



Fiberweb (India) Limited

Manufacturers of : Spunbond Nonwoven Fabrics

30th August, 2018

Dy. General Manager (Corporate Relation Dept.),
The Bombay Stock Exchange Ltd.,
1st Floor, New Trading Ring, Rotunda Bldg.,
P.J. Towers, Dalal Street, Fort,
MUMBAI – 400 001.

Sub: Notice of Annual General Meeting Regulation 30 (2) of SEBI (LODR) Reg, 2015.

Scrip code: 507910

Dear Sir,

Pursuant to Regulation 30(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 please find enclosed herewith Notice of Annual General Meeting of the members of the Company to be held on Tuesday, 25th September, 2018 along with Explanatory Statement for the business to be transacted as stated in the notice.

Kindly take note of the same.

Thanking you

Yours faithfully,
For Fiberweb (India) Limited

Sonal Sharma

Sonal Sharma
Company Secretary & Compliance Officer



Encl: AGM Notice

Product is manufactured in the plant, where the Management system is certified for ISO 9001:2008, 14001:2004, OHSAS 18001:2007

Mumbai : "KIRAN", Ground Floor, 128 Bhaudaji Road, Matunga, Mumbai - 400019.
Phone : 91 (22) 2404 4855 / 76 / 2408 2689 / 90 Fax : 91 (22) 2404 4853
Regd. Office: Airport Road, Kadaiya, Nani Daman, (U.T.) - 396 210.
& Works Phone : 91 (260) 222 0766/0458/1458/1858/0958 Fax : 91 (260) 2220758
E-mail : fiberweb@vsnl.net.fiberweb@fiberwebindia.com
Website : fiberwebindia.com

CIN NO. L25209DD1985PLC004694



ISO 9001:2008, 14001:2004, OHSAS 18001:2007



FIBERWEB (INDIA) LIMITED

CIN: L25209DD1985PLC004694

Registered office: Airport Road, Kadaiya, Nani Daman, Daman (U.T) 396210

Phone: 0260-2221458 Fax: 0260-2220758 Website: www.fiberwebindia.com Email: fiberweb@vsnl.net.

NOTICE

Notice is hereby given that the **33rd Annual General Meeting** of the members of **Fiberweb (India) Limited** will be held on Tuesday, 25th September, 2018, at **10.00 a.m.** at the **Hotel Ocean Inn, Plot No. 20, Devka Beach, Nani Daman (U.T.) - 396 210** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt :
 - (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Bhavesh P. Sheth (DIN: 02862487) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Ms. Soniya P. Sheth (DIN: 02658794) who retires by rotation and being eligible offers herself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration 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 pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. A. V. Jobanputra & Co., Chartered Accountants (Registration No. 104314W) as an Auditor of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditor."

SPECIAL BUSINESS

5. To re-appoint Mr. G. Ravindran (DIN : 00137551) as a Whole-time Director and in this regard, pass the following resolution as a **Special Resolution**:

"Resolved that in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the recommendation of the Nomination and Remuneration committee, consent of the members of the company be and is hereby accorded

to the re-appointment of Mr. G. Ravindran (DIN : 00137551) as a Whole-time Director, designated as Executive Director of the company for a further period of 5 (five) consecutive years from the expiry of his present term of office, that is, with effect from 1st January, 2018 to 31st December, 2022 to discharge the duties as may be entrusted to him on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. G. Ravindran, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-appoint Mr. Bhadresh H. Shah (DIN: 00629457) as an Independent Director and in this regard to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI Listing Regulations, 2015 and as per the recommendation of the Nomination and Remuneration committee, Mr. Bhadresh H. Shah (DIN: 00629457), who was appointed as an Independent Director and whose term expires at this Annual General Meeting and being eligible 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 re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years for a term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2023 and his office shall not be liable to retirement by rotation".

