

not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions (including price) in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the Convertible Equity Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT

The Relevant Date for the purpose of determining the minimum Issue Price of the Warrants on Preferential basis under SEBI (ICDR) Regulations, 2009 and conversion thereof into equity shares of Rs. 10/- each shall be 19.01.2017, which is thirty (30) days prior to the date of EGM, and accordingly the warrants so issued shall, on exercise of rights attached thereto shall be converted into equal number of equity shares of Rs. 10/- each at par as may be determined.

The Equity Shares allotted on conversion of Warrants in terms of this resolution shall be subject to the Memorandum and Article of Association of the Company and shall be listed and traded on all the Stock Exchanges and shall rank paripassu in all respects with the existing equity shares of the Company.

The aforesaid Warrants allotted in terms of this resolution & the resultant Equity Shares arising on exercise of right attached to such warrants shall be subject to a lock-in period in accordance with regulation 78 of the SEBI (ICDR) Regulations, 2009.

The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.”

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

- i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holder at the time of exercising the option.
- ii. In the event of the Warrant holder does not exercise the option of conversion within the warrant exercise period, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company.
- iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act, the Memorandum & Articles of Association of the Company and various Guidelines/Regulations issued by SEBI or any authority or any modifications thereof.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Warrants and the resultant Equity Shares to the holders of the Warrants upon exercise of right to subscribe the shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above mentioned resolutions, the Board/Committee of Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things (including sub-delegating its power to authorized representatives) as it may, in its absolute discretion, deem necessary, desirable or expedient for issue of Convertible Equity Warrants, including deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations and listing thereof with the Stock Exchange as appropriate and to resolve and

settle all queries that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants & Equity Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions.”

By order of the Board of Directors of,
Fiberweb (India) Limited

Pravin V Sheth
(Chairman/Managing Director)
DIN:-00138797

Place: Mumbai
Date: 19/01/2017

NOTES:

1. The Explanatory Statement and reasons for the proposed resolutions stated hereinabove; pursuant to section 102 of the Companies Act, 2013("the Act") read with Companies (Incorporation) Rules, 2014 , Companies (Share Capital and Debentures) Rules, 2014 and Companies (Meetings of Board and its Powers) Rules, 2014 in respect of Special Business are appended hereto.
2. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Extra-Ordinary General Meeting.
3. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Extra-Ordinary General Meeting is annexed.
5. Members are requested to bring their admission slip along with copy of the report to the Meeting.
6. All Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Extra-Ordinary General Meeting.
7. Members are requested to notify immediately any change in their addresses to the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B.
11. The Ministry of Corporate Affairs (vide circular nos. 17/ 2011 and 18/2011 dated April 21 and April 29, 2011 respectively, has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode.

12. Electronic copy of the Notice is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice is being sent in the permitted mode.
13. Members may also note that the Notice of the Extra-Ordinary General Meeting will also be available on the Company's website www.fiberwebindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: fiberweb@fiberwebindia.com is requested to support this green initiative by registering / updating their e-mail addresses.
14. Members can request for a Ballot Form at Fiberweb (India) Limited, KIRAN, Ground Floor, 128, Bhaudaji Road, Matunga, Mumbai - 400019 (Maharashtra) or they may also address their request through E-mail to: fiberweb@fiberwebindia.com; Contact No. 022-24044855/2408.
15. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on February 11, 2017.
16. Mr. S.K.Pandey, Practicing Company Secretary (ACS 8546) and/or failing Ms. Sajedabanu Patel an Independent professional has been appointed as the Scrutinizer to Scrutinize the E-Voting process in a fair and transparent manner (including the Ballot form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
17. Members can cast their vote and send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. S K Pandey, Practicing Company Secretary, &/or failing Ms. Sajedabanu Patel, at 45, Raja Bahadur Building, Tamarind Lane, Above Garden Jolly Restaurant, Fort, Mumbai - 400001 Tel.: 022-66390257, E-mail: pandeysk2004@yahoo.co.in so as to reach him on or before Friday, February 17, 2017 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
18. The Results of voting shall be declared at the EGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of EGM.

