

NOTICE TO MEMBERS

NOTICE is hereby given that the 35th 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 23rd day of September, 2015 at 4.00 p.m. to transact the following business:

1. To consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Jayanta Ray (DIN: 00175341), who retires by rotation and being eligible, offers himself for re-appointment.
3. To fix the remuneration payable to the Statutory Auditors of the Company for the financial year ending 31st March, 2016.

SPECIAL BUSINESS:

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

4. As an Ordinary Resolution:

"RESOLVED that Shri Amiya Narayan Bhattacharyya (DIN: 02484307) who was appointed a Director of the Company with effect from 29th May, 2014 in the casual vacancy caused by the resignation of Shri Kallol Datta and who, in terms of Section 161(4) of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri Amiya Narayan Bhattacharyya as a candidate for the office of Director, be and is hereby appointed a Director of the Company."

5. As an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read together with Schedule IV to the Act, as amended from time to time and Clause 49 of the Standard Listing Agreement with the Stock Exchange, Smt. Sujata Roy (DIN: 07209179), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th May, 2015 in terms of Section 161(1) of the Act and who holds office upto the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act read together with the said clause of the Listing Agreement and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 25th May, 2020."

The Register of the Members and the Transfer Register of the Company will remain closed from 17th September, 2015 (Thursday) to 23rd September, 2015 (Wednesday), both days inclusive.

Registered Office:

"Yule House"

8, Dr. Rajendra Prasad Sarani,

Kolkata - 700 001

Dated: 11th August, 2015

By Order of the Board

Ayan Dutta

Company Secretary

Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting, is annexed to this Notice.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and a proxy need not be a member. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The details of Directors seeking appointment / re-appointment, in terms of Clause 49 of the Listing Agreement, are annexed hereto and form part of this Notice.
4. Messrs. MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Kolkata – 700 026 has been appointed as Registrar and Share Transfer Agent (RTA) of the Company.
5. Members holding shares in more than one account are requested to intimate to the Registrars of the Company the ledger folios to enable the Company to consolidate the same into one account.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. All the members are, therefore, requested to submit their PAN to the Company.
7. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. This may be effected by way of a written request to the Company.
8. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with the Company.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the revised Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 35th 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 become member of the Company after dispatch of the notice and holding shares as on 16th September, 2015 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. (xii) above, to cast vote.

C. Other Instructions:

- i. The remote e-voting period commences on Sunday, 20th September, 2015 (9.00 a.m. IST) and ends on Tuesday, 22nd September, 2015 (5.00 p.m. IST). During this period, members of the Company, holding shares, as on 16th September, 2015, 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 16th September, 2015.
 - iii. Shri Manoj Prasad Shaw, Practising Company Secretary (Membership No. FCS 5517), Proprietor of Manoj Shaw & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
 - iv. Facility for voting through polling paper shall be made available at the 35th Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the concerned meeting.
 - v. The Scrutinizer shall, after conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting within a period not exceeding 3 (three) working days from the conclusion of the remote e-voting period, in the presence of at least 2 (two) witnesses not in the employment of the Company and make not later than 3 (three) days of conclusions of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company who will countersign the same and declare the result of voting forthwith.
 - vi. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - vii. Members of the company holding shares as on 16th September, 2015, may opt for remote e-voting or voting at the AGM through polling paper.
 - viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website www.webfilindia.com and on the Website of NSDL www.evoting.nsdl.com immediately on declaration of result by the Chairman and communicated to The Calcutta Stock Exchange Limited (CSE), where the shares of the Company are listed.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09.30 am to 6.00 pm) on all working days, up to and including the date of Annual General Meeting of the Company.

11. KINDLY BRING YOUR COPY OF THE ANNUAL REPORT TO THE MEETING.

Details of Directors seeking Appointment/ Re-appointment at the Annual General Meeting
[In pursuance of Clause 49(VIII)(E)(1) & (2) of the Listing Agreement]

