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the listed entity during the Review Period);**
- i) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(Not applicable to the listed entity during the Review Period);**

and circulars/guidelines issued thereunder and based on the above examination, We hereby report that , during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
<b>NIL</b>			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
<b>None</b>				

## WEBFIL LIMITED

- d) The listed entity has been taken the following actions to comply with the observations made in previous reports

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March,2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	As per Regulation 17 (1)(a) board of shall have an optimum combination of executive and non-executive directors.	2018-19	Though the Company has no Executive Director in its Board, Mr. Anirban Gupta who is CEO of the Company is entrusted with all the requisite power by the Board for smooth functioning of the Company.	The action taken by the listed entity is satisfactory.
1.	Pursuant to Section 152(6) of the Act, 2/3rds of the total directors (except Independent Directors) of a Company shall be rotational directors. Thus, while the Company needed 3 (Three) rotational directors, it had only 2 (Two) rotational directors on its Board.	2018-19	The Company has inducted required no of rotational director in its Board to comply the provisions of the Act.	The action taken by the listed entity is satisfactory.

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

Place: Kolkata  
Date: 24<sup>th</sup> June, 2020

CS Deepak Swain  
Proprietor  
ACS-25625, C. P. No. 9131  
UDIN-A025625B000377121





## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**WEBFIL LIMITED**

### Report on the audit of the Standalone financial statements

#### Opinion

1. We have audited the accompanying standalone financial statements of Webfil Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("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 March 31, 2020, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

#### Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters.

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

#### How our audit addressed the key audit matter

Our procedures included the following :

- We understood the management process for assessment of carrying values of investments and also evaluated the design and tested the operating effectiveness of the Company's internal controls surrounding such assessment. Compared the previous year cash flow forecasts made by the management to actual results to assess the historical accuracy of forecasting.

## WEBFIL LIMITED

- To assess the key assumptions used, in particular those relating to discount rates, cash flow forecasts and terminal growth rates applied: - Engaged with auditors' valuation experts to determine a range of acceptable discount rates and terminal growth rates, with reference to valuations of similar companies and other relevant external data. Performed sensitivity analysis by using the terminal growth rates and discount rates as provided by the auditors' valuation experts. - Tested the cash flow forecasts used and assessed whether those were consistent with our understanding of the business. Based on the above procedures performed, we noted that the management's assessment of the carrying value of the investments in subsidiaries is reasonable.

### Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Directors report, but does not include the financial statements and our auditor's report thereon.
6. Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
7. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### Responsibilities of management and those charged with governance for the financial statements

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's responsibilities for the audit of the financial statements**

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## WEBFIL LIMITED

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on other legal and regulatory requirements

15. 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 purposes of our audit.
  - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) 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 impact of pending litigations on its financial position in its financial statements — Refer Note 39 to the financial statements.
    - ii) The Company has made provision as required under the applicable law or accounting standards, for material foreseeable losses. The Company did not have any long -term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii) There were no amounts which required to be transferred to Investor Education and Protection Fund.
16. 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 B**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **MARODIA KHANNA & ASSOCIATES**  
Chartered Accountants

**Ashok Barnwal**  
Partner

Place: Kolkata  
Date : 14<sup>th</sup> September, 2020

M.No : 056375  
Firm Reg No: 317147E  
UDIN : 20056375AAAAED2511



## **Annexure A to Independent Auditors' Report**

Referred to in paragraph 15(f) of the Independent Auditors' Report of even date to the members of Webfil Limited on the standalone financial statements for the year ended March 31, 2020

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Webfil Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

2. 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 Act.

### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

## **WEBFIL LIMITED**

5. 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 with reference to financial statements.

### **Meaning of Internal Financial Controls with reference to financial statements**

6. A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with reference to financial statements**

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, 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 **MARODIA KHANNA & ASSOCIATES**  
Chartered Accountants

Place: Kolkata  
Date : 14<sup>th</sup> September, 2020

**Ashok Barnwal**  
Partner  
M.No : 056375  
Firm Reg No: 317147E  
UDIN : 20056375AAAAED2511



## Annexure B to Independent Auditors' Report

Referred to in paragraph 15 of the Independent Auditors' Report of even date to the members of Webfil Limited on the standalone financial statements as of and for the year ended March 31, 2020

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
  - (b) The fixed assets have been physically verified by the Management in a phased manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its business. Pursuant to the program, a portion of the fixed assets has been physically verified by the Management & Internal Auditor during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
  - (c) The title deeds of immovable properties at kalyani, District Nadia is held in the name of the Company and the said title deed is hypothecated in favour of Company's Banker Bank of Baroda.
- ii. (a) As per the explanation 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 explanation provided to us, the company is maintaining proper records of inventory and whatever discrepancies, noticed in internal Auditor Report has properly been adjusted.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, there was no such transaction made by company with respect to loans, Investment and guarantee within the provision of section 185 and 186 of Companies Act ,2013.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii. a) According to information and explanations given to us and on the basis of our examination of the books -of account, and records, the Company has been generally regular in depositing undisputed statutory dues and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.

## WEBFIL LIMITED

- b) According to the information and explanation given to us, the details of statutory dues which have not been deposited on account of dispute are given below:

Name of the statute	Nature of Dues	Amount	Forum where dispute are pending	Date of intimation Order
Income Tax Act, 1961	Income Tax	36,70,440	CIT Appeal (A.Y. 2008-09)	Appeal Order received but effect not yet given by AO
Income Tax Act, 1961	Income Tax	1,58,950	CIT Appeal (A.Y. 2009-10)	Appeal Order received but full effect not yet given by AO.
Income Tax Act, 1961	Income Tax	26,31,950	CIT Appeal (A.Y. 2014-15)	Appeal Order received but effect not yet given by AO
Income Tax Act, 1961	Penalty	12,41,451	CIT Appeal (AN. 2008-09)	Date of hearing not yet received
Income Tax Act, 1961	Penalty	8,17,766	CIT Appeal (A.Y.2010-11)	Date of hearing not yet received

- viii. a) According to the information and explanations given to us, the Company has defaulted in the repayment of dues to Government Authorities. The details of the same are mentioned below.

Nature Of Borrowing	From where loan taken	Principal Amount (‘)	Due Onward	Interest Amount(‘)	Due onward
Sale Tax Loan	Govt. Of West Bengal	7,58,40,055	26.02.2007	11,27,36,330	26.02.2004

- b) The company does not have any loans or borrowing from any financial institution, banks, government or debenture holders during the year. Accordingly, Paragraph 3 (viii) of Order is not applicable.
- ix. According to the information and explanations given by the management, the company did not raised any money by way of initial public offer or further public offer (including Debt instruments) and terms Loans during the year. Accordingly, Paragraph 3 (ix) of order is not applicable.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.





- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the Paragraph (xii) of the Order is not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly Paragraph (xiv) of the Order is not applicable to the Company and hence not commented upon.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, Paragraph (xv) of the Order is not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45 1A of the Reserve Bank of India Act, 1934 and accordingly, Paragraph (xvi) of the Order are not applicable to the Company and hence not commented upon,

Place: Kolkata  
Date : 14<sup>th</sup> September, 2020

For **MARODIA KHANNA & ASSOCIATES**  
Chartered Accountants

**Ashok Barnwal**  
Partner  
M.No : 056375  
Firm Reg No: 317147E  
UDIN : 20056375AAAAED2511

## WEBFIL LIMITED

### Directions under section 143 (5) of Companies Act . 2013

Sl. No.	Particulars	Remarks
1.	Whether the company has system in place to process all the accounting transactions through IT system? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	The company maintains its accounts with in-house developed financial accounting package.
2.	Whether there is any restructuring of an existing loan or cases of waiver/write off of debts /loans/interest etc. made by a lender to the company due to the company's inability to repay the loan? If yes, the financial impact may be stated.	None
3.	Whether funds received/receivable for specific schemes from central/ state agencies were properly accounted for/ utilized as per its term and conditions? List the cases of deviation.	No, fund received for specific schemes under Central/State agencies during the year.

### Directions under section 143 (5) of Companies Act 2013

Sl. No.	Particulars	Remarks
1.	Whether the company's pricing policy absorbs all fixed and variable costs of production as well as the allocation of overheads ?	Yes the Company's pricing policy absorbs all fixed and variable costs of production as well as the allocation of overheads.
2.	What is the system of valuation of by-products and finished products ? List out the cases of deviation from its declared policy.	There is no by-product of the Company Finished Product are valued at Cost of Net realisable value whichever is lower. There is no deviation from its declared policy during the year under audit.

For **MARODIA KHANNA & ASSOCIATES**  
Chartered Accountants

Place: Kolkata  
Date : 14<sup>th</sup> September, 2020

**Ashok Barnwal**  
Partner  
M.No : 056375  
Firm Reg No: 317147E  
UDIN : 20056375AAAAED2511

By Speed Post



सत्यमेव जयते

कार्यालय प्रधान महालेखाकार  
(लेखापरीक्षा II)  
पश्चिम बंगाल  
OFFICE OF THE  
PRINCIPAL ACCOUNTANT GENERAL  
(Audit-II)  
West Bengal

No.: OA(ESA-II)/Accounts/WEBFIL /2019-  
20/ 295  
Date:- 13.10.2020

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

**Sub: 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 2020**

Sir,

I am to forward herewith the 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 2020.

Yours faithfully,

Encl: As stated.

Senior Deputy Accountant General (ESA-II)  
West Bengal

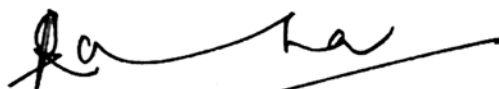
## WEBFIL LIMITED

### 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 2020

The preparation of financial statements of WEBFIL Limited for the year ended 31 March 2020, 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 14.09.2020.

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 2020 under section 143(6)(a) of the Act.

