



Fiberweb (India) Limited

Manufacturers of : Spunbond Nonwoven Fabrics

Date: 03rd February, 2022

To,
The General Manager,
Department of Corporate Services,
BSE Ltd.,
Ground Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai – 4000 001.

Sub: Postal Ballot Notice for Preferential Issue

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice dated February 01, 2022.

The aforesaid Notice is sent to the members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date being Wednesday, February 02, 2022, on their registered email address.

The aforesaid Notice is also uploaded on the Company's website i.e <https://fiberwebindia.com>

In compliance with the provisions of Companies Act, 2013 and rules framed there under and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed the following dates in connection with the Postal Ballot:

Cut-off date to vote on Postal Ballot resolutions	Wednesday, February 02, 2022
Commencement of e-voting	Monday, February 07, 2022
End of e-voting	Tuesday, March 08, 2022
Voting Result and Scrutinizer's Report	On or before March 10, 2022

We request you to take the above information on record.

Thanking you,

For **Fiberweb (India) Limited**


Kratika Gada
Company Secretary
Membership No – A56481
Encl:



Product is manufactured in the plant, where the Management system is certified for ISO 9001:2015, 14001:2015, OHSAS 18001:2007

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



ISO 9001:2015, 14001:2015, OHSAS 18001:2007

CIN NO. L25209DD1985PLC004694



FIBERWEB (INDIA) LIMITED

CIN: L25209DD1985PLC004694

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

Tel. No. 02602221458, Fax No. 02602220758, Website - www.fiberwebindia.com,

Email: fiberweb@fiberwebindia.com

**NOTICE OF POSTAL BALLOT
PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

To

The Members of Fiberweb (India) Limited

NOTICE("Notice" or "Postal Ballot Notice") is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act" / "Companies Act") other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, as amended and other applicable laws and regulations (including any statutory modification or re-enactment thereof) read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 1012021 dated 23rd June 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") for seeking consent of the shareholders / members of Fiberweb (India) Limited ("**the Company**") ("**Members**"), to pass the proposed resolution mentioned below as a Special Resolution through Postal Ballot by way of remote electronic voting ("E-voting") and Postal Ballot process.

The Board of Directors of the Company ("**Board**") at its meeting held on January 24, 2022, subject to the approval of the shareholders of the Company by way of a special resolution through the postal ballot and subject to receipt of approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved issue of **64,00,000 Equity Shares** of face value Rs. 10/- each of the Company at an issue price of Rs. 53/- per equity share (including premium of Rs. 43/- per equity share) aggregating Rs. 33,92,00,000/- and issue of **48,00,000 Share Warrants** carrying an option/entitlement to subscribe for equivalent number of Equity Shares of Rs. 10/- each for each Share Warrants, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, at an application price of Rs. 13.25/- per share warrant aggregating Rs. 6,36,00,000/- being 25% of the Issue price of Rs. 53/- per warrant (including premium of Rs. 43/- per share warrant) on preferential basis to Non promoters.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act, and Regulation 163(1) of the SEBI ICDR Regulations ("Explanatory Statement"), pertaining to the resolutions setting out the material facts and the reasons is appended hereto for your consideration. You are requested to peruse the proposed

resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulation, 2015, the Members may cast their votes either through Postal Ballot Form or through electronic voting (e-Voting). Those Members opting for e-Voting may follow the procedure as recommended by Central Depository Services Limited ('CDSL'), the e-Voting agency appointed for the purpose, under E-VOTING INSTRUCTIONS of this Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the company has appointed Mr. Pratik Kalsariya, Practicing Company Secretary (ACS 33502), as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

The remote e-voting period commences on Monday, February 07, 2022 (9.00 AM Indian Standard Time) and ends on Tuesday, March 08, 2022 (5.00 PM Indian Standard Time) and the e-voting module will be disabled / blocked after 5.00 PM on Tuesday, March 08, 2022 i.e. voting shall not be allowed beyond the said date and time. The Cut-off date for the purpose of determining eligibility of members for voting has been fixed as Wednesday, February 02, 2022.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman or any Director or in their absence to the Company Secretary of the Company, as may be authorized by the Board in this regard. The result of the Postal Ballot will be announced by the Chairman or any person authorised by the Chairman in writing on or before Thursday, March 10, 2022, at the Company's registered office at Mumbai. The results, together with the Scrutinizer's report, will be displayed at the registered office and on the website of the Company i.e., www.fiberwebindia.com besides being communicated to BSE Limited on which the equity shares of the Company are listed.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the attached self-addressed Business Reply Envelope, so as to reach the Company **not later than closing of working hours (5.00 P.M.) on Tuesday, March 08, 2022**. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that any Postal Ballot Form(s) received after the closing hours of the said date shall be deemed invalid. No other form or photocopy thereof is permitted.