19. The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
20. The voting through electronic means will commence on Wednesday, 15thFebruary, 2017, at 9.00am to Friday, 17thFebruary, 2017, at 5.00pm. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.

Voting through electronic means

The instructions for e-voting are as under:

- i. The e-voting period begins on Wednesday, 15thFebruary, 2017, at 09.00am to Friday, 17thFebruary, 2017, at 5.00pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 11th February, 2017, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com
- iii. Click on Shareholders
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 as mentioned in instruction (iv).

viii. After entering these details appropriately, click on “SUBMIT” tab.

ix. Members holding shares in physical form will then reach directly 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.

x. For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for <Fiberweb (India) Limited> on which you choose to vote.

xii. 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.

xiii. Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.

- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration for 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

By order of the Board of Directors of,
Fiberweb (India) Limited

Pravin V Sheth
(Chairman/Managing Director)
DIN:-00138797

Place: Mumbai
Date: 19/01/2017

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

The following explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013, sets out all material facts relating to the business items of the accompanying notice.

ITEM NO. 1:

The Board of Directors of the Company ("the Board") at their meeting held on 19.01.2017 discussed the future plans of the Company and possible growth options. The present paid-up capital of the Company is only Rs. 12.60crore. The Company proposes to expand its manufacturing facilities at the present Nani Daman unit, for which substantial funds is required. The proposed preferential issue will benefit the Company in the long run as the promoter and/or non-promoter are bringing the funds at a premium, which will benefit the Company as well as other shareholders of the Company. The proposed funds will give leverage to the Company to expand its manufacturing facilities, which can give better return on investment. It was also felt that the present capital is too small for the growth & investment activities, which Company intend to undertake in future. Based on the above discussions, the Board in order to raise resources to fund the expansion plans of its present manufacturing facilities, to invest in wholly owned subsidiaries; to repay any loans/ICD taken, to meet working capital requirements and for general corporate purposes, thought it prudent to infuse fresh equity capital in the Company by issue and allotment of 1800000 (Eighteen Lacs only) Convertible Equity Warrants of face value of Rs. 10/- (Rupees Ten Only) each at a Issue Price of Rs. 181/- (including premium amount of Rs. 171/-) per Convertible Equity Warrants aggregating to Rs. 325800000/- (Rupees Thirty-Two Crores Fifty-Eight Lacs Only), or at such higher prices as may be determined in compliance with Chapter VII of the SEBI (ICDR) Regulations, 2009 on Preferential Basis to the Strategic Investors, not forming part of the Promoter Group of the Company.

The present Authorized Capital of the Company is Rs.300000000/- consisting of 30000000 equity shares of Rs. 10/- each & paid-up capital of the Company is Rs. 125958550/- consisting of 12595855 equity shares of Rs. 10/- each. After the proposed preferential issue (assuming full conversion of warrants into equity shares) the paid-up capital will be Rs. 143958550/- consisting of 14395855 equity shares of Rs. 10/- each. Hence, after the proposed preferential issue the paid-up capital of the Company is within the limit of the present authorized capital of the Company & there is no need to increase the authorized capital of the Company.

Disclosure that is required to be made pursuant to clause 73(1) of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2009 and subsequent amendments thereto [“SEBI (ICDR) Regulations, 2009”]:

(i) Object of the Issue:

The main object of the issue of Warrants convertible into Equity Shares pursuant to the Resolution set out in the accompanying Notices shall be for any one or in combination with any one or more of the purposes shall be to augment resources for meeting its business requirements, expansion plans of its manufacturing facilities; to meet long working capital requirements of the Company; to invest in marketable securities; to invest in wholly owned subsidiaries; to grant loans/ICD & repay any loans/ICD taken by the Company; other general corporate purpose.

