

SCRUTINIZER'S REPORT- COMBINED

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon]

To,

**The Chairman
WEBFIL LTD
YULE HOUSE,
8 DR RAJENDRA PRASAD SARANI,
KOLKATA- 700001**

Combined Scrutinizer's Report on Remote E-Voting in terms of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (and subsequent amendments thereon) and Voting through Electronic Voting System at the date of AGM ("Instapoll") at the Fortieth Annual General Meeting of WEBFIL LTD held on 18th December, 2020 at 04:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") (AGM)

I, Manoj Prasad Shaw, Company Secretary in Practice having membership no. FCS: 5517, CP: 4194, Proprietor of Manoj Shaw & Co. have been appointed by the Board of Directors of **WEBFIL LTD** ("the Company") as the Scrutinizer for the purpose of scrutinizing the Remote E-voting and Instapoll, made available to those shareholders who attended the AGM and did not cast their votes through Remote E-voting process, in a fair and transparent manner and ascertaining the requisite majority carried out, as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and subsequent amendments thereon and Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, at the 40th Annual General Meeting (AGM) of the Company, in respect of the resolutions contained in the Notice convening the said AGM for approval of the members therein.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereon and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, and subsequent amendments thereon, relating to voting through electronic means on the resolutions contained in the Notice of the said AGM.

My responsibility as a scrutinizer for the Instapoll and Remote E-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and to make a Scrutinizer's Report for the votes cast "In Favour" or "Against" the resolutions as stated in the Notice of the said AGM, based on the report generated from the e-voting system provided by NSDL, the authorized Agency to provide e-voting facility, engaged by the Company.

In this regard, I submit my report as hereunder:-

1. The Company had provided facility of casting vote to the members of the Company through electronic means.
2. The Remote e-voting period remained open from Tuesday, 15th December, 2020 (09:00 a.m. IST) and ended on Thursday, 17th December, 2020, (5:00 p.m. IST).
3. The members of the Company holding shares as on Cut-off date i.e. 11th December, 2020 were entitled to vote on the Resolutions as set out in the Notice.
4. The Company had followed the process as required under Rule 20 of the Companies (Management and Administration) Rules 2014 and subsequent amendments thereon, in respect of providing voting through electronic means.
5. Fifteen minutes after the conclusion of the Fortieth AGM through VC / OAVM, I unblocked the votes cast through Instapoll and remote e-voting, in the presence of two witnesses who were not in employment of the Company and e-voting result/ list of equity shareholders who have voted "IN FAVOUR" and "AGAINST" were downloaded from the e-voting website of National Securities Depository Limited (NSDL) i.e. website www.evoting.nsdl.com.
6. The particulars of all the votes cast through e-voting process have been recorded in a register separately maintained for the purpose.
7. The combined results of voting i.e. remote e-voting and voting through electronic voting system (Instapoll), through e-voting services provided by NSDL is as hereunder:-

ORDINARY BUSINESS:

Item No.1- Ordinary Resolution

Adoption of the Audited Statement of Profit & Loss for the year ended 31st March, 2020 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	4	555105	2	4220396	6	4775501	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	4	555105	2	4220396	6	4775501	100

Item No.2- Ordinary Resolution

Re-appointment of Shri Jayanta Ray, Director retiring by Rotation:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	4	555105	2	4220396	6	4775501	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	4	555105	2	4220396	6	4775501	100

Item No.3- Ordinary Resolution

Fixation of remuneration payable to Statutory Auditors of the Company for the financial year ending 31st March, 2021:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	4	555105	2	4220396	6	4775501	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	4	555105	2	4220396	6	4775501	100

SPECIAL BUSINESS:

Item No.4- Ordinary Resolution

Ordinary Resolution for appointment of Shri K. Mohan as a Director of the Company:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	4	555105	2	4220396	6	4775501	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	4	555105	2	4220396	6	4775501	100

Item No.5- Ordinary Resolution

Ordinary Resolution in relation to approval of the Company's proposed transactions with New Town Telecom Infrastructure Development Company Limited (NTTIDCO) for the Financial Year 2020-2021:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	4	555105	2	4220396	6	4775501	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	4	555105	2	4220396	6	4775501	100

Item No.6- Special Resolution

Special Resolution in relation to re-appointment of Smt.Sujata Roy, Independent Director for further five years:

	Remote e-voting		E-voting at the AGM (Instapoll)		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total number of members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	4	555105	2	4220396	6	4775501	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0
Total	4	555105	2	4220396	6	4775501	100

All the relevant records were handed over to the Company Secretary of the Company as authorized by the Board of Directors in this behalf for safe keeping.

Yours faithfully,

Date: 18.12.2020

Place: Kolkata

For Manoj Shaw & Co.
(Manoj Prasad Shaw)
(Scrutinizer)
(FCS-5517; CP-4194)
UDIN:- **F005517B001552326** .

WITNESS 1: _____

(ABHISHEK PAL)

WITNESS 2: _____

(ARIT KARMAKAR)

Counter-signed by
FOR WEBFIL LTD

SUJIT CHAKRAVORTI
(DIN: 00066344)
Chairman