7. To appoint Mr. Gopalji M. Rana (DIN:01982997) as an Independent Director and in this regard to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI Listing Regulations, 2015 and as per the recommendation of the Nomination and Remuneration committee, Mr. Gopalji M. Rana (DIN:01982997), who was appointed as an Independent Director and whose term expires at 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 re-appointed as an Independent Director of the Company to hold office

for a second term of 5 (five) consecutive years for a term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2023 and his office shall not be liable to retirement by rotation

**By order of the Board of Directors
For FIBERWEB (INDIA) LIMITED**

**Sonal Sharma
Company Secretary**

**Place: Mumbai
Date: 9th August, 2018**

Registered Office:

Air Port Road,
Kadaiya, Nani Daman
Daman (U.T.) 396 210.
CIN: L25209DD1985PLC004694
E-mail: fiberweb@vsnl.net
Website: www.fiberwebindia.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The Instrument of Proxy, in order to be effective should be deposited at the registered office of the Company, duly completed and signed, not less than 48 Hours before the commencement of the Meeting.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 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.

2. A Corporate Member intending to send its authorized representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 is requested to send the Company a certified true copy of the Board Resolution authorizing such representative to attend and vote its behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. In terms of Section 152 of the Companies Act, 2013 Mr. Bhavesh P. Sheth (DIN: 02862487) and Ms. Soniya P. Sheth (DIN: 02658794), Directors, retire by rotation at the Meeting and being eligible offer themselves for re-appointment. The Board of Directors of the Company recommended their respective re-appointments. Mr. Pravin V. Sheth, on completion of his terms of appointment ceased to be a Managing Director of the Company. Mr. Pravin V. Sheth, Managing Director liable to retirement by rotation, whose term expired on 30th September, 2018 did not offer himself for re-appointment and accordingly he was not re-appointed as a Managing Director of the Company. Mr. Pravin V. Sheth, continue to be Chairman of the Company. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which

- they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI (LODR) Regulations, 2015 with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.
5. The relevant details as required under Regulation 36(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") of the persons seeking appointment /re-appointment as Directors are provided in Annexure to this Notice.
 6. M/s A. V. Jobanputra & Company Chartered Accountant (Registration No. 104314W) has been appointed as Statutory Auditor for 5 years in the 29th AGM of 2014 subject to ratification by the members at every AGM.
 7. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized to attend and vote on their behalf at the meeting.
 8. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details etc. to their respective Depository Participants (DPs) and those holding shares in physical form are to intimate the above said changes to the Registrar and Share Transfer Agent of the Company at **M/s. Sharex Dynamic (India) Private Limited, Unit No.1, Luthra Industrial Premises, 1st Floor, Andheri-Kurla Road, Safed Pool, Andheri (East) Mumbai-400072**. The Company will not entertain any direct request from such members for this.
 9. The Share Transfer Books and the Register of Members of the Company will remain close from 18/09/2018 to 25/09/2018 (both days inclusive).
 10. The relevant documents referred above to in any of the items of the Notice are available for inspection by the members at the Registered Office of the Company on any working day during the business hours of the Company upto the date of the meeting and at the meeting.
 11. In case of joint holders attending the meeting, only such a joint holder who is higher in the order of names will be entitled to vote.
 12. Members who hold shares in dematerialized form are requested to bring their CLIENT ID AND DP ID numbers for easy identification of attendance at the meeting. Only bona fide members of the Company whose names appear on the Register of Members / Proxy holders, in possession of valid attendance slips duly filled and signed along with the identity proof will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
 13. Members seeking any information with regard to accounts of the Company are requested to send their queries so as to reach the registered office at least 10 days before the meeting to enable the management to keep the information ready for clarification.
 14. As a measure of economy, copies of the Annual Report shall not be distributed at the meeting and therefore members are requested to bring their copies of Annual Report to the meeting.
 15. Annual Report for the financial year 2017-18 along with the Notice of 33rd Annual General Meeting, remote e-voting, proxy form and attendance slip will be sent through electronic mode to the Members

whose email ids are registered with the Company / Depositories for communication purpose unless any Member has requested for a physical copy of the same. Physical copy of the Annual Report along with the aforesaid documents will be sent by the permitted mode to those Members whose email ids are not registered with the Company / Depositors.

16. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a Green Initiative in Corporate Governance and allowed companies to serve documents on its shareholders through electronic mode. Members are requested to support this green initiative by registering/updating their e-mail address, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with company/its Share Transfer Agents.
17. In terms of provisions of section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly write to the Company's Share Transfer Agent, **M/s. Sharex Dynamic (India) Private Limited, Unit No.1, Luthra Industrial Premises, 1st Floor, Andheri-Kurla Road, Safed Pool, Andheri(East)Mumbai-400072** for nomination form quoting their folio number. Shareholders holding shares in the dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.
18. The Equity Shares of the Company are listed at the following stock exchange:
The Ahmedabad Stock Exchange Ltd., Ahmedabad, Kamdhenu Complex, Opp. Sahajanand College, Panjara Pole, Ahmedabad - 380 015.
The Bombay Stock Exchange Ltd., Phiroze Jeebhoy Towers, Dalal Street, Fort, Mumbai - 400001.
The listing fee to the above exchange has been paid.
19. **Information and other instruction relating to e-voting are as under:**
 - (i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted vide notification dated March 19, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote at the Thirty third Annual General Meeting of the Company by electronic means and the business may be transacted through e-voting services provided by CDSL.
 - (ii) For Members attending the Meeting who have not cast their vote by remote e-voting, the Company shall be making arrangements for the Members to cast their votes in respect to the business stated in this Notice through ballot form. The Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
 - (iii) The Company has engaged the services of Central Depository Service Limited ("CDSL") as the Agency to provide e-voting facility.
 - (iv) The Board of Directors of the Company has appointed Mr. Bipin C. Shah, Practicing Chartered Accountant, Mumbai as Scrutinizer to scrutinise the remote e-voting process in a fair and

transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

- (v) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **September 18, 2018**.
- (vi) A person, whose name is recorded in the register of member or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. **September 18, 2018** only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot paper.
- (vii) Any person who acquires shares and become member of the Company after despatch of the notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at www.evotingindia.com or issuer / RTA.
- (viii) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Saturday, 22/09/2018 at 9.00 a.m.** and ends on **Monday, 24/09/2018 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, 18/09/2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant **FIBERWEB (INDIA) LIMITED** on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- I. At the Annual General Meeting at the end of the discussion of the Resolution on which voting is to be held, the chairman shall with the assistance of the Scrutiniser order voting for all those members who are present but have not cast their vote electronically using the Remote e-voting facility.
- II. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- III. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting. The Scrutiniser shall not later than 48 hours of conclusion of the meeting, make a consolidated Scrutiniser’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.

The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.

- IV. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.fiberwebindia.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 5

Based on the recommendation of the Nomination and Remuneration committee, the Board of Directors of the Company (the 'Board'), at its meeting held on 5th December, 2017 has, subject to the approval of members, re-appointed Mr. G. Ravindran as a Wholetime Director designated as an Executive Director liable to retire by rotation for a period of 5 (five) years from the expiry of his present term, which expired on 31st December, 2017 at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. G. Ravindran, Whole-time Director designated as an Executive Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. G. Ravindran are as under:

1. Salary of Rs. 1,00,000/- per month including dearness allowance, with an annual increase of Rs.5,000/- upto Rs.1,25,000/-
2. The Company's contribution towards Provident Fund as per the Company's Rules but not exceeding 12% of the salary as laid down in the Income Tax Rules, 1962.
3. Privilege Leave on full pay and allowance as per the Rules of the Company but not exceeding 1 month's leave for every 11 months of service completed.
4. The Executive Director shall not be entitled to any sitting fees for attending the meeting of the Board of Director or any Committee thereof.
5. Gratuity not exceeding half month's salary for each completed year of service.