Members desiring to opt for e-voting as per the facility arranged by the company are requested to read the instructions in the Notes under the section "Voting through Electronic Means" References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Members are requested to consider the following resolutions:

Special Business:

1. ISSUE OF EQUITY SHARES OF THE COMPANY TO INVESTORS ON PREFERENTIAL BASIS

To consider and thought fit to give assent or dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to (i) the provisions of Sections 23, Section 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(S), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**SEBI (ICDR) Regulations, 2018**]; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**SEBI (LODR) Regulations, 2015**]; (iv) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST) Regulations, 2011]; (v) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India, stock exchanges where the shares of the Company are listed (**“Stock Exchange”**) and/or any other statutory / regulatory authority; (vi) the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (**the “Board”**), which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, on preferential basis to group of Investors, not forming part of the Promoter Group of the Company upto 64,00,000 (Sixty Four Lakhs) equity shares of Rs.10/- (Indian Rupees Ten only) face value (**“Equity Shares”**) for cash at a price of Rs. 53/- (including a premium of Rs. 43/- per share) for a consideration not exceeding an aggregate amount of Rs.33,92,00,000/- (Rupees Thirty Three Crore and Ninety Two Lakhs only) to the following investor(**the “Allottee”**) by way of preferential allotment on a private placement basis (**“Preferential Allotment”**), in accordance of Chapter V of the SEBI (ICDR) Regulations, 2018 for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion;

Name of Allottee	Category	No of Shares	Subscription Amount (in Rs.)
1. M/s UI NEILL BRANDS PRIVATE LIMITED	Non Promoter	50,00,000 shares	Rs 26,50,00,000/-
2. M/s QADOSH VENTURES PRIVATE LIMITED	Non Promoter	14,00,000 shares	Rs 7,42,00,000/-
TOTAL		64,00,000 shares	Rs 33,92,00,000/-

RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Shares as per Regulation 161 of the SEBI (ICDR) Regulations, 2018 is Friday, 21st January , 2022 as per the Valuation Report provided by Mr Nikunj Kanodia , Registered Valuer.

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 Preferential Allotment shall be made on the following terms and conditions:

- (i) The Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottee
- (iii) Allotment of Shares shall only be made in dematerialized form.
- (iv) The Shares allotted to the Allottee shall rank paripassu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018.
- (v) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Directors, Company Secretary and the Chief Financial Officer of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India , SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required."

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

2. ISSUE OF SHARES WARRANTS OF THE COMPANY TO INVESTORS ON PREFERENTIAL BASIS

To consider and thought fit to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to (i) the provisions of Sections 23, Section 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(S), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**SEBI (ICDR) Regulations, 2018**]; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**SEBI (LODR) Regulations, 2015**]; (iv) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST) Regulations, 2011]; (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India, stock exchanges where the shares of the Company are listed ("**Stock Exchange**") and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s),

regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (**the "Board"**), which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, on preferential basis to group of Investors, not forming part of the Promoter Group of the Company upto 48,00,000 (Forty Eight Lakhs) Shares warrants ("**Warrants**") carrying an option/entitlement to subscribe for equivalent number of Equity Shares of Rs. 10/- each for each Share Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, at an application price of Rs 13.25 (Rupees Thirteen and Twenty Five Paise only) per share warrant aggregating to amount of Rs 6,36,00,000 (Rupees Six Crore Thirty Six Lakhs Only) being 25% of the Issue Price of Rs.53/- per share warrant (including premium of Rs. 43/- per share warrant) by way of preferential allotment on a private placement basis ("**Preferential Allotment**"), in accordance of Chapter V of the SEBI (ICDR) Regulations, 2018 for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion;

Name of Allottee	Category	No of Warrants	Subscription Amount (in Rs.)
1. M/s UI NEILL BRANDS PRIVATE LIMITED	Non Promoter	28,00,000 warrants	Rs 3,71,00,000/-
2. M/s QADOSH VENTURES PRIVATE LIMITED	Non Promoter	20,00,000 warrants	Rs 2,65,00,000/-
TOTAL		48,00,000 warrants	Rs6,36,00,000/-

RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Shares as per Regulation 161 of the SEBI (ICDR) Regulations, 2018 is Friday, 21st January , 2022 as per the Valuation Report provided by Mr Nikunj Kanodia , Registered Valuer.

