



# Fiberweb (India) Limited

Manufacturers of : Spunbond Nonwoven Fabrics

3<sup>rd</sup> October, 2018

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

**Scrip code: 507910**

**Sub: Annual Report for F.Y. 2017-18**

Dear Sir,

Please find enclosed herewith copy of Annual Report for financial year 2017-18 as per Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Kindly take note of the same.

Thanking you

Yours faithfully,  
**For Fiberweb (India) Limited**

**Sonal Sharma**  
**Company Secretary & Compliance Officer**



Encl: as above

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

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

**CIN NO. L25209DD1985PLC004694**



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

# **33rd Annual Report 2017 - 2018**



**Fiberweb (India) Limited**  
ISO 9001 - 2000 Company

## FIBERWEB (INDIA) LIMITED

<b>BOARD OF DIRECTORS</b>	Mr. Pravin V. Sheth – Chairman & Managing Director Mr. G. Ravindran - Executive Director Mr. Bhavesh P. Sheth Mr. Bhadresh H. Shah Mr. Gopalji M. Rana Mr. C. A. Rege Ms. Soniya P. Sheth Mr. Rajinder Kumar Jain Mr. Vijay M. Satkalmi
<b>KEY MANAGERIAL PERSONNEL</b>	Mr. P. S. Krishnan - Chief Financial Officer Ms. Sonal Sharma (w.e.f 07/03/2018) - Company Secretary
<b>STATUTORY AUDITORS</b>	A. V. Jobanputra & Company Chartered Accountants, Mumbai
<b>INTERNAL AUDITORS</b>	Shah Sheth & Co. LLP Chartered Accountants, Mumbai
<b>SOLICITORS</b>	Little & Co., Mumbai Divyakant Mehta & Associates, Mumbai
<b>REGISTERED OFFICE</b>	Airport Road, Kadaiya, Nani Daman, Daman (U.T.) 396 210. Email – fiberweb@vsnl.net & fiberweb@fiberwebindia.com Website - www.fiberwebindia.com
<b>BANKERS</b>	Bank Of Baroda, Matunga, Mumbai ICICI Bank, Dadar, Mumbai
<b>WORKS</b>	Plot No. 92/93B, 100' Coastal Highway, Nani Daman, Daman (U.T.) 396 210.
<b>STOCK EXCHANGE LISTING</b>	MUMBAI and AHMEDABAD
<b>REGISTRARS &amp; SHARE TRANSFER AGENTS</b>	<b>SHAREX DYNAMIC (INDIA) PVT. LTD.</b> Unit No. 1, Luthra Industrial Premises, 1st Floor, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072

**FIBERWEB (INDIA) LIMITED**

CIN: L25209DD1985PLC004694

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

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

**NOTICE**

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

**ORDINARY BUSINESS**

1. To receive, consider and adopt :
  - (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
  - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Bhavesh P. Sheth (DIN: 02862487) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Ms. Soniya P. Sheth (DIN: 02658794) who retires by rotation and being eligible offers herself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. A. V. Jobanputra & Co., Chartered Accountants (Registration No. 104314W) as an Auditor of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditor.”

**SPECIAL BUSINESS**

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

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

## FIBERWEB (INDIA) LIMITED

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

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI Listing Regulations, 2015 and as per the recommendation of the Nomination and Remuneration committee, Mr. Bhadresh H. Shah (DIN: 00629457), who was appointed as an Independent Director and whose term expires at this Annual General Meeting and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five ) consecutive years for a term up to the conclusion of the 38th Annual General Meeting of the Company in the calendar year 2023 and his office shall not be liable to retirement by rotation".

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the SEBI Listing Regulations, 2015 and as per the recommendation of the Nomination and Remuneration committee, Mr. Gopalji M. Rana (DIN:01982997), who was appointed as an Independent Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office

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

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

**Sonal Sharma  
Company Secretary**

**Place: Mumbai  
Date: 9<sup>th</sup> August, 2018**

**Registered Office:**

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

**NOTES:**

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

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL PAID UPSHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

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

## FIBERWEB (INDIA) LIMITED

they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI (LODR) Regulations, 2015 with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.

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



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

16. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a Green Initiative in Corporate Governance and allowed companies to serve documents on its shareholders through electronic mode. Members are requested to support this green initiative by registering/updating their e-mail address, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with company/its Share Transfer Agents.

17. In terms of provisions of section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly write to the Company's Share Transfer Agent, **M/s. Sharex Dynamic (India) Private Limited, Unit No.1, Luthra Industrial Premises, 1st Floor, Andheri-Kurla Road, Safed Pool, Andheri(East)Mumbai-400072** for nomination form quoting their folio number. Shareholders holding shares in the dematerialized form may contact their Depository Participant for recording nomination in respect of their shares.

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

The Ahmedabad Stock Exchange Ltd., Ahmedabad, Kamdhenu Complex, Opp. Sahajanand College, Panjara Pole, Ahmedabad - 380 015.

The Bombay Stock Exchange Ltd., Phiroze Jeebhoy Towers, Dalal Street, Fort, Mumbai - 400001.

The listing fee to the above exchange has been paid.

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

(i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted vide notification dated March 19, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote at the Thirty third Annual General Meeting of the Company by electronic means and the business may be transacted through e-voting services provided by CDSL.

(ii) For Members attending the Meeting who have not cast their vote by remote e-voting, the Company shall be making arrangements for the Members to cast their votes in respect to the business stated in this Notice through ballot form. The Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

(iii) The Company has engaged the services of Central Depository Service Limited ("CDSL") as the Agency to provide e-voting facility.

(iv) The Board of Directors of the Company has appointed Mr. Bipin C. Shah, Practicing Chartered Accountant, Mumbai as Scrutinizer to scrutinise the remote e-voting process in a fair and



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

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

### **The instructions for shareholders voting electronically are as under:**

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

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

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<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"> <li>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.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	<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"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

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

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

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

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

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

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

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

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

## FIBERWEB (INDIA) LIMITED

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

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

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

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

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

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

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

### **Item Nos. 5**

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

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

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

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

### **PERQUISITES :**

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

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

## FIBERWEB (INDIA) LIMITED

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

### General:

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

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

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

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

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

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

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

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

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

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

**Item Nos. 6 and 7**

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

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

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

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

He is not holding any shares of the Company.

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

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

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

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

## FIBERWEB (INDIA) LIMITED

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

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

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

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

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

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

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

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

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

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

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

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

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

**Sonal Sharma**  
**Company Secretary**

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



## DETAILS OF DIRECTORS

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

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

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

## FIBERWEB (INDIA) LIMITED

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

\*Only Audit and Stakeholders Relationship Committees are considered.

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

**Sonal Sharma**  
Company Secretary

**Place: Mumbai**

**Date: 9th August, 2018**

**Registered Office:**

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

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the 33rd Annual Report and Audited Financial Statements of the Company for the year ended 31st March 2018. The summarized financial results are given below:

**SUMMARISED FINANCIAL RESULTS:**

(Rs. In Lakhs)

	<b>2017-18</b>		<b>2016-17</b>	
	<b>Standalone</b>	<b>Consolidated</b>	<b>Standalone</b>	<b>Consolidated</b>
Sales and other Receipts	20606.83	28616.89	10435.88	13037.74
Gross Profit / (Loss) before depreciation	4394.97	5380.95	2809.82	1993.15
Less: Depreciation	324.86	324.86	269.41	269.41
Profit from regular Activities	2663.94	3630.91	1424.78	1723.74
Extra ordinary items (Net)	0	0	0	0
Profit/ (Loss) before and after taxation	2663.94	3630.91	1424.78	1723.74
Balance carried from earlier year	2414.31	2701.33	(9227.87)	(9227.87)
Other Adjustments (As per BIFR Order)	0	0	10217.40	10205.46
Other Adjustments (Interim Dividend)	(86.65)	(86.65)	-	-
Profit available for appropriation	2577.29	3544.26	1424.78	1723.74
Balance carried forward to next year	4991.61	6245.61	2414.31	2701.33

**BUSINESS OUTLOOK:**

During the year under review, your Company has recorded tremendous progress. The earlier constraints are overcome by teamwork and all efforts of our executive and workforce resulting in encouraging results. Last year, your Company has installed Melt Blown Machine and started commercial production from January, 2018, which is reflected in sales of the last quarter for F. Y. 2017-18. Sales and other receipts of our Company increased from Rs. 10,435.88 lakhs (Standalone in previous year) to Rs. 20606.83 lakhs (Standalone - Current year) and Rs. 28,616.89 lakhs (Consolidated - Current year) from Rs. 13037.74 lakhs in previous year. There's an year to year increase of 97% in standalone Turnover and 119% increase in Consolidated Turnover. That shows your company had achieved double turnover in current year, as compare to last year – both Standalone and Consolidated.

Gross Profit, also, increased from Rs. 2,809.82 lakhs (Standalone in previous year) to Rs. 4,394.97 lakhs (Standalone in current year) an increase of 56% approximately. Consolidated Gross Profit, also, increased from Rs. 1,993.15 lakhs in previous year to Rs. 5,380.95 lakhs, an increase of 170% approximately.

So, also Net Profit of the Company increased from Rs. 1,424.78 lakhs to Rs. 2,663.94 lakhs (Standalone) an increase of 87% approx. and group (Consolidated) net profit of previous year Rs. 1,723.74 lakhs increased by 111% approx. to Rs. 3,630.91 lakhs in current year.

## **FIBERWEB (INDIA) LIMITED**

The Earning Per Share of Rs. 10/- each (Basic as well as diluted) improved to Rs. 9.25 (Standalone) after issue of 1:1 Bonus shares on 20.01.2018, from Rs.11.21 in previous year. And the Consolidated Earning Per Share, also, improved from Rs. 13.68 per share in previous year to Rs. 12.61 per share in current year (after issue of Bonus shares in proportion of 1:1 as on 20.01.2018). The Company has very healthy order book position. The future outlook for your Company is very bright and promising.

### **DIVIDEND:**

During the year under review, the Board of Directors declared and paid Interim Dividends of Rs. 0.50 per equity share on 14395855 equity shares aggregating to Rs. 7198000/-.

In view of expansion of capacity and diversification planned by the Company it is essential to preserve resources, as such no provision for final dividend is made

### **TRANSFER TO RESERVES:**

For the year ended March 31, 2018, your Directors do not propose to transfer any amount to the General Reserve and amount of Rs. 4991.61 Lakh is proposed to be retained as surplus in the statement of Profit and Loss account under the heading Reserves and Surplus.

### **EXPANSION AND MODERNISATION**

The Company proposes to expand its manufacturing facilities which is presently at Nani Daman which requires huge funds. The Company invested in wholly owned subsidiary Sheth Non Woven Trading FZE. The details of the expansion programme is available at Company's website: [www.fiberwebindia.com](http://www.fiberwebindia.com).

### **INVESTMENT IN SUBSIDIARY:**

During previous year, Sheth Non Woven Trading FZE, a wholly owned subsidiary of your Company has done good progress and given better performance.

During the year under review, there have been no companies which have become or have ceased to be the subsidiaries or associate companies of your Company except details provided in Annexure I. Further Neither the Managing Director nor the Whole-time Directors of your Company receives any remuneration or commission from any of its subsidiaries.

A Statement containing salient features of the Financial Statement of its Subsidiary Company pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014 is provided as Annexure I to this report in form AOC – 1.

### **INCREASE IN AUTHORISED CAPITAL AND ALTERATION TO MEMORANDUM AND ARTICLES OF ASSOCIATION:**

During the year the authorised share capital of the Company has been increased by Rs. 20 Crores. Members approval for the same has been obtained through Postal Ballot and the result for the same has been declared on 26th February, 2018 and accordingly Memorandum & Articles of Association also altered. Hence the Authorized Share Capital of the Company increased from existing Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs.10/- each to Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores Only) Equity Shares of Rs.10/- each, by way of creation of additional Rs.2,00,00,000 (Two Crores Only) Equity Shares of

Rs.10/- each aggregating to Rs.20,00,00,000/- (Rupees Twenty Crores Only) ranking pari passu in all respect with the existing Equity shares of the Company.

**ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTER AND PROMOTER:**

During the year, the consent and approval of the members of the Company have been accorded to Board to offer, issue, allot and deliver, 22,35,000 (Twenty two Lakhs Thirty Five Thousand) Equity Shares of face value of Rs. 10/- each at a price of Rs. 179/- per equity aggregating to Rs. 40,00,65,000/- (Rupees Forty Crores Sixty Five Thousand only) including premium of Rs. 169/- (Rupees One Hundred Sixty Nine Only) per share aggregating to Rs.37,77,15,000/- (Rupees Thirty Seven Crore Seventy Seven Lakh Fifteen Thousand only) to the New Horizon Opportunities Master Fund, Registered Portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 as per SEBI (ICDR) Regulations, 2009. Members approval for the same has been obtained through Postal Ballot result declared on 24th February, 2018 but the same has not been worked as the Fund not received and on June, 2018 New Horizon Opportunities Master Fund has informed that they will not make investment which has been informed to Bombay Stock Exchange. Further the consent and approval of the Company accorded to Board to offer, issue, allot and deliver in one or more tranches upto 3,60,000 (Three Lakhs Sixty Thousand) convertible warrants of face value of Rs. 10/- each at a price of Rs. 331/- per warrant aggregating to Rs. 11,91,60,000/- (Rupees Eleven Crores Ninety One Lakh Sixty Thousand only) to Promoter being the price which is in accordance with the guidelines for Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations") on a Preferential basis. The approval for the same have been obtained from members in the Extra Ordinary General Meeting held on 8th January, 2018. However in view of non-receipt of funds from New Horizon Opportunities Master Fund as above and subsequent events this was not pursued by the Company.