PERQUISITES :

Mr. G. Ravindran shall be entitled to the following perquisites as Executive Director of the Company. However, the perquisites shall be counted for fulfilling the conditions mentioned in Schedule V of the Companies Act, 2013.

- a. Reimbursement of medical expenses actually incurred for self and family subject to a ceiling of one month's salary in any year or three month's salary in a block of three years.
- b. Leave Travel Concession for self and family once in a year in accordance with the Rules of the Company.
- c. Fees of clubs and credit/debit card for official use only.
- d. Personal accident and travel insurance, premium whereof shall not exceed Rs.10,000/- per annum.
- a. For the purpose of computing the aforesaid ceiling, perquisites would be valued as per the Income Tax Rules, 1962, wherever applicable. Provision for use of Company's car for official duties, Insurance, cellular phone and telephone at residence (including payment for local calls and long distance official

calls) shall not be included in the computation of perquisites for the purpose of computing the aforesaid ceiling.

General:

- (i) The Executive Director will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Executive Director shall adhere to the Company's Code of Business, Conduct & Ethics for Directors and Management Personnel.
- (iv) The office of the Executive Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

Keeping in view that Mr. G. Ravindran has rich and varied experience in the industry and has been involved in the operations of the Company, it would be in the interest of the Company to re-appoint Mr. G. Ravindran as Executive Director.

Accordingly, approval of the members is sought for passing the Special Resolution as set out at item no. 5 of the notice.

Mr. G. Ravindran Age: 66 years, Qualification: B. Tech (Chem Engg), M. Tech (Ind. Management), Name of the Companies in which also holds directorship: None other than Fiberweb (India) Ltd. Name of companies in which he holds Membership/chairmanship: None.

Mr. G. Ravindran is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. G. Ravindran under Section 190 of the Act.

Details of Mr. G. Ravindran are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. G. Ravindran is interested in the resolution set out at Item No. 5 of the Notice. The relatives of Mr. G. Ravindran may be deemed to be interested in the resolution set out at Item No.5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Special Resolution set out at Item Nos. 5 of the Notice for approval by the members.

Item Nos. 6 and 7

Mr. Bhadresh H. Shah Age: 65 years. Qualification: B. E. Bachelor of Engineering, Nature of expertise: Civil & Plastic Engineering, Name of the Companies in which he also holds Directorship: None other than Fiberweb (India) Ltd., Name of the Companies in which he also holds Membership/Chairmanship: Chairman of share transfer cum stakeholder relations committee and Audit committee of Fiberweb (India) Ltd.

He is holding 36500 shares of the Company in his name.

It will be in the interest of the Company that Mr. Bhadresh H. Shah continues as an Independent Director of the Company.

Mr. Gopalji M. Rana Age: 74 years Qualification: B.E. Bachelor of Engineering, M.B.A. Nature of expertise: Management &Marketing, Name of the companies in which he also holds Directorship: None. Name of companies in which he holds Membership/ Chairmanship: None.

He is not holding any shares of the Company.

It is proposed to re-appoint Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana as Independent Director under Section 149 of the Act and Regulation 25 of the SEBI Listing Regulations, 2015, to hold office for 5 (five) consecutive years for a term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2023.

Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana were appointed as an Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana for the office of Directors of the Company.

The Company has also received declarations from Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 25 of the SEBI Listing Regulations, 2015.

In the opinion of the Board, Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana fulfill the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations, 2015. Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 6 and 7, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letters for respective appointments of Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as an appropriate disclosure under Regulation 25 of the SEBI Listing Regulations, 2015 with the Stock Exchanges.

Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana are interested in the resolutions set out respectively at Item Nos. 6 and 7 of the Notice with regard to their respective appointments.

The relatives of Mr. Bhadresh H. Shah and Mr. Gopalji M. Rana may be deemed to be interested in the resolutions set out respectively at Item Nos. 6 and 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item Nos. 6 and 7 of the Notice for approval by the shareholders.