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



(Reena Saha)

Principal Accountant General (Audit-II)  
West Bengal

13/10/2020

Dated at Kolkata

The

13 OCT 2020



## BALANCE SHEET AS AT 31ST MARCH, 2020

( ₹ in “000”, unless otherwise stated)

	Note	As at 31-Mar-20		As at 31-Mar-19	
		₹	₹	₹	₹
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
Property, Plant and Equipment	4	13,126.25		11,888.70	
Financial Assets					
Investments	5	5,145.00		5,145.00	
Trade Receivables	6	-		-	
Loans	7	38,824.58		30,042.71	
Deferred Tax Assets (Net)	8	17,501.39		15,291.59	
Other Non-Current Assets	9	7,821.67	82,418.89	7,824.56	70,192.56
<b>Current Assets</b>					
Inventories	10	2,42,164.48		2,15,971.96	
Financial Assets					
Trade receivables	11	2,00,913.62		1,31,024.42	
Cash and cash equivalents	12	8,744.57		12,384.11	
Other Financial Assets	13	5,814.97		4,763.81	
Current Tax Assets (Net)	14	20,004.05		21,589.85	
Other Current Assets	15	23,734.26	5,01,375.95	19,445.80	4,05,179.95
<b>TOTAL ASSETS</b>			<b>5,83,794.84</b>		<b>4,75,372.51</b>
<b>EQUITY AND LIABILITIES</b>					
<b>EQUITY</b>					
Equity Share Capital	16	85,325.00		85,325.00	
Other Equity		(2,596.94)	82,728.06	(28,884.41)	56,440.59
<b>LIABILITIES</b>					
<b>Non-Current Liabilities</b>					
Financial Liabilities					
Borrowings	17	57,552.63		52,624.77	
Provisions	18	26,701.38	84,254.01	30,925.07	83,549.84
<b>Current Liabilities</b>					
Financial Liabilities					
Borrowings	19	1,19,368.58		1,05,701.57	
Trade Payables	20	1,53,698.53		1,03,828.55	
Other Financial Liabilities	21	1,13,336.30		1,06,700.29	
Other Current Liabilities	22	16,226.27		9,017.20	
Provisions	23	14,183.09	4,16,812.77	10,134.47	3,35,382.08
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>5,83,794.84</b>		<b>4,75,372.51</b>

Company Overview 1

Basis of Accounting 2

Significant Accounting Policies 3

The Notes 1 to 46 are an integral part of the Financial Statements.

On behalf of the Board

In terms of our Report of even date.  
For **Marodia Khanna & Associates**  
Chartered Accountants  
(Firm Registration No.317147E)

**K. Mohan**  
Director  
(DIN 08385809)

**Jayant Ray**  
Chairman  
(DIN 00175341)

**Sneha Kewat**  
Company Secretary  
(M.No A46320)

**Sujit Chakravorti**  
Director  
(DIN 00066344)

**Ashok Barnwal**  
Partner  
(Membership No.056375)  
Dated : Kolkata, 14th September, 2020

**Jayanta Kumar Datta**  
Chief Financial Officer

# WEBFIL LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

( ₹ in “000”, unless otherwise stated)

	Note	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>INCOME</b>			
Revenue From Operations	24	5,10,528.53	5,63,182.46
Other Income	25	5,250.94	10,274.72
	<b>Total Income</b>	<b>5,15,779.47</b>	<b>5,73,457.18</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	26	1,99,074.36	2,20,043.76
Purchases of Stock-in-Trade	27	1,08,280.92	1,34,395.41
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	28	(12,125.13)	6,873.17
Employee Benefit Expenses	29	77,168.67	69,582.50
Finance Costs	30	16,710.92	17,195.92
Depreciation and Amortization Expense	4	1,111.16	875.06
Other Expenses	31	80,543.37	98,557.59
	<b>Total Expenses</b>	<b>4,70,764.27</b>	<b>5,47,523.41</b>
	<b>Profit/(loss) before Exceptional Items and Tax</b>	<b>45,015.20</b>	<b>25,933.77</b>
Exceptional Items	32	(12,558.13)	8,906.53
	<b>Profit/(loss) before Tax</b>	<b>32,457.07</b>	<b>34,840.30</b>
Tax Expense :			
Current Tax	36	4,598.60	1,632.34
Deferred Tax	36	(1,226.79)	6,794.14
		<b>3,371.81</b>	<b>8,426.48</b>
	<b>Profit/(loss) for the period</b>	<b>29,085.26</b>	<b>26,413.82</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to profit or loss : Gain/(loss) on remeasurement of defined benefits plan		(3,780.80)	(1,072.84)
(ii) Income tax relating to items that will not be reclassified to profit or loss		983.01	278.94
Other Comprehensive Income for the year (net of tax)		(2,797.79)	(793.90)
	<b>Total Comprehensive Income for the period</b>	<b>26,287.47</b>	<b>25,619.92</b>
Earnings Per Share (of ₹ 10 each)			
Basic and Diluted (₹)	43	3.41	3.10
Basis of Accounting	2		
Significant Accounting Policies	3		

The Notes 1 to 46 are an integral part of the Financial Statements.

On behalf of the Board

In terms of our Report of even date.  
For **Marodia Khanna & Associates**  
Chartered Accountants  
(Firm Registration No.317147E)

**Ashok Barnwal**  
Partner  
(Membership No.056375)  
Dated : Kolkata, 14th September, 2020

**K. Mohan**  
Director  
(DIN 08385809)  
**Sneha Kewat**  
Company Secretary  
(M.No A46320)

**Jayanta Kumar Datta**  
Chief Financial Officer

**Jayant Ray**  
Chairman  
(DIN 00175341)  
**Sujit Chakravorti**  
Director  
(DIN 00066344)



**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2020**

( ₹ in "000", unless otherwise stated)

	For the year ended 31st March, 2020	For the year ended 31st March, 2019	
<b>A) Cash Flow from Operating Activities</b>			
Profit before tax from continuing operation (excluding exceptional item)	45,015.20	25,933.77	
Adjustment for :			
Depreciation and Amortization Expense	1,111.16	875.06	
Finance costs	16,710.92	17,195.92	
Other Comprehensive Income	(3,780.80)	(1,072.84)	
Provision for doubtful debts	71.36	1,491.47	
Provision for stock obsolescence	175.36	52.86	
Provision for Impairment of Investment	-	320.00	
Dividend Income from Non-current Investment	-	(1,286.25)	
Exceptional Item	(12,558.13)	-	
Interest Income	(549.53)	(905.10)	
<b>Operating Profit before Changes in Operating Assets &amp; Liabilities</b>	<b>46,195.54</b>	<b>42,604.89</b>	
<b>Changes in Operating Assets &amp; Liabilities :</b>			
(Increase)/Decrease in Trade Receivables	(69,960.56)	(18,839.87)	
(Increase)/Decrease in Inventories	(26,367.88)	(2,995.81)	
(Increase)/Decrease in Current Financial & other assets	(5,339.61)	(15,538.34)	
Increase/(Decrease) in Trade Payables	49,869.97	17,397.30	
Increase/(Decrease) in Current Financial & other liabilities	1,178.12	(221.05)	
Increase/(Decrease) in Short Term Provisions	4,048.63	(5,575.93)	
<b>Cash generated from operations</b>	<b>(375.79)</b>	<b>16,831.19</b>	
Direct tax paid	(3,012.80)	(3,820.32)	
<b>Net Cash (used in) from Operating Activities</b>	<b>(3,388.59)</b>	<b>13,010.87</b>	
<b>B) Cash Flow from Investing Activities</b>			
Purchase of Fixed Assets	(2,348.71)	(3,375.15)	
Interest Received	549.53	905.10	
Dividend Received	-	1,286.25	
<b>Net Cash (used in) from Investing Activities</b>	<b>(1,799.18)</b>	<b>(1,183.80)</b>	
<b>C) Cash Flow from Financing Activities</b>			
Net Increase/ (Decrease) in Bank Borrowing	13,667.01	624.91	
(Increase)/Decrease in Non-Current Financial & other assets	(8,778.99)	1,414.69	
Increase/(Decrease) in Non-Current Financial Liabilities (Borrowing)	5,427.85	-	
Increase/(Decrease) in Non-Current Liabilities (Provisions)	(4,223.69)	(3,713.24)	
Re-payment of Non-Current Financial Liabilities (Borrowing)	(500.00)	(10,000.00)	
Interest Paid	(4,043.95)	(4,897.70)	
<b>Net Cash (used in) from Financing Activities</b>	<b>1,548.23</b>	<b>(16,571.34)</b>	
<b>Net (Decrease)/Increase in Cash &amp; Cash Equivalents(A+B+C)</b>	<b>(3,639.54)</b>	<b>(4,744.27)</b>	
<b>Cash &amp; Cash Equivalents at the Beginning of the Year</b>	<b>12,384.11</b>	<b>17,128.38</b>	
<b>Cash &amp; Cash Equivalents at the End of the Year</b>	<b>8,744.57</b>	<b>12,384.11</b>	

**Notes :**

- The Statement of Cash Flows has been prepared under the "Indirect method" as set out in Ind AS 7, 'Statement of Cash Flows'
- Previous year's figures have been regrouped/reclassified wherever considered necessary.

In terms of our Report of even date.

For **Marodia Khanna & Associates**

Chartered Accountants  
(Firm Registration No.317147E)

**Ashok Barnwal**  
Partner  
(Membership No.056375)

Dated : Kolkata, 14th September, 2020

**K. Mohan**  
Director  
(DIN 08385809)

**Sneha Kewat**  
Company Secretary  
(M.No.A46320)

**Jayanta Kumar Datta**  
Chief Financial Officer

**On behalf of the Board**

**Jayant Ray**  
Chairman  
(DIN 00175341)

**Sujit Chakravorti**  
Director  
(DIN 00066344)

## WEBFIL LIMITED

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020

#### (A) EQUITY SHARE CAPITAL

( ₹ in “000”, unless otherwise stated)

For the year ended 31st March, 2020			For the year ended 31st March, 2019		
Balance as at 1-Apr-19	Changes in equity share capital during the year	Balance as at 31-Mar-20	Balance as at 1-Apr-18	Changes in equity share capital during the year	Balance as at 31-Mar-19
85,325.00	—	85,325.00	85,325.00	—	85,325.00

#### (B) OTHER EQUITY

Particulars	Reserves and Surplus			Items of Other Comprehensive Income		
	Capital Reserve	Surplus/ (Deficit)	Retained Earnings	Remeasurement of Defined Benefit Plans	Equity instrument through Other Comprehensive Income	Total
Balance at the beginning of the reporting period 1-Apr-19	8.25	(53,143.41)	23,630.71	620.04	-	(28,884.41)
Profit for the year	-	29,085.26	-	-	-	29,085.26
Remeasurement of the net defined benefit liability/asset. net of tax effect	-	-	-	(2,797.79)	-	(2,797.79)
Total Comprehensive Income for the year	-	29,085.26	-	(2,797.79)	-	26,287.47
Balance at the end of the reporting period 31-March-20	8.25	(24,058.15)	23,630.71	(2,177.75)	-	(2,596.94)

On behalf of the Board

In terms of our Report of even date.  
For **Marodia Khanna & Associates**  
Chartered Accountants  
(Firm Registration No.317147E)

**Ashok Barnwal**  
Partner  
(Membership No.056375)  
Dated : Kolkata, 14th September, 2020

**K. Mohan**  
Director  
(DIN 08385809)

**Sneha Kewat**  
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Chief Financial Officer

**Jayant Ray**  
Chairman  
(DIN 00175341)

**Sujit Chakravorti**  
Director  
(DIN 00066344)





## Notes on Financial Statement for the Year ended 31st March, 2020

### 1. Company Overview

**WEBFIL LIMITED** is a joint venture company formed by WBIDC - West Bengal Industrial Development Corporation Ltd. (A Government of West Bengal Undertaking) and Group Companies of Andrew Yule & Co. Ltd. (A Government of India Enterprise).

