

NOTICE TO MEMBERS

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 152 and Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Articles of Association of the Company, Mr. Debasis Jana [DIN: 07046349], who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 8th November, 2016, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

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

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

Registered Office:

"Yule House"

8, Dr. Rajendra Prasad Sarani,

Kolkata - 700 001

Dated: 8th August, 2017

By Order of the Board
Shinjinee Bhattacharyya
Company Secretary

Notes for members' attention:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the 37th Annual General Meeting ("the AGM" or "the Meeting"), is annexed to this Notice.
2. A Member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member. The instrument appointing proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Corporate Members intending to depute their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member entitled to vote at the Meeting or on any resolution to be moved thereat, shall be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days' notice in writing of the intention so to inspect is given to the Company.

5. The Annual Report of the Company for the year 2016-2017, circulated to the members of the Company, will be made available on the Company's website www.webfilindia.com.
6. Members are requested to furnish details pertaining to change of their addresses and all other required details to the Registrar & Share Transfer Agent in respect of shares held by them.
7. The details of Directors seeking appointment / re-appointment, in terms of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, are annexed hereto and forms part of this Notice.
8. M/s. MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata – 700 026, is the Company's Registrar and Share Transfer Agent (RTA).
9. For convenience of the members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of attendance slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
10. Members holding shares in identical order of names in more than one folio are requested to send the details of such folios to the Company or its RTA for consolidation of their holding in one folio.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. All the members are, therefore, requested to submit their PAN to the Company.
12. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desirous of availing this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the Company's RTA at the address provided above, or the Registered Office of the Company.
13. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with the Company, for receiving all communications from the Company electronically.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The instructions for remote e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company):
 - i. Open the e-mail and also open PDF file namely "WEBFIL e-voting.pdf" with your Folio No. as password. The said PDF file contains your user / login ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder - Login.

- iv. If you are already registered with NSDL for e-voting then you can use your existing user / login ID and password.
- v. If you are logging in for the first time, please enter the user / login ID and password provided in the PDF file attached.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting > Active Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of WEBFIL Limited. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shawmanoj2003@gmail.com and / or shawmanoj2003@yahoo.co.in, with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting User Manual - Shareholder, available at the 'downloads' section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- xiv. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- xv. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on 6th September, 2017, may obtain user/login ID and password by sending a request at evoting@nsdl.co.in or mcssta@rediffmail.com.

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

- B. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company):
 - i. Initial password is provided in the enclosed form: EVEN (E-Voting Event Number), user / login ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xv) above, to cast vote.
- C. Other Instructions:
 - i. The remote e-voting period commences on Sunday, 10th September, 2017 (9.00 a.m. IST) and ends on Tuesday, 12th September, 2017 (5.00 p.m. IST). During this period, members of the Company, holding shares, as on 6th September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 6th September, 2017.
 - iii. Shri Manoj Prasad Shaw, Practising Company Secretary (Membership No. FCS 5517), Proprietor of Manoj Shaw & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

- iv. Facility for voting through ballot paper shall be made available at the 37th Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
 - v. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the Meeting, and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make not later than 3 (three) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will countersign the same and declare the result of the voting forthwith.
 - vi. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
 - vii. Members of the Company holding shares as on 6th September, 2017, may opt for remote e-voting or voting at the AGM through ballot paper.
 - viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website www.webfilindia.com and on the Website of NSDL www.evoting.nsdl.com immediately on declaration of result by the Chairman, or any other person authorized by him in writing, and communicated to The Calcutta Stock Exchange Limited (CSE), where the shares of the Company are listed.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09.30 am to 6.00 pm) on all working days, up to and including the date of Annual General Meeting of the Company.
16. MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT TO THE MEETING.

Registered Office:

"Yule House"

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

Dated: 8th August, 2017

By Order of the Board
Shinjinee Bhattacharyya
Company Secretary

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

Item No. 4 :

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

Mr. Debasis Jana holds a bachelor's degree in Mechanical Engineering from Bengal Engineering College (later BESU and presently renamed as IEST), Shibpur, Howrah, and Post Graduate Diploma in Management (PGDIM) from Indira Gandhi National Open University, and has considerable experience in the field of sales & marketing of high-value heavy engineering capital equipments and projects related to boilers and water treatment solutions apart from leadership development for senior managerial functions. Mr. Jana is a functional Director (Planning) of Andrew Yule & Company Limited.