**ISSUE OF BONUS SHARES AND RECLASSIFICATION OF PROMOTERS:**

During the year, the Company issued Bonus shares in the ratio of 1: 1 to those shareholders whose names registered in the Register of Members as on Record date of 18th January, 2018 as fully paid Bonus shares through capitalization of Securities Premium Account. Further promoters Sulochanadevi Agarwal, Abhishek Agarwal, Mitesh Agarwal, Manisha Gupta, Pragna Patel and Anil Agarwal have been reclassified from Promoter Category to Public category. The approval for above items have been obtained from members in the Extra Ordinary General Meeting held on 8th January, 2018.

**CONSOLIDATED FINANCIAL STATEMENTS:**

Pursuant to the provisions of Section 129 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and applicable Accounting Standards, the Company has prepared a Consolidated Financial Statement of the Company, its Subsidiary Company in the same form and manner as that of the Company, which shall be laid before the ensuing Annual General Meeting of the Company along with the laying of the Company's Standalone Financial Statement.

The Annual Report of the Company inter alia contains the Audited Financial Statement of the Company and Consolidated Audited Financial Statement of the Company and its wholly owned subsidiary Company Sheth Non Woven Trading FZE.

Pursuant to the provisions of Section 136(1) of the Companies Act, 2013, the Audited Financial

## **FIBERWEB (INDIA) LIMITED**

Statements of the Company, Consolidated Financial Statements along with relevant documents required to be attached there to and separate Audited Financial Statements in respect of its Subsidiary Company are also placed on the Company's website: [www.fiberwebindia.com](http://www.fiberwebindia.com).

The Audited Financial Statements of the Subsidiary Company and the related detailed information will be made available to any member of the Company / its Subsidiary Company, who may be interested in obtaining the same. The Audited Financial Statements of your Company and of its Subsidiary Company would be kept for inspection by any Member at the Registered Office of your Company.

### **HEALTH, SAFETY AND ENVIRONMENT**

Top priority continues to be given to environmental protection for all the units of the Company by keeping emission levels to the minimum possible. Adequate Insurance cover has been taken for properties of the Company including Buildings, Plant & Machineries, Stocks and other assets.

All Plant sites of the Company are environment regulations compliant.

### **PUBLIC DEPOSITS:**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are set out as follows.

The Company constantly takes effective steps to attain energy conservation.

The Company does not employ any foreign technology which needs absorption or adaptation.

Relevant figures of foreign exchange earnings and outgo are given in notes to accounts paragraph annexed to the financial statements.

### **SEGMENT REPORTING UNDER ACCOUNTING STANDARDS 17:**

Your Company's main business is "Polymer Processing" and all other activities of the company revolve around this main business. As such there are no separate reportable segments within the Company and hence, the segment wise reporting as defined in Ind AS 108 – Operating Segments (Accounting Standards 17) is not applicable to the Company.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

During the year under review, companies listed in Annexure I to this Report have become or ceased to be Company's subsidiaries, joint ventures or associate companies.

A statement containing the salient features of the financial statement of subsidiary / associate / joint venture companies is provided as Annexure I to this report and therefore not repeated to avoid duplication.

The audited financial statement including the consolidated financial statement of the Company and all other documents required to be attached thereto may be accessed on the Company's website at the [www.fiberwebindia.com](http://www.fiberwebindia.com). The financial statements of each of the subsidiaries may also be accessed on the Company's website at the link: [www.fiberwebindia.com](http://www.fiberwebindia.com). These documents will also be available for inspection on all working days, that is, except Saturdays, Sundays and Public Holidays at the Registered Office of the Company.

The Company has formulated a policy for determining material subsidiaries. The Policy may be accessed at the link: [www.fiberwebindia.com](http://www.fiberwebindia.com).

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There was no change in the nature of business of your Company during the Financial Year ended 31st March, 2018.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION:**

No material changes and commitments, affecting the financial position of the Company occurred between the end of the Financial Year of the Company i.e. 31st March, 2018 and the date of this Directors' Report i.e. 9th August, 2018 except as mentioned above.

**CORPORATE GOVERNANCE:**

Your Company has always been conducting its business with due compliance of laws, rules, regulations and with sound internal control systems and procedures. As per Clause 'C' of Schedule V on Annual Report pursuant to Regulations 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has complied with all the provisions of Corporate Governance.

The Company has obtained a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015. This is annexed to the Directors Report.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

(Including criteria for determining qualification, positive attributes, independence of a Director, policy relating to remuneration for Directors, Key Managerial Personnel and other employees)

**Policy on Directors' Appointment**

Policy on Directors' appointment is to follow the criteria as laid down under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Emphasis is given to persons from diverse fields or professions.

**Policy on Remuneration**

Guiding Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that –

- Remuneration to unionized workmen is based on the periodical settlement with the workmen union.
- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and Workmen (non



## FIBERWEB (INDIA) LIMITED

Unionised) is industry driven in which it is operating taking into account the performance leverage and factors such as to attract and retain quality talent.

- For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and Rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.

### **ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The results of the evaluation are satisfactory and adequate and meet the requirement of the Company.

### **DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS**

Pursuant to Section 149(7) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in Section 149(6) of the Act and the same has been taken on record by the Board of Directors of the Company.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Bhavesh P. Sheth and Ms. Soniya P. Sheth, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment. Your Directors recommend that re-election of Mr. Bhavesh P. Sheth and Ms. Soniya P. Sheth will be in the interest of the Company.

Mr. Pravin V. Sheth, on completion of his terms of appointment ceased to be Managing Director of the Company but he will continue as a Director of the Company. Mr. Pravin V. Sheth, Managing Director liable to retirement by rotation, whose term expired on 30th September, 2018 did not offer himself for re-appointment and accordingly he was not re-appointed as a Managing Director of the Company. However, he will continue as a Chairman Emeritus.

Ms. Sunita Agarwal, Company Secretary of the Company resigned on 15th May, 2017 due to her preoccupation and in her place Ms. Nital Chirag Gandhi has been appointed as Company Secretary w.e.f 15/05/2017 upto 14/10/2017. During the year Company has appointed Ms. Rakhi Patwa as Company Secretary w.e.f 08/01/2018 and resigned on 27/02/2018 due to her preoccupation and in her place Ms. Sonal Sharma has been appointed as Company Secretary w.e.f 07/03/2018.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirements of Section 134(3) (c) of the Companies Act, 2013 and on the basis of explanation and compliance certificate given by the executives of the Company, and subject to disclosures in the Annual Accounts and also on the basis of discussions with the Statutory Auditors of the Company from time to time, we state as under:

- That in the preparation of the accounts for the financial period ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of

the state of affairs of the Company at the end of the financial period and of the profit or loss of the Company for the period under review;

- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the Directors have prepared the annual accounts for the financial period ended 31st March, 2018 on a 'going concern' basis.
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**NUMBER OF MEETINGS OF THE BOARD:**

Thirteen meetings of the Board of Directors were held during the year. For further details, please refer report on Corporate Governance in the Annual Report.

**DETAILS OF COMMITTEE OF DIRECTORS:**

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/ Grievance Committee of Directors, Number of meetings held of each Committee during the financial year 2017-18 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report forming part of the report.

All the recommendations made by the Audit Committee were accepted by the Board.

**SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

**PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTY:**

There is no transaction with Related Party which requires disclosure under Section 134(3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.

There were no Material Related party transaction(s) made with the Company's promoters, Directors, Key Managerial Personnel or their relatives as specified under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Related Party Transactions are placed before the Audit Committee for their prior approval. The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website: [www.fiberwebindia.com](http://www.fiberwebindia.com).

Since all the transaction with Related Parties entered during the Financial Year 2017-18 by the Company, were in its ordinary course of business and on arm's length basis FORM AOC- 2 is not applicable to the Company. However the same are provided in the financial statement forming part of this annual report.

## **FIBERWEB (INDIA) LIMITED**

### **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:**

Particulars of Loans given, investments made, guarantees given and securities provided, if any, alongwith the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement forming part of this annual report.

### **INTERNAL FINANCIAL CONTROLS**

The Company is having in place Internal Financial Controls System. The Internal Financial Controls with reference to the financial statements were adequate and operating effectively.

### **RISK MANAGEMENT:**

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the board in (a) Overseeing and approving the Company's risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. A Group Risk Management Policy was reviewed and approved by the Committee.

The Company manages monitors and reports on the principle risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organisational structures, processes, standards, code of conduct and behaviors that governs how the Group conducts the business of the Company and manages associated risks.

### **ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO STRATEGIC INVESTORS NOT FORMING PART OF PROMOTERSGROUP:**

The Board of Directors of the Company at their meeting held on 19/01/2017 discussed the future plans of the Company and possible growth options. During previous year the paid-up capital of the Company was only Rs.12.60crore. The Company proposed 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 an 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.

In view of the above it was decided to issue 18,00,000 convertible Equity warrants of face value of Rs. 10/- each at an Issue price of Rs.181/- per convertible Equity warrant (including premium of Rs. 171/- per share warrant) on preferential basis to the Strategic Investors, not forming part of the Promoter Group of the Company and for which members approval has been obtained in the Extra Ordinary General Meeting held on 18/02/2017. In this connection, the Company has complied with the Companies Act, 2013 as well as Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.

25% of the value of the Warrants (advance payment) shall become payable on the date of their allotment. Hence on 11/03/2017, the Board of Directors of the Company has allotted 18,00,000 convertible Equity warrants on preferential basis to the group of Strategic Investors not forming part of the promoters group.

The balance amount is payable at the time of conversion of Warrants into Equity Shares. The said advance payment of 25% shall 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. 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/-).

Further on 29/03/2017, 7,00,000 equity warrants were converted in to 7,00,000 equity shares of face value of Rs. 10/- each @ Rs.181/- per share (including premium of Rs. 171/- per share) after receiving balance 75% of exercise amount. Out of 18,00,000 convertible equity warrants only 7,00,000 equity warrants converted into 7,00,000 Equity shares and balance 11,00,000 equity warrants to be converted within 18 months from the date of issue of warrants.

Further on 15/04/2017, 1,00,000 equity warrants were converted in to 1,00,000 equity shares of face value of Rs. 10/- each @ Rs.181/- per share (including premium of Rs. 171/- per share) after receiving balance 75% of exercise amount. The Company has also received Trading approval from BSE on 06/07/2017 for 7,25,000 equity shares and on 12/07/2017 for 75,000 equity shares.

Further on 06/07/2017, 10,00,000 equity warrants were converted in to 10,00,000 equity shares of face value of Rs. 10/- each @ Rs.181/- per share (including premium of Rs. 171/- per share) after receiving balance 75% of exercise amount. The Company has received Trading approval on 23/08/2017 from BSE for 10,00,000 equity shares.

**VIGIL MECHANISM:**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link: [www.fiberwebindia.com](http://www.fiberwebindia.com)

**WHISTLE BLOWER MECHANISM**

Your Company has put in place Whistle Blower Mechanism. The detailed mechanism is given in Corporate Governance Report forming part of this report.

## FIBERWEB (INDIA) LIMITED

### PARTICULARS OF EMPLOYEES

Pursuant to the provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are set out in a separate statement attached herewith and forming part of the report. (Annexure-II)

### CORPORATE SOCIAL RESPONSIBILITY (CSR):

As per section 135 of Companies Act, 2013, all the companies having net worth of Rs. 500 crores or more, or a turnover of Rs. 1,000 crores or more or a net profit of Rs. 5 crores or more during financial year will be required to constitute corporate social responsibility (CSR) committee of the board of directors comprising three or more directors, at least one of whom will be an independent director.

Aligning with the guidelines, we have constituted a committee comprising of Mr. C. A. Rege (Non-Executive & Independent Director) being the Chairman of Committee, Mr. Bhadresh H. Shah (Non-Executive & Independent Director) and Mrs. Soniya P. Sheth (Non-Executive & Non-Independent Director) being the members of the Committee. The committee is responsible for formulating and monitoring the CSR policy of the Company.

The Annual Report on CSR activities of the Company is furnished in Annexure III and is attached to this report.

### EXTRACT OF ANNUAL RETURN:

Pursuant to the provision of Section 134(3) (a) and 92(3) of the Companies Act, 2013 read along with Rule 12 of the Companies ((Management & Administration) Rules 2014, an extract of Annual Return as of 31st March 2018 in Form No. MGT-9 is annexed herewith as Annexure IV to this Report.

### PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules should be provided in the Annual Reports. None of the Company's employees were covered by the disclosure requirement.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not provided in the Annual Report but will be provided to shareholders on asking for the same.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. The full Annual Report including the aforesaid information is being sent electronically to all those members who have registered their email addresses and is available on the Company's website.