It was incorporated as per the provisions of the Companies Act in the year 1979. The company transformed from being manufacturer of Tungsten Filaments for GLS/ incandescent lamps and Cathodes for Fluorescent and Compact Fluorescent Tubes to a leading multi-product company with widespread activities. The company is now primarily engaged in the manufacturing of a range of Telecommunication & Railway Signalling equipments and execution of turnkey projects for telecommunication and other IT & ITes related projects. It has significant presence in the Filament Industry as well.

### 2 Basis of Preparation

#### a) Basis of Preparation and Compliance with Ind AS

The Company's Financial Statements have been prepared in accordance with the provisions of the Companies Act, 2013 and Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by the Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. These Financial Statements have been approved for issue by the Board of Directors at its meeting held on 14th September, 2020.

#### b) Basis of measurement

The financial statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain items that are measured at fair values/amortised cost, as explained in the accounting policies.

#### c) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 —Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

### 3. Significant Accounting Policies

#### a) Revenue recognition

Ind AS 115, Revenue from Contracts with Customers supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue recognition, and it applies to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which a Company expects to be entitled in exchange for transferring goods or services to a customer.

Ind AS 115 requires entities to exercise judgment, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

## WEBFIL LIMITED

### b) Property, Plant and Equipment

#### i. Recognition and Measurement

PPE is recognized when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Property, plant and equipment acquired on hire purchase basis are recognized at their cash values. Cost includes professional fees related to the acquisition of PPE and for qualifying assets, borrowing costs capitalized in accordance with the company's accounting policy.

#### ii. Subsequent costs and disposal

Subsequent expenditure relating to Property, Plant and Equipment is capitalized only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognized in the Statement of Profit and Loss.

#### iii. Capital-work-in-progress

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs (net of income) associated with the commissioning of an asset are capitalised until the period of commissioning has been completed and the asset is ready for its intended use.

#### iv. Depreciation, depletion and amortisation expense

Depreciation is recognized using straight line method so as to write off the cost of the assets (other than freehold land and properties under construction) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

Where cost of a part of the asset ("asset component") is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately and such asset component is depreciated over its separate useful life.

Depreciation on additions to/deductions from, owned assets is calculated pro rata to the period of use.

Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

Assets acquired under finance leases are depreciated on a straight line basis over the lease term. Where there is reasonable certainty that the company shall obtain ownership of the assets at the end of the lease term, such assets are depreciated based on the useful life prescribed under Schedule II to the Companies Act, 2013 or based on the useful life adopted by the company for similar assets.

**c) Intangible assets**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Research and development expenditure on new products:

- (i) Expenditure on research is expensed under respective heads of account in the period in which it is incurred
- (ii) Development expenditure on new products is capitalised as intangible asset, if all of the following can be demonstrated
  - A. the technical feasibility of completing the intangible asset so that it will be available for use or sale;
  - B. the company has intention to complete the intangible asset and use or sell it;
  - C. the company has ability to use or sell the intangible asset;
  - D. the manner in which the probable future economic benefits will be generated including the existence of a market for output of the intangible asset or intangible asset itself or if it is to be used internally, the usefulness of intangible assets;
  - E. the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
  - F. the company has ability to reliably measure the expenditure attributable to the intangible asset during its development.

Development expenditure that does not meet the above criteria is expensed in the period in which it is incurred.

Intangible assets are amortised on straight line basis over the estimated useful life. The method of amortisation and useful life is reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis.

Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

**d) Non-current assets held for sale**

Non-current assets and disposal groups are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset (or disposal group) and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

## WEBFIL LIMITED

### e) Impairment of assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

### f) Financial instruments

Financial assets and/or financial liabilities are recognized when the company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction values and where such values are different from the fair value, at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from as the case may be, the fair value of such assets or liabilities, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

The financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a current legally enforceable right to set-off the recognized amounts and it is intended to either settle on net basis or to realize the asset and settle the liability simultaneously.

**I. Financial assets:**

Recognition: Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognized at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

- i. All recognized financial assets are subsequently measured in their entirety at amortised cost or at fair value depending on the classification of the financial assets as follows:
    - Investments in debt Instruments that are designated as fair value through profit or loss (FVTPL) - at fair value.
    - Other investments in debt instruments — at amortised cost, subject to following conditions: The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and  
The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
  - ii. Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (FVTOCI) (unless the same are designated as fair value through profit or loss)
    - a. The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
    - b. The contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
  - iii. Investment in preference shares are treated as equity instruments if the same are convertible into equity shares or are redeemable out of the proceeds of equity instruments issued for the purpose of redemption of such investments. Investment in preference shares not meeting the aforesaid conditions are classified as debt instruments at FVTPL.
  - iv. Investments in equity instruments are classified as at FVTPL, unless the related instruments are not held for trading and the company irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income.
  - v. For financial assets that are measured at FVTOCI, income by way of interest, dividend and exchange difference (on debt instrument) is recognised in profit or loss and changes in fair value (other than on account of such income) are recognized in Other Comprehensive Income and accumulated in other equity. On disposal of debt instruments measured at FVTOCI, the cumulative gain or loss previously accumulated in other equity is reclassified to profit or loss. In case of equity instruments measured at FVTOCI, such cumulative gain or loss is not reclassified to profit or loss on disposal of investments.
- II. Impairment of Financial Assets using Expected Credit Loss Model under Ind AS 109 — Trade Receivables Ind AS 109 requires testing of impairment for certain financial asset under what is known as expected credit loss (ECL) model. This applies to debt instruments recorded at amortised cost or at fair value through other comprehensive income, such as loans, debt securities and trade receivables, lease receivables and most loan commitments and financial guarantee contracts.

## WEBFIL LIMITED

ECL Model requires recognition of a provision for bad debt/ impairment for either 12- month or lifetime expected credit losses (ECLs), depending on whether there has been a significant increase in credit risk since initial recognition. The measurement of ECLs reflects a probability-weighted outcome, the time value of money and the best available forward-looking information.

Ind AS 109, provides an option for entities to work out their impairment provision based on a simplified approach. The simplified approach does not require the entities to track the changes in credit risk. Instead it requires the recognition of lifetime ECLs at all times. For trade receivables or lease receivables, the entities has applied the simplified approach using a provision matrix as a practical expedient for determining ECL on trade receivables.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

**III.** A financial asset is primarily derecognised when:

- i. the right to receive cash flows from the asset has expired, or
- ii. the company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and (a) the company has transferred substantially all the risks and rewards of the asset, or b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. On derecognition of a financial asset in its entirety, the difference between the carrying amount measured at the date of derecognition and the consideration received is recognised in profit or loss.

### **Classification of debt or equity**

Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

**IV. Financial liabilities:**

Financial liabilities, including derivatives and embedded derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

**V. Equity Instruments:**

Equity Instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

**g) Borrowing costs**

Borrowing cost includes interest expense as per Effective Interest Rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly relating to the acquisition, construction or production of a qualifying capital project under construction are capitalised and added to the project cost during construction until such time that the assets are substantially ready for their intended use i.e. when they are capable of commercial production. Where funds are borrowed specifically to finance a project, the amount capitalised represents the actual borrowing costs incurred, Where surplus funds are available out of money borrowed specifically to finance a project, the income generated from such current investments is deducted from the total capitalized borrowing cost. Where the funds used to finance a project form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the company during the year. Capitalisation of borrowing costs is suspended and charged to profit and loss during the extended periods when the active development on the qualifying assets is interrupted.

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial liability or a shorter period, where appropriate, to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options).

**h) Leases**

**Determining whether an arrangement contains lease**

At inception of an arrangement, the Company determines whether the arrangement is or contains a lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. Arrangements containing a lease have been evaluated as on the date of transition i.e. April 01, 2016 in accordance with Ind-AS 101 First-time Adoption of Indian Accounting Standard for finance or operating lease, on the basis of facts and circumstances existing as at that date.

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments.

**Company as a lessee**

Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

## WEBFIL LIMITED

A leased asset under Finance Lease is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term. Unless the payments are structured to increase in line with general inflation to compensate for the lessor's expected inflationary cost increase.

### **Company as a lessor**

Leases in which the Company does not transfer substantially **all** the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

**i) Inventories** Inventories are valued after providing for obsolescence, as under:

- Raw materials, components, construction materials, stores, spares and loose tools at lower of weighted average cost or net realisable value. However, these items are considered to be realisable at cost if the finished products in which they will be used, are expected to be sold at or above cost.
- Manufacturing work-in-progress at lower of weighted average cost, including related overheads, or net realisable value. In the case of qualifying assets, cost also includes applicable borrowing costs vide policy relating to borrowing costs.
- Finished goods and stock-in-trade (in respect of goods acquired for trading) at lower of weighted average cost or net realisable value, Cost includes related overheads and excise duty paid/payable on such goods wherever applicable.

Assessment of net realisable value is made in each subsequent period and when the circumstances that previously caused inventories to be written-down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the write-down, if any, in the past period is reversed to the extent of the original amount written-down so that the resultant carrying amount is the lower of the cost and the revised net realisable value.

**j) Government Grant**

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in profit or loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset and presented within other income. When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset.



When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

**k) Taxation**

Tax expense represents the sum of current tax and deferred tax. Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the reporting date and includes any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet method, on all the temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, on carry forward of unused tax credits and unused tax loss. Deferred tax provision is subject to following exceptions:

- deferred income tax is not recognized on the initial recognition (including MAT) of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- deferred tax assets are recognized only to the extent that it is more likely than not that they will be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized outside profit or loss is recognised outside profit or loss (either in other comprehensive income or equity).