By order of the Board of Directors
For FIBERWEB (INDIA) LIMITED

Sonal Sharma
Company Secretary

Place: Mumbai
Date: 9th August, 2018

Registered Office:
Air Port Road,
Kadaiya, Nani Daman,
Daman (U.T.) 396 210.
CIN: L25209DD1985PLC004694
E-mail: fiberweb@vsnl.net
Website: www.fiberwebindia.com

DETAILS OF DIRECTORS

SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(In pursuant of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Mr. G. Ravindran	Mr. Bhavesh P. Sheth	Ms. Soniya P. Sheth	Mr. Bhadresh H. Shah	Mr. Gopalji M. Rana
DIN	00137551	02862487	02658794	00629457	01982997
Date of Birth	23rd February, 1952	24th October, 1963	14th February, 1985	17th September, 1953	24th June, 1942
Date of appointment	15th October, 1999	30th January, 2010	30th September, 2015	7th January, 1997	16th January, 2008
Qualification	B. Tech (Chem Engg), M. Tech (Ind. Management)	Chartered Accountant	M.A.	B. E. Bachelor of Engineering	B.E. Bachelor of Engineering
Nature of Expertise	Responsible for manufacturing facility	Financial Systems & other Software Development and implementation experience, Business development, an organization strategy experience, Business process, Re-engineering, Management consulting and project management.	Interior Decorator, Investment consultant & Dynamic professional also having good marketing experience.	Civil & Plastic Engineering	Management & Marketing
List of Directorships of other Companies as at 31st March, 2018	NIL	3:- Sun Capital & Consultancy Pvt. Ltd. - Sun Properties Pvt. Ltd. - Star Dev. Pvt. Ltd.	3:- Kunststoffe Industries Ltd. - Stallion Breweries Ltd. - Chemical & Alkali Distributors Ltd.	NIL	NIL

List of Membership/ Chairmanship of the Committees* of other Board as at 31st March, 2018	NIL	NIL	NIL	NIL	NIL
Shareholding in Fiberweb (India) Limited	2664 equity shares	416,548 equity shares	3,000 equity shares	36500 equity shares	NIL
Relationship between directors inter- se	-	Son of Pravin V. Sheth, Chairman & Managing Director.	Spouse of Pravin V. Sheth, Chairman & Managing Director.	-	-
Terms and Conditions of appointment	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company	As per Nomination and Remuneration Policy of the Company

*Only Audit and Stakeholders Relationship Committees are considered.