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 aforesaid issue of Warrants shall be subject to the following terms and conditions:

(i) Each Warrant held by the Proposed Warrant Allottee ("Warrant Holder") shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "Warrant Exercise Period").

(ii) The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue/application Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercise of conversion of Warrants.

(iii) Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.

(iv) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under

(v) Warrants shall be issued and allotted by the Company only in dematerialized form.

(vi) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottee.

(vii) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

(viii) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall be subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board/Committee(s) of the Board and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, applications to Stock Exchanges, filing of requisite documents with the Registrar of Companies,

Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, of the said Warrants, including making an offer to the proposed warrant allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

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

Pravin V. Sheth
Director
DIN No – 00138797

Place :Daman

Date :February 1 , 2022

Registered Office:

Airport Road, Kadaiya,

Nani Daman,

Daman (U.T.) – 396210

CIN : L25209DD1985PLC004694

E-mail :fiberweb@fiberwebindia.com

Website :www.fiberwebindia.com

Notes:

1. An Explanatory Statement for the proposed special resolutions, pursuant to Section 102, read with Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, setting out material facts and reasons for the proposed resolutions in respect of the business matters as set above is annexed hereto and forms a part of this Notice.
2. In accordance with Section 110 of the Companies Act read with the Postal Ballot Rules, the item of business set out in the abovementioned notice is sought to be passed through postal ballot. The postal Ballot Form and a self-addressed stamped envelope are enclosed for use of members.
3. The Postal Ballot notice is being to those shareholders of the Company whose name appears on the Register of Members / List of Beneficial Owners received from the Depositories as on Wednesday, February 02, 2022.
4. A copy of this Notice has been placed on the website of the Company
5. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agents. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.
6. A member cannot exercise his/her vote through proxy on postal ballot. However, Corporate and Institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/authority/letter/power attorney, etc.) in favour of their authorized representatives to the Company at fiberweb@fiberwebindia.com
9. The Board of Directors of the Company has appointed Mr. Pratik Kalsariya, Practicing Company Secretary (ACS 33502), as the Scrutinizer for conducting the postal ballot voting process including e-voting in a fair and transparent manner.

10. The e-voting period commences on Monday, February 07, 2022 (9.00 AM Indian Standard Time) and ends on Tuesday, March 08, 2022 (5.00 PM Indian Standard Time). During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date ie Wednesday, 02nd February, 2022 may cast their vote by e-voting. The e-voting module shall be disabled by CDSL after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

11. The proposed resolutions, if passed with requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. Tuesday, March 08, 2022. Further, all the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.

12. Please follow all the steps below, to cast your vote.

a. As per the Rules, Notice of the Postal Ballot may be served on the Members through electronic transmission. Notice of Postal Ballot is being sent physically as well as electronically to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s).

b. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of voting/e-voting.. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Members of the Company as on the Cut-off Date.

c. The scrutinizer's decision on validity of the Postal Ballot shall be final.

d. The scrutinizer shall prepare and submit his report on the total number of votes cast in favour or against or abstained, if any. The Scrutinizer shall after completion of his scrutiny of the e-voting, submit his report to the Chairman or any other person authorized by him, who will declare the results of voting by Postal Ballot on or before Thursday , March 10 , 2022 at the Registered Office of the Company.

e. The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website at www.fiberwebindia.com and website of CDSL www.evotingindia.com.

13. The dispatch of the postal ballot notice and the Explanatory Statement shall be announced through advertisement in at least one English newspaper and at least one regional language newspaper, each with wide circulation in Daman, where the registered office of the Company is situated, and published on the website of the Company.

14. The Members are requested to exercise their voting right by either using the attached postal ballot form or through remote e-voting.