**DEPOSITORY SYSTEM:**

Electronic trading of the Company's Equity Shares has been made compulsory by the Securities & Exchange Board of India (SEBI) from 30th October, 2000. As on 31st March, 2018, about 94.97% shareholding representing 27343724 Equity Shares of the Company has been dematerialized. Your Company has executed agreements with both NSDL and CDSL for demat of its shares.

**AUDITORS AND AUDITORS'REPORT:**

M/s. A.V. Jobanputra & Co., Chartered Accountant, Mumbai (Firm Registration No.104314W), have been appointed as the Auditors of the Company to hold office for a term of 5(five) consecutive years from the conclusion of 29th Annual General Meeting held on 30th September, 2014 until the conclusion of the 34th Annual General Meeting subject to ratification of their appointment by the members at every Annual General Meeting during the remaining term of 5(five) years. Accordingly, being eligible, their appointment is required to be ratified at the ensuing Annual General Meeting.

The notes on financial statement referred to in the Auditors' Report are self explanatory and therefore do not call for any further explanation. The Auditor's Report does not contain any qualification, reservation or adverse remark. IND AS is Applicable from FY 2017-18.

**SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read along with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. K. Pratik & Associates, Mumbai, Practising Company Secretary (COP No. 12368) as Secretarial Auditor, for the year ending 31st march, 2018. The Secretarial Audit Report contains Qualifications, Reservation and explanations which are self explanatory.

The Secretarial Auditor has submitted its Report in Form No. MR-3 for the Financial Year ended 31st March, 2018 and the same is set out in Annexure V, forming part of this Report.

**GENERAL:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## FIBERWEB (INDIA) LIMITED

### ACKNOWLEDGEMENT

Yours Directors place on record their deep appreciation of the continued support received from shareholders and bankers.

**SONIYA P. SHETH**  
Director

For and on behalf of the Board  
**PRAVIN V. SHETH**  
Chairman & Managing Director

**Place: Mumbai**

**Date: 9th August, 2018**

Registered Office:

Air Port Road,

Kadaiya, Nani Daman,

Daman (U.T.) 396 210

CIN: L25209DD1985PLC004694

e-mail: fiberweb@fiberwebindia.com

Website: www.fiberwebindia.com



## Annexure – I

## Form AOC – 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of  
Companies (Accounts) Rules, 2014)

Statement containing salient features of the Financial Statement of  
Subsidiaries/Associate Companies/ Joint Ventures.

## Part “A”: Subsidiaries

(Currency: Indian Rupees)

Sr. No.	Particulars	
1.	Name of Company	Sheth Non Woven Trading FZE
2.	Reporting period	Quarter ending 31/03/2018
3.	Reporting currency	USD
4.	Exchange rate at the end of the relevant Financial year in the case of foreign subsidiaries	1 US \$ = INR 64.81
		Amount in INR in Lakhs
a)	Share Capital	18.30
b)	Reserves & Surplus	1305.52
c)	Total Assets	1312.98
d)	Total liabilities	1312.98
e)	Investments	-
f)	Turnover	8010.06
g)	Profit /(Loss) before taxation	966.98
h)	Provision for taxation	-
i)	Profit/ (Loss) after taxation	966.98
j)	Proposed dividend	-
k)	% of Shareholding	100%

## Notes:

1. Name of Subsidiary which are yet to commence operations – N.A.
2. Name of Subsidiaries which have been liquidated or sold during the year – N.A.

**ANNEXURE TO DIRECTOR'S REPORT**

STATEMENT CONTAINING INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULES 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED, 31ST MARCH, 2018.

Name, Designation, Remuneration Received (Rs.) Nature of Employment, Qualification, Experience (Years), Date of Commencement of Employment, Age (Years), Last Employment held, Equity Share in the Company (Percentage).

- (a) Employed throughout the financial year and was in receipt of remuneration at a rate in aggregate not less than Rs. 1,02,00,000/-

NIL

- (b) Employed throughout the financial year and was in receipt of remuneration at a rate in aggregate not less than Rs. 8,50,000/- per month.

NIL

- (c) Employed throughout the financial year or part thereof, was in receipt of remuneration in the year which, in the aggregate or at a rate which in the aggregate was in excess of that drawn by the whole-time Director/ Managerial Director and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

NIL

Notes:

1. Remuneration includes salaries, house rent allowance, personal allowance, ex-gratia, performance allowance, leave travel assistance, encashment of leave, medical expenses/ allowances, accident insurance premium, Company's Contribution to Provident and Superannuation funds and the monetary value of perquisites calculated in accordance with the provisions of the Income-tax Act, 1961 and the Rules made there under and excludes provision for retiring gratuity for which separate figure is not available.
2. The above employees are not relative of any Director of the Company.

**For and on behalf of the Board of Directors**

**Pravin V. Sheth**  
**Chairman & Managing Director**  
**DIN: 00138797**

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

## Annexure III

## ANNUAL REPORT ON CSR ACTIVITIES

1.	A brief outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	Your Company is committed to operate and grow its business in a socially responsible way. The Company's vision is to grow its business, whilst reducing the environmental impact of its operations and increasing its positive social impact. The Board shared its vision to actively help / assist the weaker sections of the Society, mainly in and around the geographical areas where Company's plants / offices / customers are located, Promoting Education / Skill Development / Upliftment of weaker section of the society / Medical Relief / Relief to poor and advancement of general public utility while constituting its CSR Policy. The Company has extended funds to trusts for promoting education and Medical in rural and urban areas and helping weaker section of the society.
2.	The Composition of the CSR Committee	1. Mr. C. A. Rege (Independent Director and Chairman) 2. Mr. Bhadresh H. Shah (Independent Director and Member) 3. Mrs. Soniya P. Sheth (Non-Executive Non-Independent Director and Member)
3.	Average net profit of the company for last three financial years (Amounts in Rs.)	Rs.779.50 Lakhs (Previous year Rs. 277.29 Lakhs)
4.	Prescribed CSR spent Expenditure (two percent of the amount as in item 3 above) (Amount in Rs.)	Rs. 15.59 Lakhs (Previous year Rs. 5.55 Lakhs)
5.	Details of CSR spent during the financial year:	
	(a) Total amount to be spent for the F. Y. (Amount in Rs.)	Rs.15.59 Lakhs (Previous year Rs. 5.55 Lakhs)
	(b) Amount unspent (Amount in Rs.), if any;	NIL
	Amount spent during the F. Y.	Rs.93.00 Lakhs (Previous year Rs.17.33 Lakhs)

## FIBERWEB (INDIA) LIMITED

(c) Manner in which the amount spent during the financial year is detailed below:

Sr. No	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs#	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency
1.	Supporting to Students	Education	Local Area, Daman, Mumbai	10,00,001	10,00,001	10,00,001	Indirect through Trusts
2.	Promoting Healthcare	Healthcare/ Medical Relief	Local Area, Daman, Mumbai	83,00,000	83,00,000	83,00,000	Indirect through Trusts
	<b>TOTAL</b>			<b>93,00,001</b>	<b>93,00,001</b>	<b>93,00,001</b>	

6. 6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report :

In its endeavor to subserve the long term interest of the society and its well-being at large, your company was able to apply the mandated amounts towards the CSR activities of the Company.

7. Responsibility Statement :

We, Mr. C. A. Rege, Mr. Bhadresh H. Shah and Mrs. Soniya P. Sheth, the members of CSR Committee of Fiberweb (India) Limited hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and policy of the Company.

**For Fiberweb (India) Limited**

**Pravin V. Sheth**  
**Chairman & Managing Director**  
**DIN: 00138797**

**C. A. Rege**  
**Chairman of the Corporate Social Responsibility Committee**  
**DIN: 01707700**

## Annexure IV

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- |   |   |
|---|---|
| i) CIN  | :- L25209DD1985PLC004694  |
| ii) Registration Date   | :- 22/10/1985   |
| iii) Name of the Company  | :- FIBERWEB (INDIA) LTD   |
| iv) Category / Sub-Category of the Company                                    | :- Listed Company   |
| v) Address of the Registered office and contact details                       | :- AIR PORT ROAD, KADAIYA,<br>NANI DAMAN, (U.T.) 396 210,   |
| Tell. No  | :- 91 260 2221458/1858/0766   |
| Fax No  | :- 2220758  |
| E-mail  | :- fiberweb@vsnl.net  |
| vi) Whether listed company  | :- Yes / <del>No</del>  |
| iv) Name, Address and Contact details of Registrar and Transfer Agent, if any | :- M/s. Sharex Dynamic (India) Pvt. Ltd.<br>:- Unit 1, Luthra Industrial Premises,<br>Kurla Road, Safed Pool,<br>Andheri Kurla Road,<br>Andheri (East), Mumbai-400 072.<br>Tel. No. 28515606/44<br>Fax No. 022-28512885<br>Email Id: sharexindia@vsnl.com |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :** As per Attachment A

All the business activities contributing 10% or more of the total turnover of the company shall be stated

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND: ASSOCIATE COMPANIES** As per Attachment B**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

- |  |                     |
|--|---------------------|
| i) Category-wise Share Holding :   | As per Attachment C |
| ii) Shareholding of Promoters:   | As per Attachment D |
| iii) Change in Promoters' Shareholding:<br>(please specify, if there is no change)                                 | As per Attachment E |
| iv) Shareholding Pattern of top ten Shareholders<br>(other than Directors, Promoters and Holders of GDRs and ADRs) | As per Attachment F |

## FIBERWEB (INDIA) LIMITED

v) Shareholding of Directors and Key Managerial Personnel: As per Attachment G

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment As per Attachment H

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager: As per Attachment I
- B. Remuneration to other directors: As per Attachment J
- C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: As per Attachment K

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:** As per Attachment L  
Attachment A

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Spun Bond PP Non-Woven Fabric, other fabrics & Products thereof	17124	100%

### Attachment B

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

SI. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Sheth Non Woven Trading FZE P.O.Box 40565 Ras AlKhaimah United Arab Emirates	-	Subsidiary Company	100%	2(87)

**Attachment C****IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2017				No. of Shares held at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1). INDIAN</b>									
(a). individual	5346228	0	5346228	40.21	9523014	0	9523014	33.076	-7.134
(b). Central Govt.	0	0	0	0	0	0	0	0	0
(c). State Govt(s).	0	0	0	0	0	0	0	0	0
(d). Bodies Corp.	2574000	0	2574000	19.359	3500000	0	3500000	12.156	-7.203
(e). FINS / BANKS.	0	0	0	0	0	0	0	0	0
(F). Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	<b>7920228</b>	<b>0</b>	<b>7920228</b>	<b>59.569</b>	<b>13023014</b>	<b>0</b>	<b>13023014</b>	<b>45.232</b>	<b>-14.337</b>
<b>(2). FOREIGN</b>									
(a). Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b). Other Individual	0	0	0	0	0	0	0	0	0
(c). Bodies Corporates	0	0	0	0	0	0	0	0	0
(d). Banks / FI	0	0	0	0	0	0	0	0	0
(e). Qualified Foreign	0	0		0	0	0		0	0
(f). Any Other Specify	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>7920228</b>	<b>0</b>	<b>7920228</b>	<b>59.569</b>	<b>13023014</b>	<b>0</b>	<b>13023014</b>	<b>45.232</b>	<b>-14.337</b>



# FIBERWEB (INDIA) LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2017				No. of Shares held at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(B) (1). PUBLIC SHAREHOLDING</b>									
(a). Mutual Funds	24	26784	26808	0.202	48	53568	53616	0.186	-0.016
(b). Banks / FI	300	234	534	0.004	600	468	1068	0.004	0
(c). Central Govt.	0	0	0	0	0	0	0	0	0
(d). State Govt.	300000	0	300000	2.256	600000	0	600000	2.084	-0.172
(e). Venture Capital	0	0	0	0	0	0	0	0	0
(f). Insurance	0	0	0	0	0	0	0	0	0
(g). FIs	0	23832	23832	0.179	0	47664	47664	0.166	-0.013
(h). Foreign Venture	0	0	0	0	0	0	0	0	0
(i). Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>300324</b>	<b>50850</b>	<b>351174</b>	<b>2.641</b>	<b>600648</b>	<b>101700</b>	<b>702348</b>	<b>2.44</b>	<b>-0.201</b>
<b>2. Non-Institutions</b>									
<b>(a). BODIES CORP.</b>									
(i). Indian	306464	22389	328853	2.473	2262018	43470	2305488	8.007	5.534
(ii). Overseas	0	0	0	0	0	0	0	0	0
<b>(b). Individual</b>									
(i). Individual shareholders holding nominal share capital upto Rs. 1 lakh	1971521	723180	2694701	20.267	5320080	1300516	6620596	22.995	2.728
(ii). Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1568779	48000	1616779	12.16	5430141	0	5430141	18.86	6.7
<b>(c). Other (specify)</b>	<b>208447</b>	<b>1980</b>	<b>210427</b>	<b>1.583</b>	<b>619000</b>	<b>2300</b>	<b>621300</b>	<b>2.158</b>	<b>0.575</b>
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	173693	0	173693	1.306	88823	0	88823	0.309	-0.997
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies – D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>4228904</b>	<b>795549</b>	<b>5024453</b>	<b>37.789</b>	<b>13720062</b>	<b>1346286</b>	<b>15066348</b>	<b>52.329</b>	<b>14.54</b>

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2017				No. of Shares held at the end of the year 31/03/2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4529228</b>	<b>846399</b>	<b>5375627</b>	<b>40.43</b>	<b>14320710</b>	<b>1447986</b>	<b>15768696</b>	<b>54.769</b>	<b>14.339</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>12449456</b>	<b>846399</b>	<b>13295855</b>	<b>100</b>	<b>27343724</b>	<b>1447986</b>	<b>28791710</b>	<b>100</b>	<b>0.002</b>

**Attachment D****(ii) Shareholding of Promoters**

SR No.	Shareholder's Name	Shareholding at the beginning of the year 01/04/2017			Share holding at the end of the year 31/03/2018			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Pravin V. Sheth	2983597	22.440	0	5967194	20.725	0	-1.715
2	Gayatri Pipes And Fittings Pvt Ltd	2574000	19.359	0	3500000	12.156	0	-7.203
3	Unnati P. Sheth	1358362	10.216	0	2716724	9.436	0	-0.78
4	Bhavesh P. Sheth	416548	3.133	0	833096	2.894	0	-0.239
5	*Anil Kumar Agarwal	200000	1.504	0	0	0	0	0
6	*Sulochnadevi Anilkumar Agarwal	198921	1.496	0	0	0	0	0
7	*Manisha Gupta	100000	0.752		0	0	0	0
8	*Ahishek Anil Agarwal	50800	0.382	0	0	0	0	0
9	*Mitesh Anil Agarwal	30000	0.226	0	0	0	0	0
10	*Pragna P. Patel	5000	0.038	0	0	0	0	0
11	Soniya P. Sheth	3000	0.023	0	6000	0.021	0	-0.002
	<b>Total</b>	<b>7920228</b>	<b>59.569</b>	<b>0</b>	<b>13023014</b>	<b>45.232</b>	<b>0</b>	

\*During the year Company Reclassified the Promoters from Promoter Category to Public Category by approval of shareholders in the EOGM held on 08/01/2018.