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

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

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

Item No. 5 :

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

In terms of the provisions of Section 188 of the Companies Act 2013, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, prior approval of the company by a resolution is required for according consent to transactions to be entered into as contracts or arrangements with a Related Party with respect to sale, purchase or supply of any goods or materials, directly or through appointment of agent, where the amount of the transactions in the Financial Year would amount to ten per cent or more of the turnover of the company or rupees one hundred crore, whichever is lower, or with respect to availing or rendering of any services, directly or through appointment of agent, where the volume of such transactions in the Financial Year would amount to ten per cent or more of the turnover of the company or rupees fifty crores, whichever is lower. The Turnover as aforesaid needs to be computed on the basis of the Audited Financial Statement of the preceding Financial Year. Further, as per Regulation 23(4) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, all material related party transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not, and as per Regulation 23(1) of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous

transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Since the amount of transactions to be entered into by the Company with NTTIDCO during the Financial Year 2017-2018 is likely to exceed the prescribed statutory limit for such transactions, the Members' consent is sought for implementation of the said transactions.

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

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

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

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

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

Registered Office:

"Yule House"

8, Dr. Rajendra Prasad Sarani,

Kolkata - 700 001

Dated: 8th August, 2017

By Order of the Board
Shinjinee Bhattacharyya
Company Secretary

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

Name of Director	Shri Sunil Munshi	Shri Debasis Jana
DIN	02749579	07046349
Date of Birth	22 nd August, 1957	8 th August, 1960
Date of Appointment	27 th May, 2011	7 th November, 2016
Expertise in specific functional area	Administration, Planning, Sales & Marketing and Research Expansion	Sales & marketing of high-value heavy engineering capital equipments and projects related to boilers and water treatment solutions
Number of Meetings of the Board attended during the Financial Year 2016-2017	Three	One*
Qualification	Bachelor's degree in Agriculture & Animal Husbandry	Bachelor's degree in Mechanical Engineering
Shareholding in the Company	NIL	NIL
List of other Listed Entities where Directorship held	1. Andrew Yule & Co. Ltd. (AYCL) 2. Tide Water Oil Co. (I) Ltd.	Andrew Yule & Co. Ltd. (AYCL)
Chairman / Member of the Committees of the Board across all Listed Entities in which he is a Director	Chairman - Committee of the Board of Directors(AYCL) Member - Corporate Social Responsibility Committee(AYCL) Chairman - Risk Management Committee(AYCL) Member – Stakeholders' Relationship Committee(AYCL) Member - Nomination & Remuneration Committee(Tide Water Oil Co. (I) Ltd.) Member - Compensation Committee(Tide Water Oil Co. (I) Ltd.) Chairman - Committee of Directors(Tide Water Oil Co. (I) Ltd.) Member - Risk Management Committee(Tide Water Oil Co. (I) Ltd.) Chairman – Stakeholders' Relationship Committee(Tide Water Oil Co. (I) Ltd.)	Member - Committee of the Board of Directors(AYCL) Member - Corporate Social Responsibility Committee(AYCL) Member - Risk Management Committee(AYCL)
Chairman / Member of the Committees of the Board of Directors of the Company	Member - Committee of the Board of Directors Member - Nomination & Remuneration Committee Member - Stakeholders Relationship Committee Member - Risk Management Committee	Member - Nomination & Remuneration Committee Member - Committee of the Board of Directors Member - Stakeholders Relationship Committee
Disclosure of relationships between Directors inter se	No relationship shared between Directors inter se	No relationship shared between Directors inter se
Terms and conditions of appointment	Shri Sunil Munshi, a Non-Executive Director on the Board of the Company, is entitled to receive Sitting Fees as approved by the Board of Directors for attending meetings of the Board and its Committees of which he is a member. Such Sitting Fees are paid to Andrew Yule & Company Limited, as per his directions. Apart from this, he has no pecuniary relationship with the Company in his personal capacity.	Shri Debasis Jana, a Non-Executive Director on the Board of the Company, is entitled to receive Sitting Fees as approved by the Board of Directors for attending meetings of the Board and its Committees of which he is a member. Such Sitting Fees are paid to Andrew Yule & Company Limited, as per his directions. Apart from this, he has no pecuniary relationship with the Company in his personal capacity.

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