The carrying amount of deferred tax assets (including MAT credit available) is reviewed at each reporting date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**l) Employee benefits**

**Short term employee benefits:**

Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service.

**Post-employment benefits:**

- Defined contribution plans: The company's provident fund scheme is defined contribution plans. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

## WEBFIL LIMITED

- Defined benefit plans: The employees' gratuity fund schemes, & Leave Encashment benefits represent defined benefit plans. The present value of the obligation under defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the defined benefit obligations at the Balance Sheet date.

Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (wherever applicable) is recognized in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss.

Defined benefit employee costs comprising current service cost, past service cost and gains or losses on settlements are recognised in the Statement of Profit and Loss as employee benefits expense. Interest cost implicit in defined benefit employee cost is recognised in the Statement of Profit and Loss under finance cost. Gains or losses on settlement of any defined benefit plan are recognised in profit or loss when such settlement occurs. Past service cost is recognised as expense at the earlier of the plan amendment or curtailment and when the company recognises related restructuring costs or termination benefits.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

### **Long term employee benefits:**

The obligation for long term employee benefits such as long term compensated absences, long service award etc. is measured at present value of estimated future cash flows expected to be made by the company and is recognised in a similar manner as in the case of defined benefit plans.

Long term employee benefits costs comprising current service cost and gains or losses on curtailments and settlements, re-measurements including actuarial gains and losses are recognised in the Statement of Profit and Loss as employee benefit expenses. Interest cost implicit in long term employee benefit cost is recognised in the Statement of Profit and Loss under finance cost.

### **Termination benefits:**

Termination benefits such as compensation under employee separation schemes are recognized as expense when the company's offer of the termination benefit is accepted or when the company recognizes the related restructuring costs whichever is earlier.

### **m) Provisions, contingent liabilities and contingent assets**

Provisions represent liabilities for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of

past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in profit or loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits are probable.

**n) Accounting for foreign currency transactions**

The functional currency and presentation currency of the company is Indian Rupee.

Transactions in currencies other than the company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings; and
- exchange differences on transactions entered into in order to hedge certain foreign currency risks.

**o) Earnings per share**

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

## WEBFIL LIMITED

**p) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand and short-term money market investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**q) Segment reporting**

The Company's operating segments are established on the basis of those components that are evaluated regularly by the 'Chief Operating Decision Maker'. Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Revenue, expenses, assets and liabilities which are not allocable to segments on a reasonable basis, are included under "Unallocated revenue/ expenses/ assets/ liabilities".

**r) Exceptional Items**

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

**s) Fair Value Measurement:**

The Company measures certain financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**t) Critical accounting judgments and estimation uncertainty**

The preparation of the financial statements in conformity with Ind AS requires the directors of the Company to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

# WEBFIL LIMITED

Notes on Financial Statement for the Year ended 31st March, 2020

## 4 PROPERTY, PLANT AND EQUIPMENT

( ₹ in “000”, unless otherwise stated)

Descriptions	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount
	As at 01-Apr-19	Addition during the year	Deduction during the year	As at 31-Mar-20	As at 01-Apr-19	For the year	Adjustment during the year	As at 31-Mar-20	As At 31-Mar-20
Land (Leasehold)	388.82	-	-	388.82	145.31	3.93	-	149.24	239.58
Buildings	19,741.82	807.78	-	20,549.60	15,070.42	424.98	-	15,495.40	5,054.20
Roads & Culverts	330.04	-	-	330.04	268.03	1.58	-	269.61	60.43
Plant & Equipment	1,13,800.47	-	-	1,13,800.47	1,07,877.95	243.45	-	1,08,121.40	5,679.07
Furniture & Fittings	2,227.76	-	-	2,227.76	2,057.51	17.96	-	2,075.47	152.29
Office Equipment	3,170.03	1,184.84	-	4,354.87	2,754.20	258.75	-	3,012.95	1,341.92
Computers and Data Processing Units	3,716.43	144.60	-	3,861.03	3,478.28	64.95	-	3,543.23	317.80
Electrical Installations & Equipments	3,138.25	106.69	-	3,244.94	3,012.19	20.93	-	3,033.12	211.82
Dies	5,055.36	104.80	25.97	5,134.19	5,016.39	74.63	25.97	5,065.05	69.14
<b>TOTAL</b>	<b>1,51,568.98</b>	<b>2,348.71</b>	<b>25.97</b>	<b>1,53,891.72</b>	<b>1,39,680.28</b>	<b>1,111.16</b>	<b>25.97</b>	<b>1,40,765.47</b>	<b>13,126.25</b>

Previous Year Ended 31st march 2019									
Descriptions	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount
	As at 01-Apr-18	Addition during the year	Deduction during the year	As at 31-Mar-19	As at 01-Apr-18	For the year	Adjustment during the year	As at 31-Mar-19	As At 31-Mar-19
Land (Leasehold)	388.82	-	-	388.82	141.38	3.93	-	145.31	243.51
Buildings	16,768.88	2,972.94	-	19,741.82	14,691.84	378.58	-	15,070.42	4,671.40
Roads & Culverts	330.04	-	-	330.04	266.45	1.58	-	268.03	62.01
Plant & Equipment	1,13,680.25	120.22	-	1,13,800.47	1,07,619.16	258.79	-	1,07,877.95	5,922.52
Furniture & Fittings	2,206.47	21.29	-	2,227.76	2,036.35	21.16	-	2,057.51	170.25
Office Equipment	2,998.03	172.00	-	3,170.03	2,701.26	52.94	-	2,754.20	415.83
Computers and Data Processing Units	3,716.43	-	-	3,716.43	3,421.65	56.63	-	3,478.28	238.15
Electrical Installations & Equipments	3,093.25	45.00	-	3,138.25	3,000.94	11.25	-	3,012.19	126.06
Dies	5,045.64	43.70	33.98	5,055.36	4,960.17	90.20	33.98	5,016.39	38.97
<b>TOTAL</b>	<b>1,48,227.81</b>	<b>3,375.15</b>	<b>33.98</b>	<b>1,51,568.98</b>	<b>1,38,839.20</b>	<b>875.06</b>	<b>33.98</b>	<b>1,39,680.28</b>	<b>11,888.70</b>

### Notes:

- 4.1 Sales/Adjustments of Dies of 00.00 ( Previous year 33.98 ) 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.

Notes on Financial Statement for the Year ended 31st March, 2020

( ₹ in “000”, unless otherwise stated)

**5 NON-CURRENT FINANCIAL ASSETS - INVESTMENTS**  
**Non-trade (Unquoted - at FVOCI)**

**In Equity Shares :**

2000 Equity Shares of ₹10 each of Yule Agro Industries Ltd.

51450 Equity Shares of ₹100 each New Town Telecom Infrastructure Development Co. Ltd.

**In Preference Shares at FVTPL:**

3000 8% Cumulative Redeemable Preference Shares of ₹100 each of Yule Agro Industries Ltd.

Less : Provision for diminishing in value of Investment in Yule Agro Industries Ltd

As at 31-Mar-2020		As at 31-Mar-2019	
20.00		20.00	
5,145.00	5,165.00	5,145.00	5,165.00
	300.00		300.00
	5,465.00		5,465.00
	(320.00)		(320.00)
	5,145.00		5,145.00

5.1 As per Indian Accounting Standard (Ind AS 28), “Investments in Associates and Joint Ventures”, there is a requirement of assessment that if an entity holds, directly or indirectly 20 per cent or more of the voting power of the investee, it is presumed that the entity has significant influence, unless it can be clearly demonstrated that this is not the case. Under previous GAAP, New Town Telecom Infrastructure Development Co. Ltd. was recognized as Joint venture and Yule Agro Industries Ltd was recognized as associate. Based on assessment of significant influence and terms of joint arrangement carried out by the Company under Ind AS the management is of the view that under the Indian Accounting Standard the conditions are not being met as a result, equity investment in these entities have been assessed to be carried at fair value through other comprehensive income. Investments in Preference shares of Yule Agro Industries Limited have been assessed to be carried at fair value through profit and loss.

**6 NON-CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES**  
**(Unsecured)**

Considered Doubtful	14,724.83	14,724.83
Less: Provision for Doubtful Receivables	(14,724.83)	(14,724.83)
<b>Total Trade Receivables</b>	<b>-</b>	<b>-</b>

6.1 No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member

**7 NON-CURRENT FINANCIAL ASSETS- LOANS**

(Unsecured, considered good)

Security Deposits with Customers	38,824.58	30,042.71
	<u>38,824.58</u>	<u>30,042.71</u>

## WEBFIL LIMITED

Notes on Financial Statement for the Year ended 31st March, 2020

( ₹ in “000”, unless otherwise stated)

	As at 31-Mar-2020		As at 31-Mar-2019	
<b>8 DEFERRED TAX ASSETS</b>				
Deferred Tax Assets				
Investment	83.20		83.20	
Inventory	1,761.13		1,715.53	
Employee Benefits	10,629.97		10,675.48	
Trade Receivables	3,879.75		3,861.20	
Minimum alternate tax credit	1,549.36		-	
<b>Gross Deferred Tax Assets</b>		17,903.41		16,335.41
<b>Deferred Tax Liabilities</b>				
Fixed Assets	(1,385.03)		(1,322.76)	
Reclassification of Items to OCI	983.01		278.94	
<b>Gross Deferred Tax Liabilities</b>		(402.02)		(1,043.82)
<b>Net Deferred Tax Assets</b>		<b>17,501.39</b>		<b>15,291.59</b>
<b>9 NON-CURRENT ASSETS- OTHERS</b>				
(Unsecured, considered good)				
Capital Advances		965.00		965.00
Deposit against Rent		50.00		50.00
Deposit for Materials		521.46		524.35
Other Advances (Sales Tax Authority)		6,285.21		6,285.21
		<b>7,821.67</b>		<b>7,824.56</b>
<b>10 INVENTORIES</b>				
Raw Materials (Filament) at cost		1,021.77		2,529.22
including in-transit - Nil (Previous Year - ₹ 1,143.25)				
Raw Materials & Components (Digital) at cost including in-transit - Nil (Previous Year - ₹ 1,295.55)		1,47,570.62		1,30,914.21
Work in Progress (Filament) at cost		2,191.08		2,812.31
Work in Progress (Digital) at cost		86,761.05		75,435.54
Finished Goods ( Filament) at cost (*)		2,385.46		5,808.29
Stock-in-Trade at cost including in-transit - ₹ 50,40,000 (Previous Year - Nil)		5,140.62		296.94
Stores, Spares Parts (Filament) at cost		3,255.53		3,224.25
Loose Tools (Filament) at cost		49.83		38.67
Consumable stores (Filament) at cost including in-transit - Nil (Previous Year - ₹ 1,045.09)		562.10		1,510.75
		<b>2,48,938.06</b>		<b>2,22,570.18</b>
Less : Provision for Stock obsolescence		6,773.58		6,598.22
		<b>2,42,164.48</b>		<b>2,15,971.96</b>

(\*) Include stock of scrap for ₹ 166.26 (Previous year- ₹ 3,277.04) at net realisable value.