\*Bonus Shares issued in the ratio of 1:1 on 20/01/2018

## FIBERWEB (INDIA) LIMITED

### Attachment E

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01/04/2017			Shareholding at the end of the year 31/03/2018			
		No. of shares at the beginning (01/04/2017) / end of the year (31/03/2018)	% of total shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Share	% of total Shares of the company
1	PRAVIN V SHETH	2983597	22.44	01/04/2017				
				26/01/2018	2983597	Bonus	5967194	20.726
	-Closing Balance			31/03/2018			5967194	20.726
2	GAYATRI PIPES AND FITTINGS PVT LTD	2574000	19.359	01/04/2017				
				28/04/2017	-324000	Sold	2250000	17.863
				28/07/2017	-250000	Sold	2000000	14.93
				15/09/2017	-250000	Sold	1750000	12.156
				26/01/2018	1750000	Bonus	3500000	12.156
	-Closing Balance			31/03/2018			3500000	12.156
3	UNNATI P. SHETH	1358362	10.216	01/04/2017				
				26/01/2018	1358362	Bonus	2716724	9.436
	-Closing Balance			31/03/2018			2716724	9.436
4	BHAVESH P SHETH	416548	3.133	01/04/2017				
				26/01/2018	416548	Bonus	833096	2.894
	-Closing Balance			31/03/2018			833096	2.894
5	SONIYA P. SHETH	3000	0.023	01/04/2017				
				26/01/2018	3000	Bonus	6000	0.021
	-Closing Balance			31/03/2018			6000	0.021
6	MANISHA SURESH GUPTA	100000	0.752	01/04/2017				
				26/01/2018	100000	Bonus	200000	0.695
				02/03/2018	-6000	Sold	194000	0.674
				09/03/2018	-1208	Sold	192792	0.67
	-Closing Balance			31/03/2018			192792	0.67

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7	MITESH AGARWAL	30000	0.226	01/04/2017				
				26/01/2018	30000	Bonus	60000	0.208
	-Closing Balance			31/03/2018	-1000	Sold	59000	0.205
8	ABHISHEK ANIL AGARWAL	50800	0.382	01/04/2017				
				07/04/2017	-2942	Sold	47858	0.38
				05/05/2017	-600	Sold	47258	0.375
				25/08/2017	-2000	Sold	45258	0.314
				08/09/2017	-3916	Sold	41342	0.287
				15/09/2017	-4000	Sold	37342	0.259
				01/12/2017	-5000	Sold	32342	0.225
				15/12/2017	-2342	Sold	30000	0.208
				26/01/2018	30000	Bonus	60000	0.208
				02/02/2018	-3000	Sold	57000	0.198
				09/02/2018	-10000	Sold	47000	0.163
				23/02/2018	-5000	Sold	42000	0.146
	-Closing Balance			31/03/2018	-2000	Sold	40000	0.139
9	PRAGNABEN P. PATEL	5000	0.038	01/04/2017				
				26/01/2018	5000	Bonus	10000	0.035
	-Closing Balance			31/03/2018			10000	0.035
10	ANILKUMAR J. AGARWAL	200000	1.504	01/04/2017				
				26/01/2018	200000	Bonus	400000	1.389
	-Closing Balance			31/03/2018			400000	1.389
11	SULOCHNADEVI ANILKUMAR AGARWAL	198921	1.496	01/04/2017				
				28/04/2017	-5000	Sold	193921	1.54
				23/06/2017	-1200	Sold	192721	1.53
				07/07/2017	-1000	Sold	191721	1.431
				14/07/2017	-1040	Sold	190681	1.423
				21/07/2017	-3440	Sold	187241	1.398
				04/08/2017	-2000	Sold	185241	1.383
				11/08/2017	-1000	Sold	184241	1.375
				25/08/2017	-2000	Sold	182241	1.266
				08/09/2017	-4000	Sold	178241	1.238
				15/09/2017	-4000	Sold	174241	1.21
				27/10/2017	-400	Sold	173841	1.208
				12/01/2018	-18531	Sold	155310	1.079
				19/01/2018	-45310	Sold	110000	0.821

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			26/01/2018	110000	Bonus	220000	0.764
			02/02/2018	-50000	Sold	170000	0.59
			09/02/2018	-25000	Sold	145000	0.504
			16/02/2018	-7000	Sold	138000	0.479
			23/02/2018	-16178	Sold	121822	0.423
			02/03/2018	-2000	Sold	119822	0.416
			23/03/2018	-3000	Sold	116822	0.406
	-Closing Balance		31/03/2018			116822	0.406

\*Bonus Shares issued in the ratio of 1:1 on 20/01/2018.

### Attachment F

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	Name	Shareholding at the beginning (01/04/2017) / end of the year (31/03/2018)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
1	AVR INVESTMENT ADVISORS LLP	500000	3.598	18/08/2017				
				26/01/2018	500000	Bonus	1000000	3.473
	-Closing Balance			31/03/2018			1000000	3.473
2	SAGAR KISHORBHAI GAJERA	250000	1.737	25/08/2017				
				26/01/2018	250000	Bonus	500000	1.737
	-Closing Balance			31/03/2018			500000	1.737
3	NEMISH DAVDA	250000	1.737	25/08/2017				
				26/01/2018	250000	Bonus	500000	1.737
	-Closing Balance			31/03/2018			500000	1.737
4	LIFE INSURANCE CORPORATION OF INDIA	240000	1.805	01/04/2017				
				26/01/2018	240000	Bonus	480000	1.667
	-Closing Balance			31/03/2018			480000	1.667
5	ANIL J. AGARWAL	200000	1.504	01/04/2017				
				26/01/2018	200000	Bonus	400000	1.389
	-Closing Balance			31/03/2018			400000	1.389

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Sl. No	Name	Shareholding at the beginning (01/04/2017) / end of the year (31/03/2018)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
6	VANAJA SUNDAR IYER	121242	0.421	02/02/2018				
				09/02/2018	285035	Buy	406277	1.411
				23/03/2018	-9623	Sold	396654	1.378
	-Closing Balance			31/03/2018			396654	1.378
7	LUCKY INVESTMENT MANAGERS PVT LTD	245793	0.854	09/02/2018				
				16/02/2018	65183	Buy	310976	1.08
				23/02/2018	23907	Buy	334883	1.163
	-Closing Balance			31/03/2018			334883	1.163
8	SAMEER R SHAH	150000	1.128	01/04/2017				
				26/01/2018	150000	Bonus	300000	1.042
	-Closing Balance			31/03/2018			300000	1.042
9	JIGARBHAI A SHAH	130000	0.978	01/04/2017				
				26/01/2018	130000	Bonus	260000	0.903
	-Closing Balance			31/03/2018			260000	0.903
10	JIGNASHA V SHAH	125000	0.94	01/04/2017				
				26/01/2018	125000	Bonus	250000	0.868
	-Closing Balance			31/03/2018			250000	0.868
11	AJINKYA MERCANTILE PVT. LTD	120000	0.903	01/04/2017				
				26/01/2018	120000	Bonus	240000	0.834
				02/02/2018	-1151	Sold	238849	0.83
				09/02/2018	-26561	Sold	212288	0.737
				16/02/2018	-72504	Sold	139784	0.486
				23/02/2018	-12548	Sold	127236	0.442
				02/03/2018	-7236	Sold	120000	0.417
				09/03/2018	82770	Buy	202770	0.704
				16/03/2018	37230	Buy	240000	0.834

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Sl. No	Name	Shareholding at the beginning (01/04/2017) / end of the year (31/03/2018)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
				23/03/2018	-4048	Sold	235952	0.82
	-Closing Balance			31/03/2018	4048	Buy	240000	0.834
12	GOURI GUPTA	138000	1.038	01/04/2017				
				21/04/2017	-3000	Sold	135000	1.072
				28/04/2017	1000	Buy	136000	1.08
				05/05/2017	6000	Buy	142000	1.127
				12/05/2017	-6000	Sold	136000	1.08
				19/05/2017	-1000	Sold	135000	1.072
				02/06/2017	150	Buy	135150	1.073
				09/06/2017	350	Buy	135500	1.076
				16/06/2017	1500	Buy	137000	1.088
				21/07/2017	2500	Buy	139500	1.041
				25/08/2017	-3200	Sold	136300	0.947
				01/09/2017	-300	Sold	136000	0.945
				05/01/2018	-11974	Sold	124026	0.862
				12/01/2018	-4026	Sold	120000	0.834
				26/01/2018	120000	Bonus	240000	0.834
				09/02/2018	-50000	Sold	190000	0.66
				16/02/2018	-10000	Sold	180000	0.625
	-Closing Balance			31/03/2018			180000	0.625
13	THE NEW INDIA ASSURANCE COMPANY	60000	0.451	01/04/2017				
				26/01/2018	60000	Bonus	120000	0.417
	-Closing Balance			31/03/2018			120000	0.417
14	RAJNIKANT M SHAH	100000	0.752	01/04/2017				
				07/07/2017	-50000	Sold	50000	0.373
				26/01/2018	50000	Bonus	100000	0.347
	-Closing Balance			31/03/2018			100000	0.347
15	GANESH KUMAR	118488	0.891	01/04/2017				
				20/10/2017	3345	Buy	121833	0.846
				27/10/2017	100	Buy	121933	0.847



Sl. No	Name	Shareholding at the beginning (01/04/2017) / end of the year (31/03/2018)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
	-Closing Balance			31/03/2018	-121933	Sold	0	0
16	MAHESH N. SHAH	75000	0.564	01/04/2017				
	-Closing Balance			07/04/2017	-75000	Sold	0	0

\*Bonus Shares issued in the ratio of 1:1 on 20/01/2018

#### Attachment G

##### (v) Shareholding of Directors and Key Managerial Personnel:

Si. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year 01/04/2017		Date wise Increase/ Decrease in Shareholding during the year		Cumulative Shareholding during the year		Shareholding at the end of the year 31/03/2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Pravin V. Sheth	2983597	22.440	2983597	10.362	5967194	20.726	5967194	20.726
2	Bhavesh P. Sheth	416548	3.133	416548	1.446	833096	2.893	833096	2.893
3	G. Ravindran	1332	0.010	1332	0.004	2664	0.009	2664	0.009
4	Bhadresh H. Shah	18500	0.139	18000	0.062	36500	0.127	36500	0.127
5	Soniya P. Sheth	3000	0.023	3000	0.010	6000	0.021	6000	0.021
6	P. S. Krishnan	54	0.000	54	0.000	108	0.000	108	0.000

\*Bonus Shares issued in the ratio of 1:1 on 20/01/2018

## FIBERWEB (INDIA) LIMITED

### Attachment H

#### v. INDEBTENDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
. Addition	-	-	-	-
. Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i)Principal Amount	-	-	-	-
ii)Interest due but not paid	-	-	-	-
iii)Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## Attachment I

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Pravin V. Sheth - Chairman & MD	G. Ravindran - WTD	Manager	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5,081,763.00	1,162,000.00	-	6,243,763.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	474,290.00	399,850.00	-	874,140.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify. . .	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>5,556,053.00</b>	<b>1,561,850.00</b>	<b>-</b>	<b>7,117,903.00</b>
	Ceiling as per the Act	Rs. 71.23 Lakhs (Being 5% of the Net Profit of the Company calculated as per Section 198 of Companies Act, 2013.			

