

35th Annual Report 2019 - 2020



Fiberweb (India) Limited

ISO 9001 : 2015 Company

FIBERWEB (INDIA) LIMITED

BOARD OF DIRECTORS	Mr. Pravin V. Sheth – Chairman Emeritus Mr. Bhavesh P. Sheth Ms. Soniya P. Sheth Mr. Bhadresh H. Shah Mr. Gopalji M. Rana Mr. C.A. Rege Mr. Vijay M. Satkalmi (upto 29/06/2020) Mr. Rajesh Shukla (w.e.f. 06/02/2020)
KEY MANAGERIAL PERSONNEL	Mr. Rajesh Shukla - CEO (w.e.f. 06/02/2020) Mr. Mukesh M. Pandya - CFO (w.e.f. 08/11/2019) Ms. Dipika Shinde - Company Secretary (w.e.f. 16/08/2019)
STATUTORY AUDITORS	M/s. Akshay Kirtikumar & Associates Chartered Accountants, Mumbai
INTERNAL AUDITORS	M/s. Atul Dedhia & Associates Chartered Accountants, Mumbai
SOLICITORS	Little & Co., Mumbai Divyakant Mehta & Associates, Mumbai
REGISTERED OFFICE	Airport Road, Kadaiya, Nani Daman, Daman (U.T.) 396 210. Email – fiberweb@fiberwebindia.com Website - www.fiberwebindia.com
BANKERS	State Bank of India, IFB Branch Malad Bank of Baroda, Matunga, Mumbai ICICI Bank, Dadar, Mumbai
WORKS	Plot No. 92/93B, 100' Coastal Highway, Nani Daman, Daman (U.T.) 396 210
LISTED ON STOCK EXCHANGE	BSE Limited and Ahmedabad
REGISTRARS & SHARE TRANSFER AGENTS	SHAREX DYNAMIC (INDIA) PVT. LTD. C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083



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@fiberwebindia.com

NOTICE

Notice is hereby given that the **35th Annual General Meeting** of the members of **Fiberweb (India) Limited** will be held on **Wednesday, 30th September, 2020 at 09.00 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 Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of Auditors thereon.

2. To declare a final dividend on equity shares for the financial year ended 31st March, 2020 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 a dividend at the rate of ₹ 0.50 (Fifty Paise Only) per equity share of ₹ 10/- (Ten Rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2020 and the same be paid out of the profits of the Company for the financial year ended 31st March, 2020."

- 3. 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.**
- 4. To appoint a Director in place of Mrs. Soniya P. Sheth (DIN: 02658794) who retires by rotation and being eligible offers herself for re-appointment.**

SPECIAL BUSINESS

5. To appoint Mr. Rajesh Umashankar Shukla (DIN: 08690226) as Executive Director, 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 Sections 149, 152 and any 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), Mr. Rajesh Umashankar Shukla (DIN: 08690226), who was appointed as an Additional Executive Director on 06th February, 2020 by the Board of Directors of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 and as recommended by the Nomination and Remuneration Committee, 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

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is hereby appointed as Executive Director of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and Mr. Rajesh Umashankar Shukla and he will be liable to retire by rotation."

"RESOLVED FURTHER THAT any of the directors of the Company, be and is hereby severally authorized to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

6. To appoint Mr. C. A. Rege (DIN: 01707700) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), 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, if any 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 pursuant to the recommendation by the Nomination and Remuneration Committee, Mr. C. A. Rege (DIN: 01707700), who was appointed as an Independent Director of the Company for five consecutive years from 30th Annual General Meeting (AGM) upto to conclusion of the 35th Annual General Meeting and whose term expires at this Annual General Meeting and being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second consecutive term of 5 (five) years for a term up to the conclusion of the 40th Annual General Meeting of the Company to be held in the calendar year 2025 and he shall not be liable to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby granted to the continuation of appointment of Mr. Pravin V. Sheth (DIN: 00138797) as a 'Non-Executive, Non-Independent Director' of the Company, liable to retire by rotation."

8. To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby granted to the continuation of appointment of Mr. Gopalji M. Rana (DIN: 01982997) as a 'Non-Executive, Independent Director' of the Company."

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

**Dipika Shinde
Company Secretary**

Place: Mumbai
Date: 10th August, 2020

Registered Office:

Air Port Road,
Kadaiya, Nani Daman
Daman (U.T.) 396 210.
CIN: L25209DD1985PLC004694
E-mail: fiberweb@fiberwebindia.com
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/HERSELF 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 Annual General 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. Corporate Members intending to send their authorized representative(s) to attend the meeting in terms of Section 113 of the Companies Act, 2013, are requested to send the Company a certified true copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.
3. A 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 the provisions of Section 152 of the Act, Mr. Bhavesh P. Sheth (DIN: 02862487) and Mrs. Soniya P. Sheth (DIN: 02658794), Directors, retire by rotation at the ensuing Annual General Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.