By order of the Board of Directors
For FIBERWEB (INDIA) LIMITED

Sonal Sharma
Company Secretary

Place: Mumbai

Date: 9th August, 2018

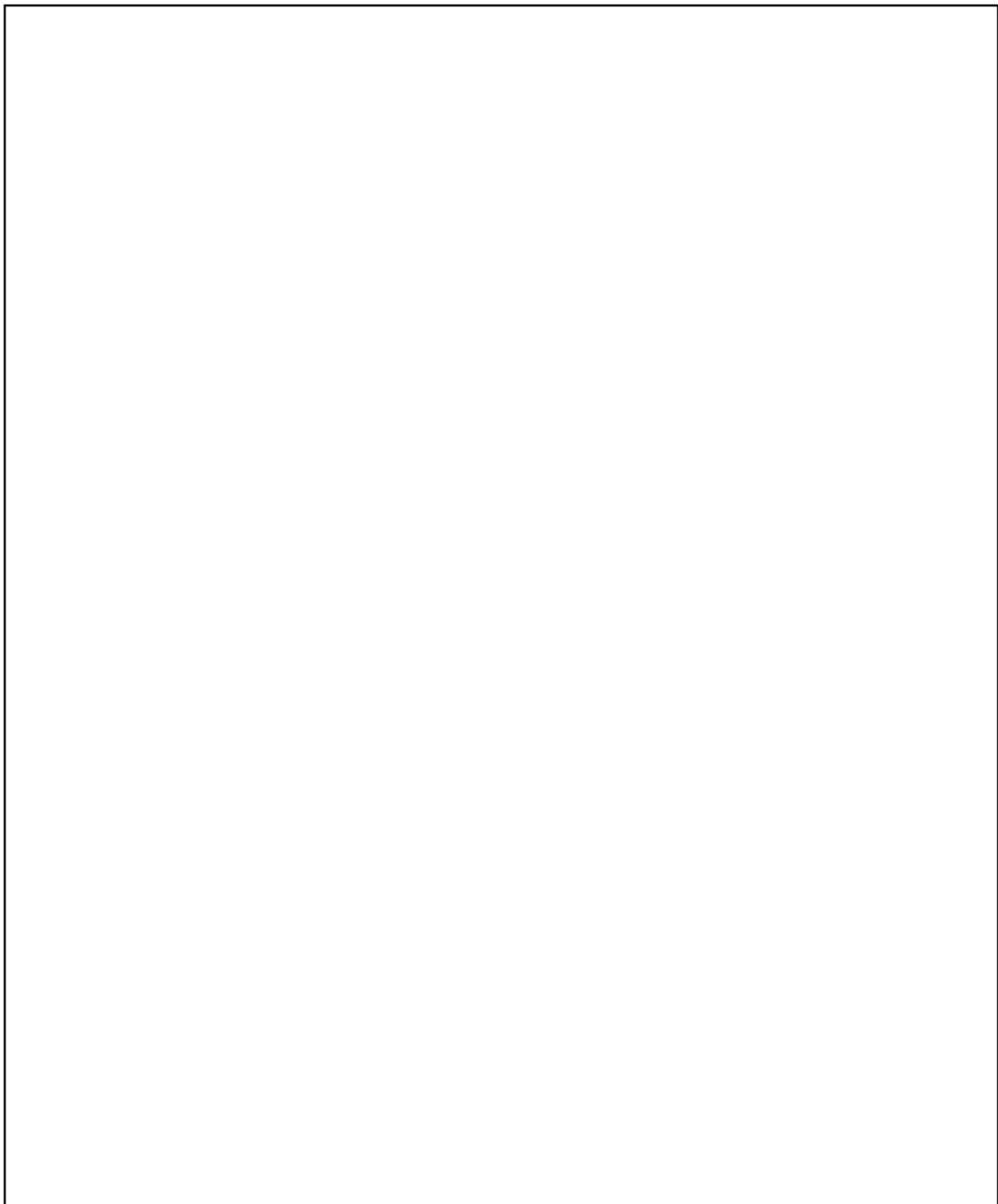
Registered Office:

Air Port Road,
Kadaiya, Nani Daman,
Daman (U.T.) 396 210.

CIN: L25209DD1985PLC004694


E-mail: fiberweb@vsnl.net

Website: www.fiberwebindia.com



FIBERWEB (INDIA) LIMITED



 Hotel Ocean Inn, Plot No. 20,
Devka Beach, Nani Daman
(U.T.) - 396 210



FIBERWEB (INDIA) LIMITED

CIN L25209DD1985PLC004694

Registered office: Airport Road, Kadaiya, Nani Daman, Daman (U.T) 396210

Website: www.fiberwebindia.com Email: fiberweb@vsnl.net Tel: 0260-2221458 Fax: 0260-2220758

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L25209DD1985PLC004694

Name of the Company: FIBERWEB (INDIA) LTD.