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### Attachment J

#### B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of Directors							Total Amount
		C. A. Rege	B. H. Shah	G. R. Rana	B. P. Sheth	Soniya P. Sheth	R. K. Jain	Vijay Satkalami	
	3. Independent Directors								
	. Fee for attending board / committee meetings	50000	65000	5000	-	-	20000	45000	185000
	. Commission								
	. Others, please specify (Conveyance)								
	<b>Total (1)</b>	<b>50000</b>	<b>65000</b>	<b>5000</b>	<b>-</b>	<b>-</b>	<b>20000</b>	<b>45000</b>	<b>185000</b>
	4. Other Non-Executive Directors								
	. Fee for attending board / committee meetings	-	-	-	15000	65000	-	-	80000
	. Commission	-	-	-	-	-	-	-	-
	. Others, please specify (conveyance)	-	-	-	-	-	-	-	-
	<b>Total (2)</b>				<b>15000</b>	<b>65000</b>	<b>-</b>		<b>80000</b>
	<b>Total (B)=(1+2)</b>	<b>50000</b>	<b>65000</b>	<b>5000</b>	<b>15000</b>	<b>65000</b>	<b>20000</b>	<b>45000</b>	<b>265000</b>
	Total Managerial Remuneration	-	-	-	-	-	-		-
	Overall Ceiling as per the Act	Non Executive Directors were paid sitting fees for attending the meetings of the Board thereof during the financial year 2017-18, which were within the limits prescribed under the Companies Act, 2013.							

**Attachment K****C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WT**

S I . No.	Particulars of Remuneration	Key Managerial Personnel					
		CEO	Company Secretary Ms. Nital Chirag Gandhi #	Company Secretary Ms. Rakhi Patwa \$	Company Secretary Ms. Sonal Sharma @	CFO Mr. P. S. Krishnan	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	75,500.00  9,060.00	31,333.00  16,293.00	16,000.00  10,920.00	1,507,000.00  277,322.00	1,629,833.00  313,595.00
2.	Stock Option	-	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-	-
4.	Commission - as % of profit - others, specify. . .	- - -	- - -	- - -	- - -	- - -	- - -
5.	Others, please specify	-	-	-	-	-	-
	<b>Total</b>	-	<b>84,560.00</b>	<b>47,626.00</b>	<b>26,920.00</b>	<b>1,784,322.00</b>	<b>1,943,428.00</b>

# Ms. Nital Chirag Gandhi has been appointed as Company Secretary w.e.f 15/05/2017 and resigned on 14/10/2017.

\$ Ms. Rakhi Patwa as Company Secretary w.e.f 08/01/2018 and resigned on 27/02/2018.

@ Ms. Sonal Sharma has been appointed as Company Secretary w.e.f 07/03/2018.

## FIBERWEB (INDIA) LIMITED

### Attachment L

#### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of PENALTY / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			--NIL--		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			--NIL--		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			--NIL--		
Punishment					
Compounding					

Annexure V

FORM NO. MR -3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**FIBERWEB (INDIA) LIMITED**  
Airport Road,  
Kadaiya Village,,  
Nani Daman,  
Daman- 396210.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Fiberweb (India) Limited** herein after called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers,

agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Fiberweb (India) Limited** for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other laws specifically applicable to the Company, namely;
  - 1. Factories Act, 1948
  - 2. Industrial Disputes Act, 1947
  - 3. Payment of Wages Act, 1936



## FIBERWEB (INDIA) LIMITED

4. The Minimum Wages Act, 1948
5. Employees' State Insurance Act, 1948
6. The Payment of Bonus Act, 1965
7. Payment of Gratuity Act, 1972
8. The Maternity Benefit Act, 1961
9. The Child Labour (Prohibition and Regulation) Act, 1986
10. The Industrial Employment (Standing Orders) Act, 1946
11. The Employees' Compensation Act, 1923 (earlier known as Workmen's Compensation Act, 1923)
12. Equal Remuneration Act, 1976
13. The Environment (Protection) Act, 1986
14. The Environment (Protection) Rules, 1986
15. The Hazardous Wastes (Management, Handling And Trans boundary Movement) Rules, 2008
16. The Water (Prevention & Control of Pollution) Act, 1974
17. Water (Prevention & Control of Pollution) Rules, 1975
18. The Air (Prevention & Control of Pollution) Act, 1981
19. The Air (Prevention & Control Of Pollution) Rules, 1982
20. Sale of Goods Act, 1930
21. Income Tax Act, 1961
22. Central Excise Act, 1944
23. Central Excise Rules, 2002
24. Central Sales Act, 1956
25. Service Tax Rules, 1994
26. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
27. Customs Act, 1962
28. Wealth Tax Act, 1957
29. The Employee Provident Fund And Miscellaneous Provision Act, 1952
30. The Trade Union Act, 1926.
31. The Special Economic Zones Act, 2005.

The management of the Company has informed us that other than the Acts as mentioned above, there is no industry specific law which is applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange and the Ahmedabad Stock Exchange.

During the year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except to the extent as mentioned below and subject to the fact that the consolidated financial statements of this Company for the year ended 31st March, 2018 were prepared on the basis of audited financial statements of Sheth Non Woven Trading F. Z. E. a subsidiary Company, for the year ended on that date.

During the year, there were changes in the number of shares held by the promoters and top ten shareholders. However, pursuant to Section 93 of the Companies Act, 2013 read with Rule 13 of The Companies (Management and Administration) Rules, 2014, the Company is yet to file the return stating the necessary changes in Form MGT-10.

During the year the Company has delayed in payment of Stamp Duty on increase of Authorised share capital from Rs. 30 cr. To Rs.50 Cr. as the same has been paid on 3rd July, 2017.

**We further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the previous year, the Company has issued 18,00,000 convertible equity warrant of face value of Rs. 10/- each at an issue price of Rs.181/- per share warrant (including premium of Rs. 171/- per warrant) on preferential basis to the Strategic Investors, not forming part of the Promoter Group of the Company and for which members approval has been obtained in the Extra Ordinary General Meeting held on 18/02/2017. In this connection, the Company has complied with the Companies Act, 2013 as well as Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws. On 11/03/2017, the Board of Directors of the Company has allotted 18,00,000 convertible Equity warrants on preferential basis to the group of Strategic Investors not forming part of the promoters group.

## FIBERWEB (INDIA) LIMITED

Further on 29/03/2017, 7,00,000 equity warrants were converted in to 7,00,000 equity shares, on 15/04/2017, 1,00,000 equity warrants were converted in to 1,00,000 equity shares and on 06/07/2017, 10,00,000 equity warrants were converted in to 10,00,000 equity shares, of face value of Rs. 10/- each @ Rs.181/- per share (including premium of Rs. 171/- per share) after receiving balance 75% of exercise amount. The Company received Trading approval of the same from BSE on 06/07/2017, 12/07/2017 and 23/08/2017 respectively.

During the audit period the Company declared and paid Interim Dividend of Rs.0.50 per equity share on 14395855 equity shares aggregating to Rs.71,98,000/- to the shareholders whose names registered in the Register of members as on 15th December, 2017.

During the audit period the Company declared and issued Bonus shares in the ratio of 1:1 and record date (Cut off date) for the same was 18th January, 2018. Further promoters Sulochanadevi Agarwal, Abhishek Agarwal, Mitesh Agarwal, Manisha Gupta, Pragna Patel and Anil Agarwal have been reclassified from Promoter Category to Public category. Further the consent and approval of the Company accorded to Board to offer, issue, allot and deliver in one or more tranches upto 3,60,000 (Three Lakhs Sixty Thousand) convertible warrants of face value of Rs. 10/- each at a price of Rs. 331/- per warrant aggregating to Rs. 11,91,60,000/- (Rupees Eleven Crores Ninety One Lakh Sixty Thousand only) to Promoter Bhavesh Sheth, being the price which is in accordance with the guidelines for Preferential Issue contained in Chapter VII of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, (SEBI ICDR Regulations") on a Preferential basis. The approval for all the three matters have been obtained from members in the Extra Ordinary General Meeting held on 8th January, 2018.

During the audit Period the Company has increased authorised share capital from Rs.30 crores to Rs.50 crores and accordingly Clause V of Memorandum and Clause 3 of Articles of Association also altered. Members approval for the same has been obtained through Postal Ballot result declared on 24th February, 2018 and accordingly Memorandum and Articles of Association also altered.

During the audit period the the consent and approval of the members of the Company have been accorded to Board to offer, issue, allot and deliver, 22,35,000 (Twenty two Lakhs Thirty Five Thousand) Equity Shares of face value of Rs. 10/- each at a price of Rs. 179/- per equity aggregating to Rs. 40,00,65,000/- (Rupees Forty Crores Sixty Five Thousand only) including premium of Rs. 169/- (Rupees One Hundred Sixty Nine Only) per share aggregating to Rs.37,77,15,000/- (Rupees Thirty Seven Crore Seventy Seven Lakh Fifteen Thousand only) to the New Horizon Opportunities Master Fund, Registered Portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 as per SEBI (ICDR) Regulations, 2009. Members approval for the same has been obtained through Postal Ballot result declared on 24th February, 2018 but the same has not been worked as the Fund not received.

**Date: 09/08/2018**

**Place: Mumbai**

**M/S. K. PRATIK & ASSOCIATE**  
**Practising Company Secretary**  
**COP No.: 12368**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

**ANNEXURE A'**

To,

The Members,

**FIBERWEB (INDIA) LIMITED**

Airport Road,  
Kadaiya Village,  
Nani Daman,  
Daman- 396210.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date: 09/08/2018**

**Place: Mumbai**

**M/S. K. PRATIK & ASSOCIATE**

**Practising Company Secretary**

**COP No.: 12368**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

### **INDUSTRY- STRUCTURE AND DEVELOPMENT:**

As you are aware, your Company has been providing innovative and application focused products to enhance value of its customers globally. The customers are from Technical Textile, Furnishing, Agriculture, Hygiene and personal care industries. The Company markets several value added products, which are steadily gaining strength in the overseas market through a net work of dealers and customers. We continue to develop new and innovative products for various applications. The demand for the products of the Company is dependent on the global market and economic growth.

The year 2017-18 has been very progressive and it is hoped to scale greater heights.

### **BUSINESS OUTLOOK:**

The Company sees several opportunities for profitable growth in the areas of value added products, and a growing demand both in the international and domestic markets. Strong quality product development and marketing efforts have enabled the Company to stay ahead. The Company has also improved its geographic presence by enlarging its position in Europe and the USA.

### **OPPORTUNITIES AND RISKS:**

The Company's products depend on the growth of the Global economy and rise in the purchasing power of the population. The spread of the Company's business across the continents has enabled it to cater to a steady demand base, thereby minimizing the dependence on any particular market.

Lack of Govt. backing, frequent policy change, constrains increase in ocean freight and PP prices are major constrains.

In view of the anticipated growth in the demand for the products of the company in the years to come opportunities for the company to improve its performance is bright. The Company has also decided to improve its manufacturing efficiency by incorporating various balancing equipments and also by placing emphasis on efficient and professional management of the available resources of the company. However, the changing International developments affecting the production and distribution of the essential petrochemical products and raw materials are likely to have it's effect in our activities.

The plant and machinery of the Company are of the state of the art technology. The products of the company are of best quality and have been accepted by well-known end-users in many advanced countries like U.S.A, U.K. etc.

In view of very good order book position the Board will be considering expansion and /or diversification plan.

### **RISK MANAGEMENT**

Risk Management is an important business aspect in the current economic environment and its objective is to identify, monitor and take mitigation measures on a timely basis in respect of the events that may pose risks for the business.

The Company has a robust Risk Management Policy and Procedure in place for effective identification

and monitoring of risks and implementation of mitigation plans. The Risk Management Committee reviews and monitors the identified risks and mitigation plans at regular interval. Some of the risks identified and analysed by the Management are as under:

The Audit Committee and the Board are apprised of the significant risks and mitigation efforts made by the Management in its quarterly meetings.

### SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Your Company's main business is "Polymer Processing" and all other activities of the company revolve around this main business. As such there are no separate reportable segments within the Company and hence, the segment wise reporting as defined in Accounting Standards 17 is not applicable to the Company.

### HUMAN/INDUSTRIAL RELATIONS:

Since the very inception of the company, the industrial relation aspect of the company has been very cordial at all locations of the company. The Company believes that manpower is the most valuable primary resource for the growth of the organization. Therefore the company has recruited competent managerial personnel and taken steps for strengthening their efficiency and competency, through their involvement in the company's development and by installation of effective system for improving productivity.

The Number of permanent employees on the rolls of the Company as on 31st March, 2018 was 169 Nos. as against 125 Nos. on 31st March, 2017.

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The company maintains adequate internal control systems, which provide among other things, reasonable assurance of recording the transaction of its operations in all material respects and of providing protection against significant misuse or loss of Company's assets. Apart from self monitoring of internal controls, Internal Auditors have expressed their satisfaction about the adequacy of the control systems and the manner in which the Company is updating / upgrading its systems and procedures.

The Audit Committee takes due cognizance of the observations made by the auditors and gives their suggestions for improvement. The suggestions of the Audit Committee further ensure the quality and adequacy of the control systems.

### DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

#### Highlights:

(Rs. In Lakhs)

	2017-18		2016-17	
	Standalone	Consolidated	Standalone	Consolidated
Sales and other Receipts	20606.83	28616.89	10435.88	13037.74
Gross Profit / (Loss) before depreciation	4394.97	5380.95	2809.82	1993.15
<b>Less:</b> Depreciation	324.86	324.86	269.41	269.41
Profit from regular Activities	2663.94	3630.91	1424.78	1723.74

## FIBERWEB (INDIA) LIMITED

	2017-18		2016-17	
Extra ordinary items (Net)	0	0	0	0
Profit/ (Loss) before and after taxation	2663.94	3630.91	1424.78	1723.74
Earning Per Share	9.25	12.61	10.71	12.96
(After 1:1 Bonus – 20/01/2018	-	-	11.31	13.68

During the year under review your Company has recorded good progress. The earlier constraints are overcome by the teamwork and all out efforts of our executive and workforce resulting in encouraging results. From the regular activities of the Company during this year resulted in the Earning Per Share of Rs. 10/- each (Basic as well as diluted) improved to Rs. 9.25 (Standalone) after issue of 1:1 Bonus shares on 20.01.2018, from Rs.11.21 in previous year. And the Consolidated Earning Per Share, also, improved from Rs. 13.68 per share in previous year to Rs. 12.61 per share in current year (after issue of Bonus shares in proportion of 1:1 as on 20.01.2018). The Company has very healthy order book position. The future outlook for your Company is very bright and promising.

### CAUTIONARY STATEMENT:

Statement in this report on management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectation of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the

Company's operations include global and domestic demand and supply conditions, finished goods prices, raw material costs and availability, change in Government regulations and tax structure, economic developments within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information or events.

On behalf of the Board

**PRAVIN V. SHETH**

Chairman & Managing Director

Place: Mumbai

Date: 9th August, 2018

### Registered Office:

Air Port Road, Kadaiya,

Nani Daman, Daman (U.T.) 396 210.

CIN: L25209DD1985PLC004694

E-mail: fiberweb@fiberwbindia.com



## REPORT ON CORPORATE GOVERNANCE

This report on Corporate Governance forms part of the Directors Report. This section besides being in compliance of the mandatory listing agreement requirement gives an insight into the process of functioning of the Company.

### Company's Philosophy on Code of Corporate Governance

- To adopt internal and external measures to increase the level of transparency and accountability.
- To demonstrate to stakeholders that the Company is following right governance practices.
- To lead the Company towards high growth path of higher profits and revenue.
- To respect the laws of the land and rights of stakeholders and to get respect from all concerned.
- To uphold at all times fundamental values of accountability, probity and transparency in all areas of its operations and business practices

### Board of Directors

#### • Composition of Board of Directors

The Board of Directors comprises of Ten members, consisting of Six Non-Executive & Independent Directors as per the listing Regulations. The Board also includes one woman Director. The Board of Directors of the Company consists of eminent persons with considerable professional experience and expertise in respective fields. The composition is as under:-

Name of the Director	DIN	Executive / Non Executive / Independent / Promoter	No. of shares held in the Company	No. of outside Directorship in Public Limited Companies <sup>†</sup>	Membership held in Committee of Directors <sup>∞</sup>	Chairmanship held in Committee of Directors <sup>∞</sup>
Mr. Pravin V. Sheth*	00138797	Chairman & Managing Director	5967194	0	0	0
Mr. Bhavesh P. Sheth	02862487	Non-Executive & Non-Independent	833096	0	0	0
Mr. B.H. Shah	00629457	Non-Executive & Independent	36500	0	0	0
Mrs. Soniya P. Sheth	02658794	Non-Executive & Non-Independent	6000	1	0	0
Mr. G. Ravindran	00137551	Executive & Non-Independent	2664	0	0	0
Mr. C.A. Rege	01707700	Non-Executive & Independent	0	0	0	0
Mr. G.M. Rana	01982997	Non-Executive & Independent	0	0	0	0
Mr. Rajinder Kumar Jain	07337113	Non-Executive & Independent	0	1	0	0
Mr. Vijay Martandrao Satkalmi	07712647	Non-Executive & Non-Independent	0	0	0	0

## FIBERWEB (INDIA) LIMITED

\* Mr. Pravin V. Sheth, ceased to be Managing Director of the Company whose term expired on 30th September, 2018 and did not offer himself for re-appointment and accordingly he was not re-appointed as a Managing Director of the Company but he will continue as Chairman Emeritus.

≠ This excludes directorship held in Private Companies, Foreign Companies, Companies formed under Section 8 of the Companies Act, 2013 and directorship held in Fiberweb India Limited.

∞ Membership / Chairmanship in committee of Directors includes Audit Committee and Shareholders' Relationship / Grievance Committee of Directors only. This does not include membership / Chairmanship in Committee of Directors of Fiberweb India Limited.

During the year, Thirteen Board meeting were held and the requisite quorum was present at all Board meetings. There is no gap of four months between any two meetings. None of the Directors is a member in more than ten Committees or acts as a Chairman in more than five committees across all companies in which he is a Director.

Mr. Pravin V. Sheth is the father of Mr. Bhavesh P. Sheth and husband of Mrs. Soniya P. Sheth. None of the other Directors have any inter-se relation among themselves.

In case of appointment / resignation of Directors, the Company has notified the BSE Limited, as required under the Listing Regulations.

### **Directors' profile:**

Mr. Pravin V. Sheth Age: 79 years, Qualification: B.Com. LL.B., F.C.A. Practicing Chartered Accountant, Nature of expertise: Expert in field of Finance, Management, Accounting, Auditing, Taxation and Law. Having good knowledge about plastic industries for last 28 years. Name of the Companies in which also holds directorship: 1) Fiberweb (India) Ltd. 2) M/s. Sun Properties P. Ltd., 3) M/s. Star Developers P. Ltd., 4) M/s. Parijat Pvt. Ltd., 5) M/s. Sun Capital & Consultancy P. Ltd. Name of companies in which he holds Membership/chairmanship: Chairman & Managing Director of Fiberweb (India) Ltd. No. of shares – 5967194 shares. He is husband of Ms. Soniya P. Sheth and father of Mr. Bhavesh P. Sheth.

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

Mr. Bhavesh P. Sheth (N.R.I.) Age: 55 years, Qualification: C.A. Nature of expertise: Financial Systems & other Software Development and implementation experience, Business development, an organization strategy experience, Business process, Re-engineering, Management consulting and project management. Name of the Companies in which he also holds Directorship: 1) Sun Capital & Consultancy Pvt. Ltd 2) Sun Properties Pvt. Ltd. 3) Star Dev. Pvt. Ltd., 4) Fiberweb (India) Ltd. Name of the Companies in which he also holds Membership/Chairmanship: None. He is son of Managing Director Mr. Pravin V. Sheth.

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

Mr. G. M. Rana Age: 76 years Qualification: B.E. Bachelor of Engineering, M.B.A. Nature of expertise: Management & Marketing, Name of the companies in which he also holds Directorship: None. Name of companies in which he holds Membership/ Chairmanship: None.

Mr. C. A. Rege Age: 54 years. Qualification: Engineering & Management. Nature of expertise: Engineering & Plastics with the Management & Business working experience as professional with leading industries in plastics at higher management level. Mainly expertise in global Marketing with knowledge of financial field. Name of the Companies in which he also hold Directorship: AM Hygiene (International) Pvt. Ltd. Name of the companies in which he also hold Membership/Chairmanship: Member of share transfer cum stakeholder relations Committee and Audit Committee of Fiberweb (India) Ltd.

Mrs. Soniya P. Sheth Age: 33 years, Qualification: M. A., Nature of Expertise: She is Interior Decorator, Investment consultant & Dynamic professional also having good marketing experience. Name of Company in which she holds Directorship: 1) Kunststoffe Industries Ltd. 2) M/s. Stallion Breweries Ltd. 3) Chemical & Alkali Distributors Ltd., 4) M/s. Parijat Pvt. Ltd 5) Fiberweb (India) Ltd. She is wife of Managing Director Mr. Pravin V. Sheth.

Mr. Rajinder Kumar Jain Age: 64 years. Mr. Rajinder Kumar Jain is B.A. Nature of expertise. He is having vast experience of accounts and admin work. Name of companies in which he holds Directorship: CLC Industries Limited. Name of companies in which he holds Membership / Chairmanship: None. It will be in the interest of the company that Mr. Rajinder Kumar Jain continues as Director of the company.

He is not holding any shares of the Company in his name.

Mr. Vijay Martandrao Satkalmi Age: 66 years. Mr. Vijay Martandrao Satkalmi is Graduation / Bachelor / Equivalent. He is having vast experienced in the field of Technical Textiles Product Development and Process development. Name of companies in which he holds Directorship: None. Name of companies in which he holds Membership/Chairmanship: None. It will be in the interest of the company that Mr. Vijay Martandrao Satkalmi continues as Director of the company.

He is not holding any shares of the Company in his name

- Number of Board Meetings and Attendance Record of each Director

The Board meets at least once in a quarter to consider amongst other business, the performance of the Company and financial results.

(i) Thirteen Meetings of the Board of Directors were held during the year ended 31st March, 2018 these were held on: -

- |                        |                          |                         |
|------------------------|--------------------------|-------------------------|
| (1) 15th April, 2017   | (2) 15th May, 2017       | (3) 6th July, 2017      |
| (4) 10th August, 2017  | (5) 21st September, 2017 | (6) 14th October, 2017  |
| (7) 9th November, 2017 | (8) 25th November, 2017  | (9) 5th December, 2017  |
| (10) 8th January, 2018 | (11) 20th January, 2018  | (12) 7th February, 2018 |
| (13) 7th March, 2018.  |                          |                         |

## FIBERWEB (INDIA) LIMITED

The attendance record of each of the Directors at the Board Meetings during the year ended 31st March, 2018 and of the last Annual General Meeting is as under:-

Directors	No. of Board Meeting held	No. of Board Meeting attended	Attendance at Last AGM
Mr. Pravin V. Sheth	13	13	Yes
Mr. Bhadresh H. Shah	13	13	Yes
Mr. G.M. Rana (N.R.I.)	13	1	Yes
Mr. Bhavesh P. Sheth	13	3	Yes
Mr. G. Ravindran	13	13	Yes
Mr. C.A. Rege	13	10	Yes
Mrs. Soniya P. Sheth	13	13	Yes
Mr. Rajinder Kumar Jain	13	4	Yes
Mr.Vijay Martandrao Satkalmi	13	9	Yes

### Meeting of Independent Directors and Attendance Record

Independent Directors to meet at least once in a year to deal with matters listed out in Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV to the Companies Act, 2013 which inter-alia includes, review the performance of non-independent directors, chairman and the Board as a whole and assess quality, quantity and timeliness of flow of information between the Management and the Board that is necessary to perform the duties by the Board of Directors.

The terms and conditions of appointment of independent directors is also available on the Company's website: [www.fiberwebindia.com](http://www.fiberwebindia.com)

### Attendance Record of Meetings of Independent Directors

Name of the Director	Number of Meetings held	Number of Meetings attended
Mr. Bhadresh H. Shah	1	1
Mr. C.A. Rege	1	1
Mr. G. M. Rana	1	1
Mr. Rajinder Kumar Jain	1	1
Mr.Vijay Martandrao Satkalmi	1	1

### Familiarization Programme for Independent Directors

The Company conducts familiarization programmes for Independent Directors with regard to their roles, rights, and responsibilities in the Company etc. Details of familiarization programmes extended to the Independent Directors during the year are disclosed on the Company Website at [www.fiberwebindia.com](http://www.fiberwebindia.com)

### Secretarial Standards

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

### Directors' interest in the company

Sometimes, the Company does enter into contracts with companies in which some of the Directors of the Company are interested as director or member. However, these contracts are in the ordinary course of the Company's business without giving any specific weight age to them. Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the companies in which they are directors or members. Full particulars of contracts entered with companies in which directors are directly or indirectly concerned or interested are entered in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting of the Directors.

### Inter-se relationships among Directors:

Ms. Soniya P. Sheth is spouse of Mr. Pravin V. Sheth and Mr. Bhavesh P. Sheth is son of Mr. Pravin V. Sheth. Ms. Soniya P. Sheth is step mother of Mr. Bhavesh P. Sheth. Except for this, there are no inter-se relationships among the Directors.

### Audit Committee

The committee's composition and terms of reference are in compliance with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Members of the Audit Committee possess requisite qualifications.

During the financial year 2017-18 five Audit Committee Meetings were held on 12/05/2017, 09/08/2017, 08/11/2017, 19/01/2018 and 06/02/2018. The Composition of Audit Committee and attendance of each Committee member is as under:

Name of the Audit Committee Member	Designation	No. of Committee Meetings held	No. of Committee Meetings attended
Mr. B.H. Shah Non-Executive & Independent Director	Chairman	5	5
Mr. C.A. Rege Non-Executive & Independent Director	Member	5	5
Ms. Soniya P. Sheth Non-Executive & Non-Independent Director	Member	5	5

At the invitation of the Company, Managing Director, Statutory Auditors, internal Auditor, Accounts Manager and Chief Financial Officer also attended the meeting to answer and clarify queries raised at the Committee meetings.