Notes on Financial Statement for the Year ended 31st March, 2020

( ₹ in “000”, unless otherwise stated)

	As at 31-Mar-2020	As at 31-Mar-2019
<b>11 CURRENT FINANCIAL ASSETS- TRADE RECEIVABLES (Unsecured)</b>		
Considered Good	2,01,110.91	1,31,150.35
Less: Provision for Doubtful Receivables	197.29	125.93
<b>Total Trade Receivables</b>	<b>2,00,913.62</b>	<b>1,31,024.42</b>

11.1 No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member

**12 CURRENT FINANCIAL ASSETS- CASH AND CASH EQUIVALENTS**

Balance with Scheduled Banks			
On Current Accounts	131.23	111.77	
On Margin Deposit Accounts	8,598.91	11,629.90	
On Fixed Deposit Accounts	-	600.00	12,341.67
Cash on hand		14.43	42.44
		<b>8,744.57</b>	<b>12,384.11</b>
<b>13 CURRENT FINANCIAL ASSETS- OTHERS</b>			
Accrued Interest on Deposits	270.09		376.74
Earnest Money Deposit	5,544.88		4,387.07
	<b>5,814.97</b>		<b>4,763.81</b>
<b>14 CURRENT TAX ASSETS (NET)</b>			
Advance Income Tax (Net of Provision)	20,004.05		21,589.85
	<b>20,004.05</b>		<b>21,589.85</b>
<b>15 OTHER CURRENT ASSETS</b>			
Advance to Staff against Expenses	67.86		48.82
Pre-paid Expenses	685.05		949.25
Recoverable from Taxation Authorities -			
Sales Tax	1,608.56	1,942.96	
IGST/SGST/CGST	17,248.24	12,344.40	
Central Excise	18,856.80	4,110.00	18,397.36
Recoverable from Customers (GST)	4,097.61		-
Others	26.94		50.37
	<b>23,734.26</b>		<b>19,445.80</b>

## WEBFIL LIMITED

Notes on Financial Statement for the Year ended 31st March, 2020

( ₹ in “000”, unless otherwise stated)

### 16 SHARE CAPITAL

#### Authorised

95,00,000 Equity Shares of ₹ 10 each

4,00,000 10% Cumulative Redeemable Preference Shares of ₹ 100 each

25,00,000 6% Cumulative Redeemable Preference Shares of ₹ 10 each

#### Issued, Subscribed and Paid-up

85,32,500 Equity Shares of ₹ 10 each fully paid up in cash

(\*) Preference Shares classified as financial liability as per Ind AS 32 (Ref. Note -17)

As at 31-Mar-2020		As at 31-Mar-2019	
95,000.00		95,000.00	
40,000.00		40,000.00	
25,000.00		25,000.00	
	1,60,000.00		1,60,000.00
	85,325.00		85,325.00
	85,325.00		85,325.00

#### 16.1 Reconciliation of Number of Shares outstanding is set out below :

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
	Equity	Equity
Shares at the beginning of the year	8,532.50	8,532.50
Add Shares issued during the year	Nil	Nil
Less : Shares cancelled on buy back / redeemed during the year	Nil	Nil
Shares at the end of the year	8,532.50	8,532.50

#### 16.2 Details of Shareholders holding more than 5% .

Name of Share Holder	As at 31-Mar-2020		As at 31-Mar-2019	
	No. of Shares	% held	No. of Shares	% held
West Bengal Industrial Development Corporation Ltd. (Equity Shares)	4220.30	49.46	4220.30	49.46
India Power Corporation Ltd. (Equity Shares)	-	-	2003.80	23.49
3A Financial Services Ltd. (Equity Shares)	1170.00	13.71	-	-
Silok Trading (OPC) Pvt. Ltd.	833.80	9.77	-	-
3A Capital Services Ltd. (Equity Shares)	603.34	7.07	603.34	7.07

#### 16.3 Rights, preferences and restrictions attached to the Shares : The Equity Shares of the Company, having par value of ₹ 10 per share, rank *pau passu* in all respects including voting rights and entitlement of dividend.



Notes on Financial Statement for the Year ended 31st March, 2020

( ₹ in “000”, unless otherwise stated)

**17 NON-CURRENT FINANCIAL LIABILITIES- BORROWINGS**

**Unsecured**

20,44,000 6% Cumulative Redeemable Preference Shares of ₹ 10 each (Ref. Note -17.1)

0% Redeemable Non-convertible Bonds (Ref. Note - 17.2)

As at 31-Mar-2020	As at 31-Mar-2019
33,069.85	29,873.39
<u>24,482.78</u>	<u>22,751.38</u>
<u>57,552.63</u>	<u>52,624.77</u>

**17.1** The Preference Shares of the Company, having per value of ₹ 10 per share, rank pari passu in all respects and entitlement of dividend. The Company had issued 20,44,000 Nos. 6% Cumulative Redeemable Preference Shares of ₹10 each fully paid up at per 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 29th June, 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.

**17.2** The bonds were issued to Andrew Yule & Co. Ltd. (AYCL) on 20th December, 2006 and with the terms of redemption in suitable instalments after 8 years from the date of issue. Subsequently AYCL have approved moratorium of 7 years on redemption beyond 20th December, 2014 in their Board Meeting held on 11th August, 2014.

**18. NON-CURRENT LIABILITIES- PROVISIONS**

For Employee Benefits :

Gratuity

18,445.04

21,142.02

Leave

8,256.34

9,783.05

26,701.38

30,925.07

**19. CURRENT FINANCIAL LIABILITIES- BORROWINGS**

**Secured**

Govt. of West Bengal - Sales Tax Loan (Ref. Note - 19.1 & 19.2)

75,840.05

75,840.05

Cash Credit from Bank of Baroda (Ref. Note - 19.2)

43,528.53

29,861.52

1,19,368.58

1,05,701.57

**19.1** The Sales Tax Loan of ₹ 7,58,40,055 was availed from Government of West Bengal vide order No.940-1R/0/1M-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. Meanwhile IR Department, Govt. of WB through a mere demand notice dated 15.03.2013, revised the ROI to 9.25% wef April, 2009. As there was no formal communication received from the department regarding enhancement of ROI beyond the agreemental rate, the company requested the department to revise the increased rate which is still pending finalisation. In view of the pendency of decision from Government's end, the agreemental rate of interest i.e. 8.75% has been considered during preparation of Financial Statement.

**19.2** The above Borrowings 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, and hypothecation of the Company's raw materials, work-in-progress, consumable stores, spares, finished goods, book debts and dues in favour of Bank of Baroda for availment of Cash Credit. The Sales Tax Loan is secured by a residuary charge ranking next to Bank of Baroda, on the Fixed Assets of the Company.

## WEBFIL LIMITED

Notes on Financial Statement for the Year ended 31st March, 2020

( ₹ in “000”, unless otherwise stated)

	As at 31-Mar-2020	As at 31-Mar-2019
<b>20 CURRENT FINANCIAL LIABILITIES- TRADE PAYABLES</b>		
Trade Payable for Goods and Services		
Micro, Small and Medium Enterprises (Ref. Note - 42)	20,284.59	20,093.22
Payables to other Parties	1,33,413.94	83,735.33
	<b><u>1,53,698.53</u></b>	<b><u>1,03,828.55</u></b>
<b>21 CURRENT FINANCIAL LIABILITIES- OTHERS</b>		
Interest accrued but not due on Sales Tax Loan	599.97	599.97
Interest accrued and due on Sales Tax Loan	1,12,736.33	1,06,100.32
	<b><u>1,13,336.30</u></b>	<b><u>1,06,700.29</u></b>
<b>22 OTHER CURRENT LIABILITIES</b>		
Advance from Customers	401.68	401.68
Deposit from Contractor and others	339.97	339.97
Liabilities for Expenses on Employees	7,582.02	2,754.48
Liabilities in respect of goods purchased	5,947.20	3,346.96
Other Liabilities	1,955.40	2,174.11
	<b><u>16,226.27</u></b>	<b><u>9,017.20</u></b>
<b>23 SHORT-TERM PROVISIONS</b>		
For Employee Benefits		
Gratuity	10,198.06	6,802.32
Leave	3,985.03	3,332.15
	<b><u>14,183.09</u></b>	<b><u>10,134.47</u></b>



Notes on Financial Statement for the Year ended 31st March, 2020

( ₹ in “000”, unless otherwise stated)

	As at 31-Mar-2020		As at 31-Mar-2019	
<b>24 REVENUE FROM OPERATIONS</b>				
Sale of Products/Materials used in Execution of Contract	4,53,227.62		5,20,469.43	
Income from Services for Execution of Contract/Repair & Maintenance Job	55,972.00		41,156.58	
		5,09,199.62		5,61,626.01
Other Operating Revenue - Sale of Spent Acid		1,328.91		1,556.45
		<u>5,10,528.53</u>		<u>5,63,182.46</u>
<b>25 OTHER INCOME</b>				
Interest on Deposit etc.		978.24		772.18
Dividend		-		1,286.25
Provision for doubtful debt written back		-		8,026.10
Sale of Scrap		4,272.70		190.19
		<u>5,250.94</u>		<u>10,274.72</u>
<b>26 COST OF MATERIALS CONSUMED</b>				
<b>Opening Stock</b>				
Raw Materials & Consumable (Filament) [including Packing Materials]	4,039.97		2,738.48	
Raw Materials and Components (Digital)	1,30,914.21	1,34,954.18	1,22,449.18	1,25,187.66
<b>Add: Purchase during the year</b>				
Raw Materials & Consumable (Filament) [including Packing Materials]	15,568.91		32,389.00	
Raw Materials and Components (Digital)	1,97,705.76	2,13,274.67	1,97,421.28	2,29,810.28
		<u>3,48,228.85</u>		<u>3,54,997.94</u>
<b>Less: Closing Stock</b>				
Raw Materials & Consumable (Filament) [including Packing Materials]	1,583.87		4,039.97	
Raw Materials and Components (Digital)	1,47,570.62	1,49,154.49	1,30,914.21	1,34,954.18
		<u>1,99,074.36</u>		<u>2,20,043.76</u>
<b>27 PURCHASE OF STOCK-IN-TRADE</b>				
Item traded for execution of Contract Job		1,08,280.92		1,34,395.41
		<u>1,08,280.92</u>		<u>1,34,395.41</u>