Registered office: Airport Road, Kadaiya, Nani Daman, Daman (U.T) 396210

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No/Client Id	
DP/ ID	

I/We, being the member(s) of Shares of the above named Company, hereby appoint:

(1) Name: Address:

E-mail Id: Signature: or failing him;

(2) Name: Address:

E-mail Id: Signature: or failing him;

(3) Name: Address:

E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 33rd Annual General Meeting of the Company to be held on Tuesday, 25th September 2018 at 10.00 a.m. at the Hotel Ocean Inn, Plot No. 20, Devka Beach, Nani Daman (U.T.) - 396 210 and at any adjournment thereof in respect of such resolutions as are indicated below:

Optional*

Resolution No.	Resolution	For	Against	Abstain
Ordinary Business				
1	To receive, consider and adopt : (a) The Audited Financial Statement of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon. (b) The Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the Report of Auditors thereon.			
2	Reappointment of Mr. Bhavesh P. Sheth who retires by rotation.			
3	Reappointment of Ms. Soniya P. Sheth who retires by rotation.			
4	Ratification of appointment of M/s A. V. Jobanputra & Co., Chartered Accountant as Statutory Auditor and authorize the Board of Directors to fix their remuneration.			
Special Business				
5	To reappoint Mr. G. Ravindran as Executive Director.			
6	To reappoint Mr. Bhadresh H. Shah as an Independent Director.			
7	To reappoint Mr. Gopalji M.Rana as an Independent Director.			

Signed this..... day of2018.

Signature of shareholder (s).....

Signature of Proxy holders (s).....

Affix1 Rupee Revenue Stamp

Notes:

- (1) This form 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.
- (2) For the Resolution, Explanatory Statement and Notes please refer to the Notice of the 33rd Annual General Meeting.
- * (3) It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.



FIBERWEB (INDIA) LIMITED

CIN: L25209DD1985PLC004694

Registered office: Airport Road, Kadaiya, Nani Daman, Daman (U.T) 396210.

Tel. No. (260) 2220766/1458, Fax No. (260) 2220758,

Website -www.fiberwebindia.com, Email: fiberweb@vsnl.net

BALLOT FORM

(In Lieu of e-voting)

Name and Registered Address of the Sole/First Named Shareholder	
Name(s) of Joint Shareholders(s) If any	
Registered Folio No. DP ID No./Client ID No*. * Applicable for holding shares in Dematerialisation form	
Number of Equity shares held	

I/ We hereby exercise my/our vote in respect of the Resolutions(s) to be passed for the business stated in the Notice of 33rd Annual General Meeting of the Company to be held on Tuesday, September 25th, 2018 by conveying my/our assent or dissent to the said Resolutions(s) by placing the tick (✓) mark at the appropriate box below.

Sr. No.	Resolution	No. of equity shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
	Ordinary Business			
1	To receive, consider and adopt : (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon. (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the Report of Auditors thereon.			
2	Reappointment of Mr. Bhavesh P. Sheth who retires by rotation.			
3	Reappointment of Ms. Soniya P. Sheth who retires by rotation.			
4	Ratification of appointment of M /s A. V. Jobanputra & Co., Chartered Accountant as Statutory Auditor and authorize the Board of Directors to fix their remuneration.			
	Special Business			
5	To reappoint Mr. G. Ravindran as Executive Director			
6	To reappoint Mr. Bhadresh H. Shah as an Independent Director			
7	To reappoint Mr. Gopalji M.Rana as an Independent Director			

Place :

Date :

Signature of Shareholders



FIBERWEB (INDIA) LIMITED

CIN: L25209DD1985PLC004694

Registered office: Airport Road, Kadaiya, Nani Daman, Daman (U.T) 396210
Website: www.fiberwebindia.com Email: fiberweb@vsnl.net Tel: 0260-2221458 Fax: 0260-2220758

ATTENDANCE SLIP 33rd Annual General Meeting – 25th September 2018

DP ID – Client ID / Folio No.	
Name & Address of sole Member	
Name of Joint Holder(s), if any	
No. of shares held	

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 33rd ANNUAL GENERAL MEETING of the Company at Hotel Ocean Inn, Plot No. 20, Devka Beach, Nani Daman (U.T.) - 396 210 at 10.00 a.m. on Tuesday, 25th September, 2018.

Member's / Proxy's signature

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ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN No. / Seq. No

NOTE: Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of Annual General Meeting. The voting time starts from Saturday, September 22, 2018 from 9.00 a.m. and ends on Monday, September 24, 2018 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.