(ii) Relevant Date:

The Equity Shares of the Company is listed on BSE Limited & it is frequently traded at the Exchange, during six months or two weeks preceding the relevant date i.e. 19.01.2017 as arrived at in accordance with the provisions of Regulation 73(4) & Regulation 71 of SEBI (Issue of capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.

(iii) Price of the Issue:

The preferential allotment of 1800000 Warrants convertible into equity shares of the face value of Rs. 10/- each at a Issue Price of Rs.181/- (including premium amount of Rs. 171/- each on Convertible Equity Warrants), or at such other higher prices as may be determined as per Chapter VII of SEBI (ICDR) Regulations, 2009.

(iv) Payment & Conversion Terms:

25% of the value of the Warrants (advance payment) shall become payable on the date of their allotment. The balance amount is payable at the time of conversion of Warrants into Equity Shares. In case the conversion option is not exercised within a period of 18 months from the date of allotment, the Company will affect forfeiture of the advance payment. The warrants are converted at the option of the allottees on payment of the balance amount of the issue price. The said advance payment shall be adjusted against the price payable subsequently for acquiring the resultant shares by the warrant holder upon conversion of warrants.

Upon receipt of the requisite payment, as above the Board shall allot one equity share against each warrant by appropriating Rs. 10/- per equity shares towards equity share capital (Rs. 10/-).

The warrant by itself, till converted into equity shares, does not give to the holder thereof any rights of the shareholders of the Company. Any of the Warrants convertible into Equity Shares issued as above, that may remain un-subscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity accompanied in this notice, on the same terms and conditions.

(v) The Intention of the Promoters/Promoter Group/Directors/Key Management Persons to subscribe to this Offer:

None of the Promoters/ Promoter Group/ Director/ Persons in Promoter/ Key Management Persons of the Company are subscribing to the offer.

(vi) Shareholding Pattern before and after the Proposed Preferential Issue:

Category	Pre-Issue Equity Holdings		Allotment of Securities		Post-Issue Equity Holdings *(Assuming full allotment of 1800000 equity shares)	
	No. of Shares	% of Share Holding	No. of Securities	% of Holding	No. of Shares	% of Share Holding
1) Promoter Holdings						
a. Indian Promoters	8031922	63.77	0	0.00	8031922	55.79
b. Foreign Promoters	0	0.00	0	0.00	0	0.00
Sub-Total	8031922	63.77	0	0.00	8031922	55.79
2) Non-Promoters Holding						
a. Institutions	51174	0.41	0	0.00	51174	0.35
b. Central Government	300000	2.38	0	0.00	300000	2.08
c. Resident Indians (Individuals, HUF)	3246185	25.77	1180000	65.56	4426185	30.75
d. Bodies Corporate	400787	3.18	620000	34.44	1020787	7.09
e. Others	565787	4.49	0	0.00	565787	3.93
Sub-Total	4563933	36.23	1800000	100.00	6363933	44.21
Total	12595855	100.00	1800000	100.00	14395855	100.00

* On assumption that entire 1800000 Warrants will be converted into Equity Shares.

(vii) The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of Post Preferential Issue Capital that may be held by them:

A. The proposed allottees of 1800000 equity warrants issued pursuant to the Special Resolution at Item No. 1 of the Notice and the percentage of the expanded capital to be held by them after the proposed allotment of the said equity shares to them are as under:

Sr. No.	Name of the Proposed Allottees	Identity of the Ultimate Beneficial Owners*	No. & % of Equity Shares Held Prior to the Preferential Allotment	No. & % of Equity Shares to be Issued And Allotted (Assuming Full Conversion)	No. & % of Post Issue Equity And Voting Share Capital* (Assuming full allotment of 1800000 equity shares)		
<i>Non-Promoter Group:</i>							
1	A V R INVESTMENTS ADVISORS LLP	1) RITU LAHOTI & 2) ANITA LAHOTI	NIL	500000	27.78	500000	3.47
2.	SHEETAL KAUSHAL MEHTA	N.A	NIL	50000	2.78	50000	0.35
3.	CHANDRIKA MANAHAR DOMADIA	N.A	NIL	50000	2.78	50000	0.35
4.	JIGNASHA V. SHAH (Partner of M/S. J. V. SHAH)	JIGNASHA V. SHAH	NIL	125000	6.94	125000	0.87
5.	SAMEER R SHAH (Partner of M/S.VIMAL TRADING)	SAMEER R SHAH	NIL	150000	8.33	150000	1.04
6.	MAHESH N. SHAH (Partner of M/S. M. N. SHAH)	MAHESH N. SHAH	NIL	75000	4.17	75000	0.52
7.	RAJNIKANT M. SHAH (Partner of M/S.VEER ENTERPRISE)	RAJNIKANT M. SHAH	NIL	50000	2.78	50000	0.35
8.	JIGARBHAI A SHAH (Partner of M/S. P.K.VORA)	JIGARBHAI A SHAH	NIL	130000	7.22	130000	0.90
9.	RAJNIKANT M SHAH (Partner of M/S.MEETA INVESTMENT)	RAJNIKANT M SHAH	NIL	50000	2.78	50000	0.35
10.	AJINKYA MERCANTILE PVT. LTD.	1) DIGAMBAR KRUSHNARAO KALE & 2) SHOBHA DIGAMBAR KALE	NIL	120000	6.67	120000	0.83
11.	NEMISH ISHWARLAL DAVDA (Partner of M/S.SAVJANI ENTERPRISE)	(1) NEMISH ISHWARLAL DAVDA & (2) DHAVAL GIRISHBHAI RAIYANI	NIL	250000	13.89	250000	1.74
12.	SAGAR KISHORBHAI GAJERA (Partner of M/S. SHAH ENTERPRISE)	(1) SAGAR KISHORBHAI GAJERA & (2) NIKUNJ NAVINBAHI SANGHANI	NIL	250000	13.89	250000	1.74
Total				1800000	100.00	1800000	12.50

* On assumption that entire 1800000 Warrants will be converted into Equity Shares.

(viii) Proposed time within which allotment shall be completed:

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, 2009 the Board proposes to allot the Convertible Equity warrants within a period of 15 (fifteen) days of the date of passing of resolution at EGM or within a period of 15 days of receipt of approval from regulatory authority whichever is later.

(ix) Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern.

(x) Lock-in :

The aforesaid allotment of Equity Shares (after conversion of warrants into equity shares) arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

(xi) Change in the control or composition of the Board :

Subsequent to the proposed issue of Warrants convertible into equity shares, (assuming full conversion) on preferential basis, there will neither be a change in control nor a change in the management of the Company. However there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the convertibility of Warrants into equity shares.

(xii) Undertakings :

- (i) The Issuer Company undertakes that they shall re-compute the price of the Convertible Equity Warrants issued in terms of the SEBI (ICDR) Regulations, 2009, where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

(xiii) Auditor`s Certificate :

A copy of the certificate from the Statutory Auditors of the Company, certifying that the issue of the Warrants convertible into Equity Shares is being made in accordance with the requirement of SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 10.00 A.M. to 6.00 P.M. on any working day up to the date of Extra-Ordinary General Meeting and at the meeting.

Further, under section 23,42,62 of the Companies Act, 2013, approval of the Shareholders is required for allotment of securities on preferential basis. Accordingly, the consent of the Shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), wherever applicable, SEBI (ICDR) Regulations, 2009, if any, and in terms of the provisions of the Listing Agreements executed by the Company with BSE Limited. None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder. The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders. Your Directors recommend the Special Resolution for the approval of Members.

By order of the Board of Directors of,
Fiberweb (India) Limited

Place: Mumbai
Date: 19/01/2017

Pravin V Sheth
(Chairman/Managing Director)
DIN:-00138797
Date:19/01/2017