15. The Members are requested to carefully read the instructions printed on the separately enclosed postal ballot form. The duly completed and signed postal ballot form should be posted in the enclosed self-addressed postage pre-paid envelope directly to Company not later than closing of working hours (5.00 P.M.) on **Tuesday, March 08, 2022**

16. The Company has engaged the services of Central Depository Services Limited (“**CDSL**”) to provide e-voting facilities. It may be noted that e-voting is optional. If a Member has voted through the e-voting facility, he/she is not required to send the Postal Ballot Form. If a Member votes through the e-voting facility and also sends his vote through the Postal Ballot Form, then voting done through the e-voting shall prevail and voting done by physical Postal Ballot form will be treated as invalid by the Scrutinizer. The e-voting facility will be available at the link www.evotingindia.com during the following voting period:

Commencement of e-voting	9:00 a.m. on February 7, 2022
End of e-voting	5.00 p.m. on March 8, 2022

E-voting shall not be allowed beyond 5:00 p.m. on **March 8, 2022**. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically. The Cut-off date for the purpose of e-voting is **Wednesday, 02nd February, 2022**

17. The login ID and password for e-voting along with process, manner and instructions for e-voting are being sent in this notice to the Members who have not registered their e-mail IDs with the Company. Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.

18. Information and other instruction relating to e-voting are as under:

Voting through electronic means

The instructions for e-voting are as under:

- i.** The e-voting period begins on Monday, 07thFebruary, 2022, at 9.00 am to Tuesday, 08th March, 2022, at 5.00 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of Wednesday, 02nd February, 2022, 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:
1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/members holding shares in **physical form shall provide** Event No + FolioNumber registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated / their PAN with the Depository Participant (DP) Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
 - Shareholders/members holding shares in **NSDL demat account shall provide ‘D’, above**
 - Shareholders/members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: www.evotingindia.com, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/ Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at www.evotingindia.com and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

9 Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

10 Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character(@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at www.evotingindia.com.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

THIS EXPLANATORY STATEMENT MAY ALSO BE REGARDED AS A DISCLOSURE UNDER REGULATION 27 OF THE SEBI (LODR) REGULATIONS, 2015, REGULATION 163 OF THE SEBI (ICDR) REGULATIONS, 2018 AND THE SECRETARIAL STANDARD - 2.

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 & 2:

Issuance of Equity Shares and Shares Warrants through Preferential allotment on Private Placement Basis

The Board of Directors of the Company ("the Board") at their meeting held on 24.01.2022 discussed the future plans of the Company and possible growth options. The present authorized capital of the Company is Rs.50.00 crore and the Issued and Paid-up Capital of the Company as on the date of this notice is Rs. 28.79 crore divided into 2,87,91,710 Equity shares of Rs .10/- each. The Company proposes to expand its manufacturing facilities at the present Nani Daman unit, for which substantial funds are 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. Availability of adequate capital is one of the key requirements for achieving this feat. Apart from augmenting lending capabilities for the Company, higher capital requirement is also necessitated to comply with the capital requirements. 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 the Company intends 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 **64,00,000 equity shares** of face value Rs. 10/- each of the Company at an issue price of Rs. 53/- per equity share (including premium of Rs. 43/- per equity share) aggregating **Rs. 33,92,00,000/-** and issue of **48,00,000 shares warrants** carrying an option/entitlement to subscribe for equivalent number of Equity Shares of Rs. 10/- each for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, at an application Rs. 13.25/- per equity share aggregating **Rs. 6,36,00,000/-** being 25% of the Issue price of Rs. 53/- per warrant (including premium of Rs. 43/- per share warrant) on preferential basis as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as on the relevant date to investor i.e. 21st January, 2022 in terms of ICDR Regulations ("Investors") in the manner as recorded by the Board ("Preferential Allotment"). In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the members by way of a special resolution is required to issue the Shares on preferential basis.

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) Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at their Meeting held on Monday, January 24, 2022 had, subject to the approval of the Members of the Company (“Members”) and such other approvals as may be required, approved the issue of following:

- (A) Issue of Equity shares having face value of Rs. 10/- (Rupees Ten Only) on a preferential basis, for cash consideration, in the following manner:

Sr. No	Name of the Proposed Allottees	PAN	Nature and Number of Securities	Price of Each Security	Total Amount
1	M/s UI NEILL BRANDS PRIVATE LIMITED	AACCU7620H	Upto 50,00,000 (Fifty Lacs) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each	Rs. 53/- (Rupees Fifty Three only) per Equity Share, including a premium of Rs. 43/- (Rupees Forty Three only) per Equity Share	Upto Rs. 26,50,00,000/- (Rupees Twenty Six Crores Fifty Lacs only)
2	M/s QADOSH VENTURES PRIVATE LIMITED	AAACQ4865G	Upto 14,00,000 (Fourteen Lacs) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each	Rs. 53/- (Rupees Fifty Three only) per Equity Share, including a premium of Rs. 43/- (Rupees Forty Three only) per Equity Share	UptoRs. 07,42,00,000/- (Rupees Seven Crores Forty Two Lacs only)
	TOTAL		Upto 64,00,000 (Sixty Four Lacs) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each	Rs. 53/- (Rupees Fifty Three only) per Equity Share, including a premium of Rs. 43/- (Rupees Forty Three only) per Equity Share	UptoRs. 33,92,00,000/- (Rupees Thirty Three Crores Ninety Two Lacs only)

(B) Issue of convertible Warrants on a preferential basis, for cash consideration, in the following manner:

Sr. No	Name of the Proposed Allottees	PAN	Nature and Number of Securities	Price of Each Security	Total Amount
1	M/s UI NEILL BRANDS PRIVATE LIMITED	AACCU7620H	Upto 28,00,000 (Twenty Eight Lacs Warrants	At an application price of Rs 13.25 (Rupees Thirteen and Twenty Five Paisa only) per share warrant being 25% of the Issue Price of Rs.53/- per share warrant (including premium of Rs. 43/- per share warrant)	Upto Rs. 3,71,00,000/- (Rupees Three Crores Seventy One Lacs only)
2	M/s QADOSH VENTURES PRIVATE LIMITED	AAACQ4865G	Upto 20,00,000 (Twenty Lacs Warrants	At an application price of Rs 13.25 (Rupees Thirteen and Twenty Five Paisa only) per share warrant being 25% of the Issue Price of Rs.53/- per share warrant (including premium of Rs. 43/- per share warrant)	Upto Rs. 02,65,00,000/- (Rupees Two Crores Sixty Five Lacs only)
	TOTAL		Upto 48,00,000 (Forty Eight Lacs) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each	At an application price of Rs 13.25 (Rupees Thirteen and Twenty Five Paisa only) per share warrant being 25% of the Issue Price of Rs.53/- per share warrant (including premium of Rs. 43/- per share warrant)	Upto Rs. 6,36,00,000/- (Rupees Six Crores Thirty Six Lacs only)

(ii) Object of the Preferential Issue:

The main object of the Preferential issue of 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.

(iii) 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. 21.01.2022 as arrived at in accordance as per Regulation 161 of the SEBI (ICDR) Regulations, 2018 and other applicable laws.

(iv) Price of the Issue:

a) Equity Shares at a Price of Rs. 53/- (Rupees Fifty Three only) per Equity Share, including at a premium of Rs. 43/- (Rupees Forty Three only) per share.

b) Share Warrants each carrying a right to subscribe to 1 Equity Share per warrant at an application Price of Rs. 13.25/- (Rupees Thirteen and Twenty Five paise only) per Warrant being 25% of the Issue price of Rs. 53/- per warrant (including premium of Rs. 43/- per share warrant)

(v) Basis on which the price of the preferential issue has been arrived at

The Equity Shares of Company are listed on Stock Exchanges viz. BSE Limited are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price for each Equity Share and Warrant, trading volumes at BSE for the period setout below has been accordingly considered.

a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the BSE, during the Ninety Days preceding the Relevant Date, i.e. Rs. 43.01 (Rupees Forty Three and Paise One only) per Equity Share; or

b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the BSE, during the Ten (10) days preceding the Relevant Date, i.e. Rs. 48.07 (Rupees Forty Eight and Paise Seven only) per Equity Shares.

In terms of the applicable provisions of the SEBI (ICDR) Regulations, the floor price shall be Rs. Rs. 48.07 (Rupees Forty Eight and Paise Seven only), being higher of the above two price:

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 53/- (Rupees Fifty Three only) per Equity Share and the pricing of the Warrants convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each is

Rs. 13.25 /- (Rupees Thirteen and Twenty Five Paise only) per Convertible Warrant being 25% of the Issue price of Rs. 53/- per warrant (including premium of Rs. 43/- per share warrant).