## WEBFIL LIMITED

Notes on Financial Statement for the Year ended 31st March, 2020

( ₹ in “000”, unless otherwise stated)

	For the Year ended As at 31-Mar-2020		For the Year ended As at 31-Mar-2019	
<b>28. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>				
<b>Opening Stock</b>				
Finished Goods (Filaments)	5,808.29		3,162.62	
Work in Progress (Filaments)	2,812.31		2,118.02	
Work in Progress (Digital)	75,435.54		85,658.42	
Stock-in-Trade	<u>296.94</u>	84,353.08	<u>287.19</u>	91,226.25
<b>Closing Stock</b>				
Finished Goods (Filaments)	2,385.46		5,808.29	
Work in Progress (Filaments)	2,191.08		2,812.31	
Work in Progress (Digital)	86,761.05		75,435.54	
Stock-in-Trade	<u>5,140.62</u>	<u>96,478.21</u>	<u>296.94</u>	<u>84,353.08</u>
		<b>(12,125.13)</b>		<b>6,873.17</b>
<b>29. EMPLOYEE BENEFIT EXPENSES</b>				
Salaries, Wages and Bonus	68,862.41		60,154.75	
Contribution to Provident and other Funds	4,391.45		4,499.55	
Employees' Welfare Expenses	<u>3,914.81</u>		<u>4,928.20</u>	
		<b>77,168.67</b>		<b>69,582.50</b>
<b>30 FINANCE COST</b>				
<b>INTEREST EXPENSES</b>				
On Borrowings other than Banks	12,319.54		12,298.22	
On Borrowings from Banks	3,970.03		4,187.28	
Suppliers' Interest	<u>421.35</u>		<u>710.42</u>	
		<b>16,710.92</b>		<b>17,195.92</b>



Notes on Financial Statement for the Year ended 31st March, 2020

( ₹ in “000”, unless otherwise stated)

	For the Year ended As at 31-Mar-2020		For the Year ended As at 31-Mar-2019	
<b>31. OTHER EXPENSES</b>				
Stores & Spares Consumed		521.21		761.44
Job work Charges		5,956.07		5,945.83
Expenses on Execution of Contract Job		30,870.17		39,547.56
Rent		2,369.79		2,280.33
Rates & Taxes		959.74		1,668.79
Power and Fuel		6,914.81		8,484.61
Travelling Expenses and Upkeep of Vehicles		4,930.43		4,244.06
Printing and Stationery		257.21		244.55
Telephone, Telex & Postage		326.69		685.59
Advertisements		96.16		84.17
Bank Charges		3,258.30		3,711.92
Directors' Fees		135.00		129.00
Miscellaneous Expenses		5,066.29		5,046.86
Insurance		333.65		287.87
Repairs & Maintenance				
Building	556.79		343.11	
Plant and Machinery	840.82		892.21	
Others	859.46	2,257.07	844.95	2,080.27
Selling Expenses		3,011.74		2,674.30
Payment to Auditors as				
Audit Fees	95.00		80.00	
Certification	25.00	120.00	40.00	120.00
Tax Audit Fees		50.00		20.00
Factory Security Services		1,866.90		1,794.10
Net Loss on Foreign Exchange Fluctuation		639.38		294.79
Provision for Doubtful Debts		71.36		1,491.47
Provision for Stock Obsolescence		175.36		52.86
Provision for Impairment of Investment				320.00
Bad Debt Written off				8,026.10
Research & Development Expenses ( Ref. Note - 38)		10,356.04		8,561.12
		<b>80,543.37</b>		<b>98,557.59</b>
<b>32 EXCEPTIONAL ITEM</b>				
Settlement of Contingent liability for Excise duty under SVLDRS, 2019 (Previous year income from Waiver of Interest)		(12,558.13)		8,906.53
		<b>(12,558.13)</b>		<b>8,906.53</b>

# WEBFIL LIMITED

## Notes on Financial Statement for the Year ended 31st March, 2020

### 33 Financial Risk Management Objectives (Ind AS 107):

- a) The Company's principal financial liabilities comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to market risk, liquidity risk and credit risk. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company.

Risk	Exposure Arising From	Measurement	Management
Credit Risk	Trade receivables, Investments, Loans	Ageing analysis, Credit Rating	Credit limit and credit worthiness monitoring,
Liquidity Risks	Borrowings and Other Liabilities	Cash flow forecasts	Availability of committed borrowing facilities.

#### b) Market Risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument, The value of a financial instrument may change as a result of changes in the interest rates, and other market changes that affect market risk.

#### c) Interest Rate Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates,

#### d) Credit Risk Management:

Credit risk arises when a customer or counterparty does not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing/ investing activities, including deposits with banks. The Company is generally receiving payments from the parties within due dates. Hence, the company has no significant credit risk related to these parties.

#### e) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation credit limit of each customer is defined.

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS-109 requires expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for all contract assets and/ or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition,



Notes on Financial Statement for the Year ended 31st March, 2020

**Trade Receivables (Contd.)**

As at 31st March 2020

(₹ in "000", unless otherwise stated)

Ageing Schedule	6 months	6 months to 1 year	1 year to 2 year	2 years to 3 years	Above 3 years
Gross carrying amount	1,09,119.53	41,111.86	22,507.49	6,143.52	22,228.51
Expected loss rate	0.05%	0.10%	0.15%	0.20%	0.25%
Expected credit losses (Loss allowance provision)	54.56	41.11	33.76	12.29	55.57
Carrying amount of trade receivables (net of impairment)	<b>1,09,064.97</b>	<b>41,070.75</b>	<b>22,473.73</b>	<b>6,131.23</b>	<b>22,172.94</b>

As at 31st March 2019

(₹ in "000", unless otherwise stated)

Ageing Schedule	6 months	6 months to 1 year	1 year to 2 year	2 years to 3 years	Above 3 years
Gross carrying amount	80,341.99	15,815.08	11,740.10	11,598.39	11,654.79
Expected loss rate	0.05%	0.10%	0.15%	0.20%	0.25%
Expected credit losses (Loss allowance provision)	40.17	15.82	17.61	23.20	29.14
Carrying amount of trade receivables (net of impairment)	<b>80,301.82</b>	<b>15,799.26</b>	<b>11,722.49</b>	<b>11,575.19</b>	<b>11,625.65</b>

**f) Investments, Cash and Cash Equivalent and Bank Deposit**

Credit Risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions who have been assigned high credit rating by international and domestic rating agencies.

**g) Liquidity Risk:**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. In addition, processes and policies related to such risks are overseen by senior management.

**h) Classifications of Financial Assets and Liabilities (Ind AS 107):**

(₹ in "000", unless otherwise stated)

Particulars	31-Mar-20	31-Mar-19
<b>Financial Assets at amortised cost</b>		
Trade Receivable	2,00,913.62	1,31,024.42
Security Deposit	38,824.58	30,042.71
Cash and cash equivalent	8,744.57	12,384.11
Other Financial Assets	5,814.97	4,763.81
<b>Financial Assets at fair value through profit or loss</b>		
Investment in Preference share	300.00	300.00
<b>Financial Assets at fair value through other comprehensive income</b>		
Investment in Equity	5,165.00	5,165.00
<b>Total</b>	<b>2,59,762.74</b>	<b>1,83,680.05</b>

## WEBFIL LIMITED

Particulars	31-Mar-20	31-Mar-19
<b>Financial Liabilities at amortised cost</b>		
Trade Payables	1,53,698.53	1,03,828.55
Borrowings	57,552.63	52,624.77
Other Financial Liabilities	1,13,336.30	1,06,700.29
<b>Financial Liabilities at fair value through profit or loss</b>		
Borrowings	1,19,368.58	1,05,701.57
<b>Total</b>	<b>4,43,956.04</b>	<b>3,68,855.18</b>

### 34 FAIR VALUE MEASUREMENTS (IND AS 113):

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Company has established the following fair value hierarchy that categorises the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

**Level 1:** This hierarchy uses quoted (unadjusted) prices in active markets for identical assets or liabilities. The fair value of all bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing Net Asset Value. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

( ₹ in "000", unless otherwise stated)

Particulars	Level 1	Level 2	Level 3
<b>Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2020:</b>			
Investments	-	-	5,145.00
Trade Receivable	-	-	2,00,913.62
Security Deposit	-	-	38,824.58
Other Financial Assets	-	-	5,814.97
Trade Payables	-	-	1,53,698.53
Borrowings	-	-	1,76,921.21
Other Financial Liabilities	-	-	1,13,336.30
<b>Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2019:</b>			
Investments	-	-	5,145.00
Trade Receivable	-	-	1,31,024.42
Security Deposit	-	-	30,042.71
Other Financial Assets	-	-	4,763.81
Trade Payables	-	-	1,03,828.55
Borrowings	-	-	1,58,326.34
Other Financial Liabilities	-	-	1,06,700.29

The management assessed that fair value of cash and bank balances, trade receivables, trade payables, cash credits, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial instruments is determined using discounted cash flow analysis or based on the contractual terms. The discount rates used is based on management estimates.

Notes on Financial Statement for the Year ended 31st March, 2020

**35 “EMPLOYEE BENEFITS”**

**A. Defined Contribution Plans:**

The Company makes contributions for provident fund and pension towards defined contribution retirement benefit plan for eligible employees. Under the said plans, the Company is required to contribute a specified percentage of the employees’ salaries to fund the benefit Plan.

**B. Defined Benefit Plans:**

- (i) **Gratuity:** The Company has a defined benefit Gratuity Plan which covers all employees as required under the Payment of Gratuity Act, 1972. The Scheme is funded with Life Insurance Corporation of India. The Company has provided for gratuity based on actuarial valuation done as per Projected Unit Credit Method .
- (ii) **Leave encashment:** Liability at the year end for leave encashment has been determined and provided on the basis of an actuarial valuation carried out using the method prescribed under Ind AS 19.