Name of Director	Shri Jayanta Ray	Shri A. N. Bhattacharyya	Smt. Sujata Roy
Date of Birth	9 th May, 1935	29 th October, 1956	28 th July, 1954
Date of Appointment	1 st July, 1982	29 th May, 2014	26 th May, 2015
Expertise in specific functional area	Finance, Administration and Management	Supply Chain Management, Production, Planning, Marketing and Administration	Project Management, Risk Management, Quality Assurance
Qualification	B. Sc., ACMA (London)	B.E. (Mech.), Post Graduate Diploma In Journalism	M.Sc (Physics) from IIT Kharagpur; Post graduate Diploma in Computing Science from Indian Statistical Institute, Calcutta; CQA from Quality Assurance Institute, USA
Shareholding in the Company	100 Shares	NIL	NIL
List of other Public Limited Companies in which Directorship held	1. New Town Telecom Infrastructure Development Co. Ltd.	1. Yule Financieng & Leasing Co. Ltd. 2. Hooghly Printing Co. Ltd. 3. The Bengal Coal Co. Ltd. 4. New Town Telecom Infrastructure Development Co. Ltd. 5. Katras Jherriah Coal Co. Ltd. 6. Yule Agro Industries Ltd.	NIL
Chairman / Member of the Committees of the Board across all public Companies in which he/she is a Director	NIL	Chairman – Committee of the Board of Directors (YFLC)	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	Chairman - Committee of the Board of Directors	Member - Committee of the Board of Directors / Nomination & Remuneration Committee / Risk Management Committee / Stakeholders Relationship Committee	NIL
Disclosure of relationships between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se	No relationship shared between Directors inter-se

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

Item No. 4 :

Shri Amiya Narayan Bhattacharyya was appointed as a non-executive Director of the Company with effect from 29th May, 2014 in the vacancy caused by the resignation of Shri Kallol Datta, in terms of the provisions of Section 161(4) of the Companies Act, 2013 and the Rules framed thereunder. Accordingly Shri Bhattacharyya will hold office upto the date of forthcoming Annual General Meeting of the Company.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company.

Shri Bhattacharyya is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has given his consent to act as a Director, if appointed.

Shri Bhattacharyya holds a Bachelors degree in Mechanical Engineering and Post Graduate Diploma in Journalism. Shri Bhattacharyya has been associated with the Company for last 13 years. He has over 37 years of experience in the area of engineering, supply chain management, production, planning, marketing and administration.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Bhattacharyya is appointed as a Director of the Company.

Shri Bhattacharyya does not hold any share of the Company in his own name.

The Board recommends appointment of Shri Amiya Narayan Bhattacharyya as a Director of the Company.

No person, as specified under Section 102(1)(a) of the Companies Act, 2013, other than Shri Bhattacharyya is in any way concerned or interested in this Resolution proposed to be passed.

Item No. 5 :

As per the provisions of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the Company should have at least one Woman Director. Accordingly, pursuant to Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the Board of Directors have proposed that Smt. Sujata Roy be appointed as an Independent Director of the Company. The appointment of Smt. Sujata Roy shall be effective upon approval by the members in the meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company.

Smt. Sujata Roy is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has given her consent to act as a Director, if appointed.

The Company has received a declaration from Smt. Roy that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the revised Listing Agreement with the Stock Exchange. In the opinion of the Board Smt. Roy fulfils the conditions for her

appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Smt. Roy is independent of the management and possesses appropriate skills, experience and knowledge.

Smt. Roy holds a degree of M.Sc in Physics from IIT Kharagpur, Post graduate Diploma in Computing Science from Indian Statistical Institute (ISI), Calcutta and CQA from Quality Assurance Institute, USA. Smt. Roy is having a work experience across a wide range of functions like Project Management, Risk Management, Quality Assurance, Software Development, Leadership Development, Career Advancement, Senior Managerial functions, Training and Teaching.

Smt. Roy is currently functioning as an independent consultant and is also serving as a consultant to IIT Kharagpur. She is currently the Vice President of IIT Kharagpur Alumni Foundation, Governing Body member of the IIT Kharagpur Alumni Association, Kolkata and a member of the IT Committee of the Bengal Chamber of Commerce & Industry (BCC&I).

She does not hold any share of the Company in her own name.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Sujata Roy is appointed as an Independent Director of the Company.

Copy of the draft letter of appointment of Smt. Sujata Roy as an Independent Director setting out the terms and conditions, is available for inspection by the members at the Registered Office of the Company.

The Board recommends appointment of Smt. Sujata Roy as a Director.

No person, as specified under Section 102(1)(a) of the Companies Act, 2013, other than Smt. Sujata Roy is in any way concerned or interested in this Resolution proposed to be passed.