The Company Secretary of the Company acts as the Secretary to the Committee.

The Chairman of Audit committee was present at 32nd Annual General Meeting of the Company held on 28th September, 2017.

## FIBERWEB (INDIA) LIMITED

### **Terms of Reference of Audit Committee inter alia include the following**

- (1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- (2) Recommendation for appointment, remuneration and terms of appointment of statutory auditors of the Company
- (3) Approval of payment to statutory auditors, including cost auditors, for any other services rendered by them
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements
  - (f) Disclosure of any related party transactions; and
  - (g) Qualifications/ Modified opinion(s) in the draft audit report;
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Monitoring and reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, and so on), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter
- (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) Approval or any subsequent modification of transactions of the Company with related parties
- (9) Scrutiny of inter-corporate loans and investments
- (10) Valuation of undertakings or assets of the Company, wherever it is necessary
- (11) Evaluation of internal financial controls and risk management systems
- (12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- (13) Reviewing with the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow-up thereon;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
- (17) To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) To review the functioning of the whistle blower mechanism;
- (19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**B. The audit committee shall mandatorily review the following information:**

- (1) The Management Discussion and Analysis of financial condition and results of operations
- (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) Management letters / letters of internal control weaknesses issued by the statutory auditors
- (4) Internal audit reports relating to internal control weaknesses; and
- (5) Reviewing the appointment, removal and terms of remuneration of the Internal auditor.

**Nomination and Remuneration Committee of Directors**

The Committee's composition and term of reference are in compliance with provisions of the Companies Act, 2013, Regulations 19 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The role of the committee is to perform all such matters as prescribed under which interalia includes – recommendation to Board of Directors remuneration policy for the Company, appointment of Director, appointment and remuneration of Whole-time Director and Key Managerial Personnel. The Committee will also deal with matters as may be assigned from time to time by the Board of Directors. The Committee has formulated a guiding policy on remuneration for its Directors, Key Managerial Personnel and employees of the Company.

The Board has constituted the Nomination and Remuneration Committee of Directors, consisting of Mr. Bhadresh H. Shah Chairman, Mr. C. A. Rege and Ms. Soniya P. Sheth. During the financial year 2017-18 Five Committee Meetings were held on 12/05/2017, 09/08/2017, 08/11/2017, 05/01/2018 and 06/03/2018 and all members of the committee attended all meeting. 2 members are Non- Executive and Independent Directors and 1 member is Non-Executive and Non-Independent Directors.

## FIBERWEB (INDIA) LIMITED

The Composition & Attendance of Nomination and Remuneration Committee is as follows:

Name of the Audit Committee Member	Designation	No. of Committee Meetings held	No. of Committee Meetings attended
Mr. B.H. Shah Non-Executive & Independent Director	Chairman	5	5
Mr. C.A. Rege Non-Executive & Independent Director	Member	5	5
Ms. Soniya P. Sheth Non-Executive & Non-Independent Director	Member	5	5

**Terms of Reference of Nomination and Remuneration Committee interalia include the following**

- (1) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of directors policy relating to, the remuneration for the Directors, Key Managerial Personnel and other employees;
- (2) To formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors;
- (3) To devise a policy on diversity of Board of Directors;
- (4) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- (5) To consider extension or continuation of term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

### Performance Evaluation Criteria of Independent Directors

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

### Remuneration Policy and Details of Remuneration paid

#### Executive Directors

Details of remuneration paid / payable to the Directors for the year ended on 31st March, 2018 (from 01/04/2017 to 31/03/2018) is as follows:

Name	Position held During the year Allowances	Salary & Remuneration	Perquisites	Total
Mr. Pravin V. Sheth	Chairman & Managing Director	Rs.5,081,763.00	Rs. 474,290.00	Rs. 5,556,053.00
Mr. G. Ravindran	Whole-time Executive Director	Rs. 1,162,000.00	Rs. 399,850.00	Rs. 1,561,850.00



There is no performance linked incentives, stock option and pension. The employment is on contractual basis and subject to termination by either party giving to other party three months notice.

### **Non-executive & Independent Directors**

Non-Executive Directors have been paid remuneration by way of sitting fees only during the year for attending the Board Meetings. However they have been given sitting fees @Rs. 5000/- per meeting for only Board meeting attendance. No Sitting fees for Committee Meetings.

### **Board Procedures**

The members of the Board have been provided with the requisite information mentioned in the Listing Regulations 2015, well before the Board Meetings and the same were dealt with appropriately. All the directors who are on various committees are within permissible limits of the Listing Regulations 2015.

### **Stakeholders Relationship/Grievance Committee of Directors**

In terms of the requirements under the provisions of Section 178 of the Companies Act, 2013 and Rules made there under and Regulation 20 read along with Paragraph B of part D of Schedule II of the SEBI (LODR) Regulations, 2015, the Board of Directors of the Company had re-constituted "Stakeholders Relationship/Grievance Committee" in place of erstwhile "Shareholders' / Investors' Grievances and Share Transfer Committee", under the Chairmanship of Non-Executive Director to monitor and review investor's grievances including complaint related to transfer of shares, non-receipt of Financial Statements, non-receipt of declared Dividends, to approve share transfer / transmission / transposition of shares / consolidation of folios and to approve issue of duplicate / fresh share certificates on account of requests for duplicate / split / consolidation.

The Committee consisting of non executive directors of which Mr. Bhadresh H. Shah is the Chairman and the members of the Committee are Mr. C. A. Rege and Ms. Soniya P. Sheth. Ms. Nital Chirag Gandhi, Company Secretary, is the Compliance Officer (upto 14/10/2017) and on her place Ms. Rakhi Patwa, Company Secretary, is the Compliance Officer (w.e.f 08/01/2018 upto 27/02/2018) and on her Ms. Sonal Sharma, Company Secretary, is the Compliance Officer (w.e.f 07/03/2018).

During the year the Company had received 36 investor's complaints with 2 pending complaints as on 01/04/2017. A status report of shareholders complaints and redressed thereof is prepared and placed before Stakeholders Relationship/Grievance Committee of Directors. The number of pending complaints at the close of the year were 1. There were no share transfer pending for registration for more than 15 days. The Committee meets 32 times during the year.

The Committee consists of three Directors and the attendance of each committee member is as under:

<b>Name of the Committee Member</b>	<b>Designation</b>	<b>No. of Meeting held</b>	<b>No. of Meeting attended</b>
Mr. Bhadresh H. Shah Non-Executive & Independent Director	Chairman	32	32
Mr. C. A. Rege Non-Executive & Independent Director	Member	32	32
Ms. Soniya P. Sheth Non-Executive & Non-Independent Director	Member	32	32

## FIBERWEB (INDIA) LIMITED

Status of Shareholders'/Investors' Complaints for the period 01/04/2017 to 31/03/2018

Name of Complaint	No. of Complaints received	No. of Complaints resolved	No. of pending complaints
Non-Receipt of Shares (Transfer)	-	-	-
Non-Receipt of Shares/Dividends/ Rights/Bonus Shares.	38	37	1
Delay/ Non Receipt Of Annual Reports.	-	-	-
<b>Total</b>	<b>38</b>	<b>37</b>	<b>1</b>

There are no complaints not solved to the satisfaction of shareholders.

The Secretary of the Company is to act as the Compliance Officer.

The shareholders / investors can send shares related complaints, if any, through e-mail-id fiberweb@vsnl.net designated for this purpose.

### Corporate Social Responsibility Committee:

The Board has constituted Corporate Social Responsibility Committee of Directors. All the members of Corporate Social Responsibility Committee have good knowledge and exposure to utilize the company's resources towards its corporate social responsibility. The Role of the Committee is to formulate and recommend to the Board, a corporate social responsibility policy, recommend the amount of expenditure to be incurred on CSR Projects and Programmes and monitor them.

As per Section 135 of the Companies Act, 2013, the Company needs to spend 2% of Average net profit of last three years on CSR activities. The Annual Report on CSR activities of the Company is provided in Annexure II and is attached to the Director's Report.

During the financial year 2017-18 four Corporate Social Responsibility Committee Meetings were held on 12/05/2017, 09/08/2017, 08/11/2017, and 06/02/2018. The Composition of Corporate Social Responsibility Committee and attendance of each Committee member is as under:

The Committee consists of three Directors and the attendance of each committee member is as under

Name of the Committee Member	Designation	No. of Meeting held	No. of Meeting attended
Mr. C. A. Rege Non-Executive & Independent Director	Chairman	4	4
Mr. Bhadresh H. Shah Non-Executive & Independent Director	Member	4	4
Ms. Soniya P. Sheth Non-Executive & Non-Independent Director	Member	4	4

**Sexual Harassment Committee:****(a) Constitution**

The Board has constituted the Sexual Harassment Committee.

**(b) Composition**

The Sexual Harassment Committee was comprised of following 2 Directors of the company and 1 independent person. Mr. G. Ravindran, Executive Director, Ms. Soniya P. Sheth, Non-executive Non-Independent Director and Ms. Rekha Patkar Member.

**(c) Power of Sexual Harassment Committee:**

The committee is authorized to exercise all powers for compliance of the sexual harassment for women at work place (prevention), prohibition and redressal) Act 2013.

During the financial year 2017-18 four Sexual Harassment Committee Meetings were held on 12/05/2017, 09/08/2017, 08/11/2017, and 06/02/2018. The Composition of Sexual Harassment Committee and attendance of each Committee member is as under:

The attendance of Sexual Harassment Committee is as under:

Name of the Director	Designation	No. of Committee Meetings held	No. of Committee Meetings attended
Ms. Soniya P. Sheth Non-Executive & Non-Independent Director	Chairman	4	4
Mr. G. Ravindran Executive – Non-Independent Director	Member	4	4
Ms. Rekha Patkar Member	Member	4	4

**Risk Management Committee**

During the financial year 2017-18 five Risk Management Committee Meetings were held on 12/05/2017, 09/08/2017, 08/11/2017, 19/01/2018 and 06/02/2018. The Composition of Risk Management Committee and attendance of each Committee member is as under:

The composition and attendance of the Risk Management Committee (RMC) is as under:

Name of the Director	Designation	No. of Committee Meetings held	No. of Committee Meetings attended
Mr. Pravin V. Sheth Chairman & Managing Director	Chairman	5	5
Mr. G. Ravindran Executive –Non-Independent Director	Member	5	5
Mr. C. A. Rege Non-Executive& Independent Director	Member	5	5

## FIBERWEB (INDIA) LIMITED

The Committee has adopted a policy on Risk management to assess and determine the risks and potential threats to the Company.

### **The Role of Risk Management Committee is as under:**

- a) To identify, assess and mitigate the existing as well as potential risks to the Company and to recommend the strategies to the Board to overcome them;
- b) To develop and implement action plans or mitigate the risks;
- c) To oversee at such intervals as may be necessary, the adequacy of Company's resources to perform its risk management responsibilities and achieve its objectives;
- d) To review on a half-yearly basis the Company's performance against the identified risks of the Company;
- e) To formulate the strategies towards identifying any areas that may materially affect the Company's overall risk exposure and to review the Risk Management Policy;
- f) To regularly review the risk management framework for the operations of the Company that are deemed necessary; and
- g) To perform such other activities related to this Policy as requested by the Board of Directors or to address issues related to any significant subject within its term of reference.

### **Compliance Certificate**

Compliance Certificate for corporate governance from Auditors of the Company is annexed herewith.

### **General Body Meetings**

- The details of Annual General Meetings held in last three year are as follows:-:-

AGM	Day	Date	Time	Venue
30th	Wednesday	30/09/2015	10.00 a.m.	Air-port Road, Kadiya, Nani Daman, Daman (U.T.) 396 210
31st	Friday	30/09/2016	10.00 a.m.	Air-port Road, Kadiya, Nani Daman, Daman (U.T.) 396 210
32nd	Thursday	28/09/2017	9.00 a.m.	Hotel Ocean Inn, Plot No. 20, Devka Beach, Nani Daman (U.T.) 396 210

- In the 30th Annual General Meeting held on 30/09/2015, a special resolution was passed for Reappointment of Mr. Pravin V. Sheth as Chairman and Managing Director.
- In the 31st Annual General Meeting held on 30/09/2016, an Ordinary Resolution was passed for Appointment of Mr. Rajinder Kumar Jain as an Independent Director. No Special Resolution was passed.
- In the 32nd Annual General Meeting held on 28/09/2017, Ordinary Resolution was passed for Appointment of Mr. Vijay M. Satkalmi as an Independent Director. No Special Resolution was passed.
- Whether special resolutions were put through postal ballot last year? Yes

- On 26/02/2018, the shareholders passed the Special Resolution on the following subject matter by way of Postal Ballot.

During the year the 2017-18 Company has put special resolution through postal ballot:

- Increase in authorised capital of the Company and alteration of capital clause in the Memorandum of Association of the Company.
- Alteration in Articles of Association of the Company.
- Issue of Equity shares on preferential basis to New Horizon Opportunities Master Fund, Registered Portfolio investor under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.

Total No. of shareholders: 17622

The Company has offered Remote E-voting facility as well as Ballot form to vote on Resolutions. Mr. Bipin C. Shah, Practicing Chartered Accountant, Mumbai who had been appointed as Scrutinizer to conduct the postal ballot process in a fair and transparent manner, has submitted his report on 26th February, 2018.