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

**Valuation as at**

	Gratuity (Funded)		Leave encashment (Not Funded)	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Discount Rate(s)	6.50%	7.20%	6.50%	7.20%
Expected Rate(s) of salary increase	3.00%	3.00%	3.00%	3.00%
Employee Attrition Rate(s)	2.00%	2.00%	2.00%	2.00%

The following table sets forth the particulars in respect of the Defined Benefits Plans of the Company for the year ended 31st March 2019

( ₹ in “000”, unless otherwise stated)

Particulars	Gratuity (Funded)		Leave encashment (Not Funded)	
	2019-20	2018-19	2019-20	2018-19
<b>I (a) Expense recognised in the Statement of Profit and Loss</b>	<b>2019.20</b>	<b>2018-19</b>	<b>2019.20</b>	<b>2018.19</b>
Current Service Cost	1,318.14	1,282.49	1,040.00	614.02
Past Service Cost	-	-	-	-
Net interest expense	2,011.99	2,630.62	944.29	1,095.18
Actuarial (Gain) / Loss recognized for the period	-	-	2,088.52	1,457.44
Components of defined benefit costs recognized in profit or loss	3,330.13	3,913.11	4,072.82	3,166.64
<b>(b) Included in other Comprehensive Income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Actuarial (Gain) / Loss recognized for the period	712.74	856.69	-	-
Return on Plan Assets excluding net interest	3,068.06	216.15	-	-
Actuarial (Gain) / Loss recognized in OCI	3,780.80	1,072.84	-	-
<b>II. Net Asset/(Liability) recognised in the Balance Sheet</b>				
1 Present value of defined benefit obligation	31,011.26	32,311.93	12,241.38	13,115.20
2 Fair value of plan assets	2,368.16	4,367.59	-	-
3 Surplus/(Deficit)	(28,643.10)	(27,944.34)	(12,241.38)	(13,115.20)

## WEBFIL LIMITED

Notes on Financial Statement for the Year ended 31st March, 2020

### 35 "EMPLOYEE BENEFITS" (Contd.)

(₹ in "000", unless otherwise stated)

Particulars	Gratuity (Funded)		Leave encashment (Not Funded)	
	2019-20	2018-19	2019-20	2018-19
III Change in the obligation during the year				
1 Present value of defined benefit obligation at the beginning of the year	32,311.93	39,755.38	13,115.20	14,799.76
2 Expenses Recognised in Profit and Loss Account				
- Current Service Cost	1,318.14	1,282.49	1,040.00	614.02
- Past Service Cost				
- Interest Expense (Income)	2,326.46	2,941.90	944.29	1,095.18
Actuarial Loss/(Gain) arising from :				
i. Demographic Assumptions	-	-	(5.83)	-
ii. Financial Assumptions	-	-	451.51	88.27
iii. Experience Adjustments	-	-	1,642.85	1,369.17
3 Recognised in Other Comprehensive Income				
Remeasurement gains / (losses)				
Actuarial Loss/(Gain) arising from :				
i. Demographic Assumptions	(6.15)	-	-	-
ii. Financial Assumptions	718.89	209.03	-	-
iii. Experience Adjustments	3,063.61	647.66	-	-
4 Benefit payments	(8,721.62)	(12,524.53)	(4,946.64)	(4,851.20)
5 Present value of defined benefit obligation at the end of the year	<b>31,011.26</b>	<b>32,311.93</b>	<b>12,241.38</b>	<b>13,115.20</b>
IV Change in fair value of assets during the year				
1 Fair value of plan assets at the beginning of the year	4,367.59	4,206.42	-	-
2 Adjustments to Opening Fair Value of Plan asset	-	-	-	-
3 Expenses Recognised in Profit and Loss Account	-	-	-	-
Expected return on plan assets	-	-	-	-
4 Recognised in Other Comprehensive Income	-	-	-	-
Remeasurement gains / (losses)	-	-	-	-
Actual Return on plan assets in excess of the expected return Investment Income	(4.45)	(216.15)	-	-
	314.47	311.28	-	-
5 Contributions by employer (including benefit payments recoverable)	6,412.17	12,590.57	4,946.64	4,851.20
6 Benefit payments	(8,721.62)	(12,524.53)	(4,946.64)	(4,851.20)
7. Fair value of plan assets at the end of the year	<b>2,368.16</b>	<b>4,367.59</b>	-	-
Best Estimate of Contribution During Next year	30,901.03	30,374.83	N.A.	N.A.

(₹ in "000", unless otherwise stated)

### Division of Defined Benefit Obligation (Current / Non-Current) at the end of the period

Particulars	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
1. Current Defined Benefit Obligation	10,198.06	6,802.32	3,985.04	3,332.15
2. Non-Current Defined Benefit Obligation	20,813.20	25,509.61	8,256.34	9,783.05
3. Total Defined Benefit Obligation	31,011.26	32,311.93	12,241.38	13,115.20

### Maturity profile of defined benefit obligation (Undiscounted amount) :

Period	2019.20	2018.19	2019.20	2018.19
1 year	10,198.06	6,802.32	3,985.04	3,332.15
2 to 5 years	18,145.34	24,213.07	4,946.86	8,659.18
6 to 10 years	4,948.52	6,611.13	2,445.83	2,400.12
More than 10 periods	7,641.72	5,279.28	9,341.62	3,981.31
	<b>40,933.64</b>	<b>42,905.80</b>	<b>20,719.35</b>	<b>18,372.76</b>



Notes on Financial Statement for the Year ended 31st March, 2020

(₹ in "000", unless otherwise stated)

35 "EMPLOYEE BENEFITS" (Contd.)

Gratuity (Funded)

Sensitivity Analysis

Discount Rate (- /+ 1%)	%Change Compared to base due to sensitivity
Salary Growth (- /+ 1%)	%Change Compared to base due to sensitivity
Attrition Rate (- /+ 50%)	%Change Compared to base due to sensitivity
Mortality Rate (- /+ 10%)	%Change Compared to base due to sensitivity

31-Mar-20		31-Mar-19	
Increase	Decrease	Increase	Decrease
29,998.94	32,131.80	31,298.78	33,410.12
-3.26%	3.61%	-3.14%	3.40%
32,181.16	29,906.45	33,511.80	31,187.39
3.77%	-3.56%	3.71%	-3.48%
31,214.91	30,783.46	32,501.61	32,103.30
0.66%	-0.73%	0.59%	-0.65%
31,046.61	30,975.38	32,353.74	32,269.56
0.11%	-0.12%	0.13%	-0.13%

Weighted average duration (based on discounted cash flow)

4 years

4 years

Sensitivity Analysis

Discount Rate (- /+ 1%)	%Change Compared to base due to sensitivity
Salary Growth (- /+ 1%)	%Change Compared to base due to sensitivity
Attrition Rate (- /+ 50%)	%Change Compared to base due to sensitivity
Mortality Rate (- /+ 10%)	%Change Compared to base due to sensitivity

Leave encashment (Not Funded)

31-Mar-20		31-Mar-19	
Increase	Decrease	Increase	Decrease
11,610.80	12,981.18	12,691.16	13,585.85
-5.15%	6.04%	-3.23%	3.59%
13,069.61	11,525.71	13,679.56	12,598.44
6.77%	-5.85%	4.30%	-3.94%
12,489.26	11,958.69	13,242.33	12,973.43
2.02%	-2.31%	0.97%	-1.08%
12,272.66	12,209.53	13,137.76	13,092.27
0.26%	0.26%	0.17%	-0.17%

Weighted average duration (based on discounted cash flow)

6 years

3 years

Notes:

- The expenses for the above mentioned benefits have been disclosed under the following line items.
  - Gratuity - Under 'Contribution to Provident and Other Funds'
  - Leave Encashment - Under 'Salaries, Wages, Bonus etc'
- The estimate of future salary increases have taken into account inflation, seniority, promotion and other relevant factors.
- The planned assets of the company are managed by the Life Insurance Corporation of India and the composition of the investment relating to these assets is not available with the Company.

(₹ in "000", unless otherwise stated)

36 TAX EXPENSE

Particulars

Current Income tax :	
Current income tax expense	
Tax expense in respect of earlier year	
Deferred Tax :	
Tax expense on origination and reversal of temporary differences	
Minimum alternate tax credit for the year	
Minimum alternate tax credit for earlier year	
Income tax expense reported in Profit or Loss	

For the year ended 31st March,2020		For the year ended 31st March,2019	
4,770.95		1,632.34	
(172.35)	4,598.60	-	1,632.34
322.57		6,794.14	
(89.37)		-	
(1,459.99)	(1,226.79)	-	6,794.14
	<b>3,371.81</b>		<b>8,426.48</b>

## WEBFIL LIMITED

Notes on Financial Statement for the Year ended 31st March, 2020

### 37 DEFERRED TAX ASSET

(₹ in "000", unless otherwise stated)

#### 37.1 Movement in deferred tax assets and liabilities during the year ended 31st March, 2019 and 31st March, 2020

Particulars	As at 1st April, 2018	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at 31st March, 2019
<b>Deferred Income Tax Assets</b>				
Investment	-	83.20	-	83.20
Inventory	1,685.43	30.11	-	1,715.54
Employee Benefits	12,964.79	(2,289.32)	-	10,675.47
Interest accrued and due on borrowings	2,705.43	(2,705.43)	-	-
Brought Forward Losses & Depreciation	1,316.59	(1,316.59)	-	-
Trade Receivables	5,506.74	(1,645.54)	-	3,861.20
	<b>24,178.98</b>	<b>(7,843.57)</b>	-	<b>16,335.41</b>
<b>Deferred Income Tax Liabilities</b>				
Fixed Asset	(1,336.24)	13.48	-	(1,322.76)
Interest Receivable	(131.24)	131.24	-	-
Reclassification of Items to OCI	(904.72)	-	1,183.66	278.94
	<b>(2,372.20)</b>	<b>144.72</b>	<b>1,183.66</b>	<b>(1,043.82)</b>

(₹ in "000", unless otherwise stated)

Particulars	As at 1st April, 2019	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at 31st March, 2020
<b>Deferred Income Tax Assets</b>				
Investment	83.20	-	-	83.20
Inventory	1,715.54	45.60	-	1,761.14
Employee Benefits	10,675.47	(45.51)	-	10,629.96
Reclassification of Items to OCI	-	-	-	-
Trade Receivables	3,861.20	18.55	-	3,879.75
Minimum alternate tax credit	-	1,549.36	-	1,549.36
	16,335.41	18.63	-	17,903.40
<b>Deferred Income Tax Liabilities</b>				
Depreciation	(1,322.76)	(62.26)	-	(1,385.02)
Interest Receivable	-	-	-	-
Reclassification of Items to OCI	278.94	-	704.07	983.01
	<b>(1,043.82)</b>	<b>(62.26)</b>	<b>704.07</b>	<b>(402.01)</b>