Mr. Bhavesh P. Sheth and Mrs. Soniya P. Sheth are interested in the Ordinary Resolution set out at item Nos. 3 and 4, respectively, of the Notice with regards to their re-appointment. Further both are related to each other, hence interested in the Ordinary Resolution set out at item Nos. 3 and 4 of the Notice. Mr. Pravin V. Sheth, Director / Chairman Emeritus, being related to Mr. Bhavesh P. Sheth and Mrs. Soniya P. Sheth may be deemed to be interested in the resolution set out at item Nos. 3 and 4 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 4 of the Notice.

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-appointments as Directors /Directors retiring by rotation are provided in Annexure to this Notice.

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6. 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 **Sharex Dynamic (India) Private Limited, C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083**. The Company will not entertain any direct request from such members for this.
7. Pursuant to provisions of Section 91 of Companies Act, 2013, the Share Transfer Books and the Register of Members of the Company will remain close from 24th September, 2020 to 30th September, 2020 (both days inclusive).
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. Annual Report for the financial year 2019-20 along with the Notice of 35th 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 Notice 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. Further the aforesaid documents can also be accessed on the Company's website i.e. www.fiberwebindia.com and website of BSE Limited i.e. www.bseindia.com
14. 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 to 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.
15. 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, C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083** 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.

16. DIVIDEND AND RECORD DATE

The **Record Date** for determining the name of the members eligible for Dividend on Equity shares, if declared at this meeting is Wednesday, 23rd September, 2020.

Dividend for financial year ended 31st March, 2020, as recommended by the Board of Directors at their meeting held on 10th August, 2020, if approved at this Annual General meeting, will be paid/ dispatched on due dates to those shareholders whose names appear in the Register of Members on Wednesday, 23rd September, 2020. In case of Members holding shares in physical form, whose names appear in the Register of Members of the Company on Record date i.e. Wednesday, 23rd September, 2020 and in case of Members holding shares in electronic form, to all Beneficial Owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Wednesday, 23rd September, 2020

PAYMENT OF DIVIDENDS THROUGH ELECTRONIC MODE

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have directed that, listed companies shall make all payments to investors including dividend to shareholders, by using any RBI approved electronic mode of payment.

In order to receive the dividend without loss of time, all the eligible shareholders holding shares in demat mode are requested to update with their respective Depository Participants before 23rd September, 2020, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, E- Mail ID and Mobile No(s). This will facilitate the remittance of the dividend amount as directed by SEBI in the Bank Account electronically.

Shareholders holding shares in physical form may communicate details relating to their Bank Account, 9 Digit MICR Code, 11 digit IFSC Code, E- Mail ID and Mobile No(s) to the Registrar and Share Transfer Agents i.e. Sharex Dynamic (India) Private Limited before 23rd September, 2020 by quoting the reference folio number and attaching a photocopy of the Cheque leaf of their Active Bank account and a self-attested copy of their PAN card.

Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

FOR RESIDENT SHAREHOLDERS, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or

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more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

FOR NON-RESIDENT SHAREHOLDERS, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

Further members who have either not claimed or have not yet encashed their dividend warrant(s) for interim dividend for FY 2017-18 or for final dividend for FY 2018-19, can submit the dividend warrant(s) if any available with them for revalidation to the Company/RTA. Shareholders are requested to ensure that they claim the dividend(s) from the Company before transfer of said dividend amount to the IEPF.

17. The Equity Shares of the Company are listed at the following stock exchange:

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001

The listing fee to the above exchange has been paid.

The Ahmedabad Stock Exchange Ltd., Ahmedabad, Kamdhenu Complex, Opp. Sahajanand College, Panjara Pole, Ahmedabad - 380 015 – This Stock Exchange was derecognized by SEBI.

18. 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 19th March, 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 Shareholders the facility to exercise their right to vote at the Thirty fifth Annual General Meeting of the Company by electronic means and the business may be transacted through e-voting services provided by CDSL.

- (ii) For Shareholders attending the Meeting who have not cast their vote by remote e-voting, the Company shall be making arrangements for the Shareholders to cast their votes in respect to the business stated in this Notice through ballot form. The Shareholders 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 **K. Pratik & Associates Company Secretary in practice, 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. **23rd September, 2020**.
- (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. **23rd September, 2020** 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 dispatch 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 **Sunday, 27th September, 2020 at 9.00 a.m.** and ends on **Tuesday, 29th September, 2020 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 **Wednesday, 23rd September, 2020**, 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" module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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 Shareholders 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">Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders 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 Shareholders 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 **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.