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on an exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

(vi) The class or classes of persons to whom the allotment is proposed to be made:

The Shares and warrants pursuant to the preferential issue shall be allotted to the following Investor in the manner as recorded below:

A Issue of Shares on Preferential Basis

Name of Allottee	Permanent Account Number (PAN)	No. of Shares	Subscription Amount (in Rs.)
M/s UI NEILL BRANDS PRIVATE LIMITED	AACCU7620H	50,00,000	Rs 26,50,00,000
M/s QADOSH VENTURES PRIVATE LIMITED	AAACQ4865G	14,00,000	Rs 7,42,00,000

B Issue of Share Warrants on Preferential basis

Name of Allottee	Permanent Account Number (PAN)	No. of Shares	Subscription Amount (in Rs.)
M/s UI NEILL BRANDS PRIVATE LIMITED	AACCU7620H	28,00,000	Rs 3,71,00,000
M/s QADOSH VENTURES PRIVATE LIMITED	AAACQ4865G	20,00,000	Rs 2,65,00,000

The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

(vii) 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.

(viii) Proposed time for completion of Preferential Allotment

The Company will complete the allotment pursuant to this preferential issue within a period of 15 (fifteen) days from the date when the shareholders' resolution approving this Preferential Allotment is passed. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any

regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

(ix) Name of the proposed allottees, class and percentage of post Preferential Issue capital that may be held by them:

Name of the Proposed Allottees	Class	Pre-Issue Holding		Post Issue Shareholding before Conversion of Warrants		Post Issue Shareholding after Conversion of Warrants	
		No	%	No	%	No	%
M/s UI NEILL BRANDS PRIVATE LIMITED	Non Promoter	--	--	50,00,000	14.21	78,00,000	19.50
M/s QADOSH VENTURES PRIVATE LIMITED	Non Promoter	--	--	14,00,000	03.98	34,00,000	08.50

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

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated Wednesday, February 02, 2022 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company and after assuming conversion of all Warrants into Equity Shares is provided as Annexure "A" to the Notice.

(xi) 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 64,00,000 equity shares and 48,00,000 shares 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:

Name of the Proposed Allottees	Class	Pre-Issue Holding		Post Issue Shareholding before Conversion of Warrants		Post Issue Shareholding after Conversion of Warrants	
		No	%	No	%	No	%
M/s UI NEILL BRANDS PRIVATE LIMITED	Non Promoter	--	--	50,00,000	14.21	78,00,000	19.50
M/s QADOSH VENTURES	Non Promoter	--	--	14,00,000	03.98	34,00,000	08.50

PRIVATE LIMITED							
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(xii) Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern.

(xiii) Lock-in :

The Shares allotted pursuant to the preferential issue will be subject to applicable lock-in and transfer restrictions in accordance with the SEBI (ICDR) Regulations, 2018. The Equity Shares proposed to be allotted to the Non-Promoter Investors shall be locked-in for a period of one year from the date of receipt of trading approval granted for the Equity Shares proposed to be issued pursuant to the Preferential Issue, in accordance with requirements of SEBI ICDR Regulations. The entire pre- preferential shareholding of the proposed allottees, as applicable, shall be locked in from the Relevant Date and upto a period of six months from the date of allotment of Equity Shares.

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

Subsequent to the proposed preferential issue of equity shares, 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.

(xv) Undertakings :

- (i) Neither the Company nor any of its Promoters or Directors is a willful defaulter or a fraudulent borrower.
- (ii) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.
- (iii) The equity shares of the Company have been listed for a period of more than twenty six weeks as on the relevant date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations, 2018, governing re-computation of the price of shares shall not be applicable.
- (iv) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of the SEBI (ICDR) Regulations, 2018, where it is required to do so.
- (v) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.
- (vi) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI (LODR) Regulations, 2015, as amended and circulars and notifications issued by the SEBI thereunder.

(xvi) Auditor`s Certificate :

A copy of the certificate from the Statutory Auditors of the Company, certifying that the issue of equity shares on preferential basis 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 end of Postal Ballot.

(xvii) Valuation Report from the Registered Valuer

A copy of the Valuation Report from the Registered Valuer is in accordance with SEBI (ICDR) (Amendment) Regulations, 2022.

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, 2018, 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:01/02/2022

Pravin V. Sheth
Director
DIN No – 00138797



FIBERWEB (INDIA) LIMITED

CIN : L25209DD1985PLC004694

Registered office: Airport Road, Kadaiya, Nani Daman, Daman (U.T) 396210.
Tel. No. 02602221458, Fax No. 02602220758, Website - www.fiberwebindia.com,
Email: fiberweb@fiberweb.com

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name and Registered Address of the sole / First named Member	:	
Name (s) of the Joint Holder (s) (if any)	:	
Registered Folio No./ DP ID No. and Client ID No.	:	
Number of share(s) held	:	
EVSN (e-voting EVSN Number)	:	
User ID & Password	:	If you are registered with CDSL on e-voting system, please use your existing used ID and password. If you are a first time user follow the steps given in Note No.18 to the Postal Ballot Notice.