37.2 Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets liabilities relate to income tax levied by the same taxation authority

## Notes on Financial Statement for the Year ended 31st March, 2020

### 38 RESEARCH AND DEVELOPMENT

Research and development expenditure that do not meet the recognition criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

(₹ in "000", unless otherwise stated)

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>Details of expenditure for Research &amp; Development Activity</b>		
Raw material and Component consumed (Ref Note 31)	97.85	94.32
Employee Benefits expenses (Ref Note 31)	10,258.19	8,466.80
	<b>10,356.04</b>	<b>8,561.12</b>

### 39 CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in "000", unless otherwise stated)

Particulars	As at 31st March, 2020	As at 31st March, 2019
<b>i. Contingent Liabilities shall be classified as-</b>		
(a) Claims/Disputes/Demands not acknowledged as debts debt;		
(i) Disputed Sales Tax matters lying with Revision Board	-	-
(ii) Disputed Income Tax matters lying with Appellate Forum	8,520.56	8,520.56
(iii) Disputed Excise/Service Tax claims excluding interest & penalty against which appeal has been preferred by the company	-	25,116.27
(b) Guarantees excluding financial guarantees;	35,306.47	34,289.30
Guarantees issued by the Banker in connection with the Company's operation and remaining outstanding		
(c) Indemnities under export obligation (*)	38,030.53	30,489.27
 (*) In respect of Export obligation amounting to Rs.737.04 lakhs (Previous year Rs 700.65 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.		
<b>ii Commitments shall be classified as-</b>		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for,	-	-
(b) Uncalled liability on shares and other investments partly paid; and	-	-
(c) Other commitments- Letters of Credit (Import/Inland) opened by the Company's banker and remaining outstanding	32,877.43	39,294.59

## WEBFIL LIMITED

### 40 AMOUNT PAID / PAYABLE TO THE AUDITORS

(₹ in "000", unless otherwise stated)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Audit Fees	80.00	80.00
In other Capacity	40.00	40.00
	<b>120.00</b>	<b>120.00</b>

### 41 INCOME/EXPENDITURE IN FOREIGN CURRENCY

(₹ in "000", unless otherwise stated)

	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>INCOME:</b>		
For Export on FOB basis	19,990.22	37,611.79
<b>EXPENDITURE :</b>		
For Import on C.I.F basis	31,244.09	36,626.96
For Travelling	-	-
For Foreign bank charges	349.56	423.65
	<b>31,593.65</b>	<b>37,050.61</b>

- 42 Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained and as per notification number GSR 679 (E) dated 4th September, 2015

(₹ in "000", unless otherwise stated)

### SI. Particulars No.

- The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each financial year
  - Principal
  - Interest
- The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year
- The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.
- The amount of interest accrued and remaining unpaid at the end of each accounting year.
- The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.

	As at 31st March, 2020	As at 31st March, 2019
	-	-
	20,284.59	20,093.22
	-	-
	-	-
	-	-
	-	-

### 43 EARNINGS PER SHARE (EPS)

(₹ in "000", unless otherwise stated)

Particulars	Year ended 31st March, 2020	Year ended 31st March, 2019
<b>Basic/Diluted EPS:</b>		
(i) Net Profit attributable to Equity Shareholders	29,085.26	26,413.82
(ii) Weighted Average number of Equity shares outstanding (No.s) [For Basic & Diluted EPS]	8,532.50	8,532.50
<b>Basic/Diluted EPS (₹) (Face Value Rs.10 per share)</b>	<b>3.41</b>	<b>3.10</b>





Notes on Financial Statement for the Year ended 31st March, 2020

44 SEGMENT REPORTING

The Company's segment information as at and for the year ended 31st March 2019 and 31st March 2020 are as follows:

(₹ in "000", unless otherwise stated)

	FILAMENT DIVISION		DIGITAL DIVISION		UNALLOCATED		TOTAL	
	2019-20	2018-19	2019.20	2018-19	2019-20	2018-19	2019-20	2018-19
<b>REVENUE:</b>								
Domestic	11,904.19	12,954.13	4,78,563.57	5,12,561.81	-	-	4,90,467.76	5,25,515.94
Export	20,060.77	37,666.52	-	-	-	-	20,060.77	37,666.52
<b>TOTAL REVENUE</b>	<b>31,964.96</b>	<b>50,620.65</b>	<b>4,78,563.57</b>	<b>5,12,561.81</b>	<b>-</b>	<b>-</b>	<b>5,10,528.53</b>	<b>5,63,182.46</b>
<b>RESULTS:</b>								
Segment Results	(28,102.49)	(18,641.96)	85,688.83	53,786.39	-	(1,414.40)	57,586.34	33,730.03
Depreciation	244.76	292.03	866.40	583.03	-	-	-	1,111.16
Interest	1,361.92	1,433.51	9,665.47	10,100.19	5,683.53	5,662.22	16,710.92	17,195.92
<b>Operating Profit</b>	<b>-29,709.16</b>	<b>-20,367.50</b>	<b>50,040.70</b>	<b>60,916.23</b>	<b>-5,683.53</b>	<b>-7,076.62</b>	<b>39,764.26</b>	<b>15,659.05</b>
Other Income /(Expenses)	4,634.12	1,029.75	616.82	7,958.72	-	1,286.25	5,250.94	10,274.72
<b>Profit(gloss) before</b>	<b>-25,075.04</b>	<b>-19,337.75</b>	<b>50,657.52</b>	<b>68,874.95</b>	<b>-5,683.53</b>	<b>-5,790.37</b>	<b>45,015.20</b>	<b>25,933.77</b>
<b>Exceptional items</b>								
Exceptional items	-	-	(12,558.13)	8,906.53	-	-	(12,558.13)	8,906.53
<b>Profit before tax</b>	<b>-25,075.04</b>	<b>-19,337.75</b>	<b>63,215.65</b>	<b>59,968.42</b>	<b>-5,683.53</b>	<b>-5,790.37</b>	<b>32,457.07</b>	<b>34,840.30</b>
Provision for Taxation	-	-	-	-	-	-	-	-
Current Tax	-	-	-	-	4,598.60	1,632.34	4,598.60	1,632.34
Deferred Tax	-	-	-	-	(1,226.79)	6,794.14	(1,226.79)	6,794.14
<b>Profit After Tax</b>	<b>(25,075.04)</b>	<b>(19,337.75)</b>	<b>63,215.65</b>	<b>59,968.42</b>	<b>(9,055.34)</b>	<b>(14,216.85)</b>	<b>29,085.26</b>	<b>26,413.82</b>
<b>OTHER INFORMATION:</b>								
Segment Assets	30,822.50	42,349.86	5,31,347.28	3,98,897.77	20,016.50	34,124.88	5,82,186.28	4,75,372.51
Segment Liabilities	38,512.18	32,420.28	3,49,403.41	2,83,810.14	1,11,542.63	1,02,701.51	4,99,458.22	4,18,931.93
Segment Capital Expenditure	104.80	47.53	2,243.91	3,327.62	-	-	2,348.71	3,375.15

**Notes:**

The accounting policies adopted for segment reporting are in line with the accounting policies adopted in financial statements. Revenue, expenses, assets and liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment Revenue and expenses, assets and liabilities which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable Expenses" and "Unallocable assets/liabilities" respectively

# WEBFIL LIMITED

Notes on Financial Statement for the Year ended 31st March, 2020

## 45 RELATED PARTY DISCLOSURES

45.1 Other related parties with whom transactions have taken place during the year and previous year are :

Nature	Name	Designation
<b>Key Management Personnels</b>	Shri Jayanta Ray	Chairman
	Shri Sujit Chakravorti	Director
	Shri Asoke Kumar Dutt	Director
	Shri Debasis Konar	Director
	Shri Soumen Das	Director
	Shri S.Paridha	Director
	Shri Partha Das Gupta	Director
	Shri Sanjoy Bhattacharya	Director (resigned w.e.f 07.11.19)
	Shri K.Mohan	Director (appointed w.e.f 11.02.20)
	Smt. Sujata Roy	Director
	Shri Anirban Gupta	Chief Executive Officer (CEO)
	Shri Jayanta Kumar Datta	Chief Financial Officer (CFO)
	Ms. Sneha Kewat	Company Secretary

45.2 Transactions during the year

45.2.1 Key Management Personnel compensation

(₹ in "000", unless otherwise stated)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Short-Term Employee Benefits (Remuneration, Perquisites & Others)	4,642.72	4,524.61
Sitting Fees to Directors	135.00	129.00
<b>Total Compensation</b>	<b>4,777.72</b>	<b>4,653.61</b>

46 Figures for the previous year have been regrouped/reclassified to conform to the figures of the current year.

On behalf of the Board

In terms of our Report of even date.  
For **Marodia Khanna & Associates**  
Chartered Accountants  
(Firm Registration No.317147E)

**Ashok Barnwal**  
Partner  
(Membership No.056375)  
Dated : Kolkata, 14th September, 2020

**K. Mohan**  
Director  
(DIN 08385809)

**Sneha Kewat**  
Company Secretary  
(M.No A46320)

**Jayanta Kumar Datta**  
Chief Financial Officer

**Jayant Ray**  
Chairman  
(DIN 00175341)

**Sujit Chakravorti**  
Director  
(DIN 00066344)









## FORM FOR PROVIDING PAN, BANK AND CONTACT DETAILS OF SHAREHOLDER

To,  
M/S MCS SHARE TRANSFER AGENT LIMITED  
383, Lake Gardens, 1st Floor  
Kolkata - 700 045  
UNIT : WEBFIL LIMITED

Dear Sirs,  
I/We give my/our consent to update the following details in the records of WEBFIL LIMITED:

Shareholder Details	Bank Account Details of First Holder	
Folio No.	Bank Name	
	Branch Address	
First Holder		
Second Holder		
Third Holder	Account No.	
	Account Type	Savings / Current*
	IFSC	
Mobile No. (First Holder)	MICR Code	

\*Strike out whichever is not applicable

Date :

Signature(s) [Duly attested]

First holder :

**Enclosed :** Photocopy of PAN card duly attested  
Original cancelled cheque leaf / Duly attested photocopy of Bank pass book  
showing the name of the account holder.