I / We hereby exercise my / our vote(s) in respect of the Resolution set out in the Postal Ballot Notice and hereby sending my / our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Resolution	Type of Resolution	No. of Shares	For	Against
1.	Special Resolution approving the issue of Equity Shares on preferential basis to Non Promoter	Special			
2.	Special Resolution approving the issue of Shares Warrants on preferential basis to Non Promoter	Special			

Place:

Date:

(Signature of Member)

Note: Please read the instructions carefully before exercising your vote

INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A member desiring to exercise his/her vote by postal ballot, may send duly completed form in the enclosed self-addressed Business Reply Envelope. The envelope bears the name of Mr.Pratik Kalsariya, Practicing Company Secretaries, appointed as the Scrutinizer by the Board of Directors of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the member will also be accepted.Shareholders are requested not to send any other paper with the Postal Ballot Form (except those authorized by the Company)in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Company
Corporate office address: Kiran Building, 128, Bhaudaji Road, Matunga. Mumbai - 400019. Ph: 022-24082689/ 90
4. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of **business hours i.e. 5.00 p.m. on Tuesday March 08, 2022** . A Postal Ballot Form received afterthis date and time will be strictly treated as if the reply from the member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to theproposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal BallotForm bearing (√) mark both the column will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Formwill be rejected.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimensignature registered with the Company / Depository) by the first named Member and in the absenceof such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form throughan attorney; in such case certified true copy of the Power of Attorney should be attached to thePostal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number ofjoint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form shouldbe signed by its authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimenSignature(s) of the duly authorised signatory(ies).
9. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.

10. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.

11. 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 Wednesday, 02nd February, 2022 (Cut-off date).

12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point no. 4 above.

13. The scrutinizer shall prepare and submit his report on the total number of votes cast in favour or against or abstained, if any. The Scrutinizer shall after completion of his scrutiny of the e-voting, submit his report to the Chairman or any other person authorized by him, who will declare the results of voting by Postal Ballot on or before Thursday , March 10 , 2022 at the Registered Office of the Company.

14. The Resolutions, if assented by requisite majority, shall be considered as passed on Tuesday, March 08, 2022(i.e. the date of end of remote e-voting for the Postal Ballot).

15. E-VOTING: The Company is pleased to provide E-Voting facility as an alternate for all the Shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-Voting facility as well as sends his vote through physical vote, then the vote cast through remote E-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to electronic voting.

Annexure A

Post preferential Equity Shareholding

Category	Pre-Issue Equity Holdings		Allotment of Securities		Post-Issue Equity Holdings	
	No. of Shares	% of Share Holding	No. of Securities	% of Holding	No. of Shares	% of Share Holding
1) <u>Promoter Holdings</u>						
a. Indian Promoters	13339261	46.33	0	0.00	13339261	33.27
b. Foreign Promoters	0	0.00	0	0.00	0	0.00
Sub-Total	13339261	46.33	0	0.00	13339261	33.36
2) <u>Non-Promoters Holding/Public</u>						
i Financial Institutions/Banks	1068	0.00	0	0.00	1068	0.00
ii Mutual Funds	53016	0.18	0	0.00	53016	0.13
iii. Central Government	0	0.00	0	0.00	0	0
iv. Clearing Members	122388	0.43	0	0.00	122388	0.31
v. Resident Indians (Individuals, HUF)	565038	1.96	0	0.00	565038	1.41
vi. Bodies Corporate	735442	2.55	1,12,00,000	100.00	11935442	29.84
vii Non Resident	761080	2.64	0	0.00	761080	1.90
f. Others	13214417	45.90	0	0.00	13214417	33.04
Sub-Total	15452449	53.66	1,12,00,000	100.00	26652449	66.64
Total	28791710	100.00	1,12,00,000	100.00	39991710	100.00

Notes:

**The shareholding is post allotment of the Equity Shares pursuant to issue of Equity Shares*

***The shareholding is post exercise of Warrants as shown above and is calculated assuming full exercise of Warrants.*