The Chairman & Managing Director, Mr. Pravin V. Sheth, then announced the result of the Postal Ballot (including Remote E-voting) as per the Scrutinizer's Report, as follows:

Item No of Notice	Particulars of Business	Votes in favor of the resolution		Votes against the resolution		Invalid votes	
		Nos.	% age	Nos.	% age	Nos.	% age
Item No. 1 (Special Resolution)	E-Voting	6585031	100	203	0.00	0	0.00
	Postal Ballot	503640	99.96	1	0.00	182	0.03
	<b>Total</b>	<b>7088671</b>	<b>99.99</b>	<b>204</b>	<b>0.00</b>	<b>182</b>	<b>0.00</b>
Item No. 2 (Special Resolution)	E-Voting	6584906	100	328	0.00	0	0.00
	Postal Ballot	503640	99.96	1	0.00	182	0.03
	<b>Total</b>	<b>7088546</b>	<b>99.99</b>	<b>329</b>	<b>0.00</b>	<b>182</b>	<b>0.00</b>
Item No. 3 (Special Resolution)	E-Voting	6584140	99.98	1094	0.02	0	0.00
	Postal Ballot	503640	99.96	1	0.00	182	0.03
	<b>Total</b>	<b>7087780</b>	<b>99.98</b>	<b>1095</b>	<b>0.02</b>	<b>182</b>	<b>0.00</b>

Postal Ballot was conducted in accordance with the procedure set out in Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement.

- As of date, there is no proposal to pass any special resolution by postal ballot.
- Extra - Ordinary General Meeting

## FIBERWEB (INDIA) LIMITED

During the year one EOGM held

Year	Date and Venue	Time	Special Resolution(s) passed
EGM 2017-18	8th January, 2018 Hotel Ocean Inn, Plot No. 20, Devka Beach, Nani Daman (U.T.) - 396210	9.00 a.m.	1. Issue Bonus Shares to the equity shareholders of the Company. 2. Reclassification of Promoters of the Company as Public Shareholders. 3. Issue of Warrants (Convertible Warrants) Convertible into Equity shares on preferential basis in the Company.

### Means of Communication

- The Board takes on record the unaudited quarterly financial results in the prescribed proforma of the stock exchanges within stipulated time of 45 days from close of the quarter and announces forthwith the results to all the stock exchanges where the shares of the Company are listed. The quarterly unaudited financial results are also published in news papers like The Times of India, The Economic Times, Free Press Journal, Savera India Times and Navshakti within 48 hours of the conclusion of the meeting of the Board in which it is approved. Quarterly financial results and other useful Information of the Company are also available on the Company's website: [www.fiberwebindia.com](http://www.fiberwebindia.com)
- The Annual General Meeting is the principal forum for face to face communication with shareholders, where the Board responds to the specific queries of the shareholders.
- No presentation was made during the year either to the Institutional Investors or to the analysts.
- Official press release, if any, is placed on the Company's Website and sent to Stock Exchanges for dissemination.
- Management Discussion and Analysis Report forms part of this Annual Report.

**COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF LISTING REGULATIONS**

Sr. No.	Particulars	Regulation	Compliance Status Yes / No / N.A.	Compliance observed for the following during the financial year 2017-18
1	Board of Directors	17	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Number of meetings</li> <li>• Review of compliance reports</li> <li>• Plans for orderly succession for appointments</li> <li>• Code of Conduct</li> <li>• Fees / compensation to non-executive Directors</li> <li>• Minimum information to be placed before the Board</li> <li>• Compliance Certificate</li> <li>• Risk assessment and management</li> <li>• Performance evaluation of Independent Directors</li> </ul>
2	Audit Committee	18	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Number of meetings</li> <li>• Powers of the Committee</li> <li>• Role of the Committee and review of information by the Committee</li> </ul>
3	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Role of the Committee</li> </ul>
4	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Role of the Committee</li> </ul>
5	Risk Management Committee	21	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Role of the Committee</li> </ul>
6	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> <li>• Formulation of Vigil Mechanism for Directors and employees</li> <li>• Director access to Chairperson of Audit Committee</li> </ul>
7	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> <li>• Policy on Materiality of Related Party transactions and dealing with Related Party Transactions</li> <li>• Approval including omnibus approval of Audit Committee</li> <li>• Review of Related Party transactions</li> <li>• There were no material Related Party transactions</li> </ul>

## FIBERWEB (INDIA) LIMITED

Sr. No.	Particulars	Regulation	Compliance Status Yes / No / N.A.	Compliance observed for the following during the financial year 2017-18
8	Subsidiaries of the Company	24	Yes	<ul style="list-style-type: none"> <li>The Company did not have any material unlisted subsidiary and as a result the compliances in respect of material unlisted subsidiary were not applicable</li> <li>Review of financial statements of unlisted subsidiary by the Audit Committee</li> <li>Other Corporate governance requirements with respect to subsidiary of listed entity</li> <li>Significant transactions and arrangements of unlisted subsidiary</li> </ul>
9	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> <li>Maximum directorships and tenure</li> <li>Meetings of Independent Directors</li> <li>Familiarisation of Independent Directors</li> </ul>
10	Obligations with respect to employees including senior management, key managerial persons, directors and promoters	26	Yes	<ul style="list-style-type: none"> <li>Members/Chairmanships in Committees</li> <li>Affirmation on compliance of Code of Conduct by Directors and Senior Management</li> <li>Disclosure of shareholding by non-executive Directors</li> <li>Disclosure by Senior Management about potential conflicts of interest</li> <li>Agreement with regard to compensation or profit sharing in connection with dealings in securities of the Company by key managerial persons, director and promoter</li> </ul>
11	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> <li>Compliance with discretionary requirements</li> <li>Filing of quarterly compliance report on Corporate Governance</li> </ul>



Sr. No.	Particulars	Regulation	Compliance Status Yes / No / N.A.	Compliance observed for the following during the financial year 2017-18
12	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> <li>• Terms and conditions for appointment of Independent Directors</li> <li>• Composition of various Committees of the Board of Directors</li> <li>• Code of Conduct of Board of Directors and Senior Management Personnel</li> <li>• Details of establishment of Vigil Mechanism / Whistle Blower policy</li> <li>• Policy on dealing with Related Party Transactions</li> <li>• Policy for determining material subsidiaries</li> <li>• Details of familiarization programmes imparted to Independent Directors</li> </ul>

### General Shareholders Informations

General Shareholders Information's

The required information is provided in "Shareholders information" Section.

### Other Disclosures

Related Party Transaction

- There have been no transactions of material nature between the Company and its promoters, directors, management, their subsidiaries or relatives etc.

Policy on materially significant related party transactions:

- There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large. Attention is drawn to Note 9 to the Financial Statements for disclosure of related parties.
- The Company has formulated policy on dealing with related party transactions. This policy has been hosted on the Company's websites at [www.fiberwebindia.com](http://www.fiberwebindia.com).

Any Non-compliance, Penalties or Strictures Imposed

- The Company has complied with the requirements of regulatory authorities on capital markets and no penalty/ stricture was imposed on the Company during the last three years.
- Policy on determination of materially of event or information:

## FIBERWEB (INDIA) LIMITED

In accordance with the requirement of the Listing Regulations, the Company has formulated a policy on determination of materiality of event or information which is available on the Company's website at [www.fiberwebindia.com](http://www.fiberwebindia.com).

► **Policy for Preservation of Documents:**

The Company has framed a Record Management Policy for preservation of documents. This Policy prescribes the nature of Documents and the period for which the same should be preserved. The archival Policy which forms part of this policy, is hosted on the Company website at [www.fiberwebindia.com](http://www.fiberwebindia.com).

► **Policy for Prohibition of Insider Trading:**

In line with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 the Company has adopted a code of Conduct for prohibition of insider trading duly approved by the Board of Directors. The objective of the policy is to ensure the prohibition of insider trading practices in the Company. Ms. Sonal Sharma, Company Secretary, is the Compliance Officer for the purpose of this policy. This policy has been hosted on the Company website at [www.fiberwebindia.com](http://www.fiberwebindia.com).

► **Code of Conduct**

The Company has adopted a Code of Conduct for its Directors, Senior Management and employees of the Company. This Code of Conduct has been communicated to each of them. All members of the Board of Directors and Senior Management including Key Management Personnel affirm compliance with the Code of Conduct at the time of their appointment and thereafter on an annual basis. A certificate from Mr. Pravin V. Sheth, Chairman & Managing Director, to this effect has been obtained and forms part of this Annual report. The Policy for the same is available on Company's website: [www.fiberwebindia.com](http://www.fiberwebindia.com).

### **Vigil Mechanism**

Your Company has an effective Vigil Mechanism system which is embedded in its Code of Conduct. The Code of Conduct of your Company serves as a guide for daily business interactions, reflecting your Company's standard for appropriate behavior and living corporate values. The Code of Conduct applies to all Company people, including Directors, Officers, and all employees of the Company. Even your Company vendors and suppliers are also subject to these requirements as adherence to the Code is a prerequisite for conducting business with your Company. The Vigil Mechanism is available on the Company website: [www.fiberwebindia.com](http://www.fiberwebindia.com).

### **Whistle Blower policy**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other workgroups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The Policy provides adequate safeguard against victimization of director(s) / employee(s) who raise the concern and have access to the Chairman of Audit Committee who is entrusted to oversee the whistle blower mechanism and that no person has been denied access to Audit Committee. The Policy is available on the website of the Company [www.fiberwebindia.com](http://www.fiberwebindia.com)

**GENERAL SHAREHOLDER INFORMATION**

<b>Company's CIN No.</b>	: CIN: L25209DD1985PLC004694
<b>Date, time and venue of 32nd AGM</b>	: Tuesday, 25th September, 2018 at 10.00 a.m. At Hotel Ocean Inn, Plot No. 20, Devka Beach, Nani Daman, Daman (U.T.) - 396 210
<b>Financial Year</b>	: 1st April to 31st March
<b>Financial Calender</b>	
Financial reporting for the quarter ending 30th June, 2018	: On or before 14th August 2018
Financial reporting for the quarter ending 30th September, 2018	: On or before 14th November, 2018
Financial reporting for the quarter ending 31st December, 2018	: On or before 14th February, 2019
Financial reporting for the quarter ending 31st March, 2019	: On or before 30th May, 2019
<b>Dates of Book Closure</b>	: 18-09-2018 to 25-09-2018 (Both days inclusive)
<b>Listing on Stock Exchanges</b>	: The Ahmedabad Stock Exchange Ltd. Ahmedabad The Bombay Stock Exchange Ltd, Mumbai
<b>Listing Fees</b>	: Paid for all above Stock Exchanges as per Listing Regulations
<b>Demat Arrangement</b>	: With NSDL and CDSL
<b>ISIN No.</b>	: INE 296C01020
<b>ASE and BSE Stock Code</b>	: 46910 and 507910
<b>Registered Office (Address for correspondence)</b>	: Air Port Road, Kadaiya, Nani Daman, Daman (U.T.) 396 210. Tel No. 0260- 2221458 Fax No. 0260-2220758
<b>Company's E-Mail ID</b>	: fiberweb@vsnl.net
<b>Company's Website</b>	: www.fiberwebindia.com
<b>WORKS (Plant Location)</b>	: Plot No. 92/93B, 100' Coastal Highway, Nani Daman, Daman (U.T.) 396 210.
<b>Registrar &amp; Share Transfer Agents</b>	: Sharex Dynamic (India) Pvt. Ltd., Unit No. 1, Luthra Industrial Premises, 1st Floor, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai - 400 072 Tel No.022- 2851 5606 /6544 Fax No.022-2851 2885 E-mail ID: sharexindia@vsnl.com

## FIBERWEB (INDIA) LIMITED

### Share Transfer System

The power to approve the transfer of securities has been delegated by the Board to the Share Transfer Agents. Share transfer requests are processed within fifteen (15) days from the date of receipt.

**Compliance Officer** : Ms. Sunita Agarwal (upto 15/05/2017)  
 Ms. Nital Chirag Gandhi (w.e.f. 15/05/2017 upto 14/10/2017)  
 Ms. Rakhi Patwa (w.e.f 08/01/2018 upto 27/02/2018)  
 Ms. Sonal Sharma (w.e.f 07/03/2018)  
 Company Secretary.

### Stock Market Data:

High and Low prices & Trading Volumes at BSE

MONTH	High (Rs.)	Low (Rs.)
April 2017	378.80	306.00
May 2017	389.00	301.00
June 2017	345.00	311.10
July 2017	337.90	300.00
August 2017	373.50	280.00
September 2017	356.90	280.00
October 2017	311.00	206.00
November 2017	358.50	249.00
December 2017	357.00	270.00
January 2018	383.60	157.00
February 2018	185.70	145.00
March 2018	150.00	112.80

Source: www.bseindia.com

### Distribution of Shareholding as on 31st March, 2018:

Category of Shareholder	Number of Shareholders	Percentage of (A+B+C)	Total Number of shares held
(A) Shareholding of Promoters & Promoter Group			
(1) Indian	5	45.23	13023014
(2) Foreign	0	0.00	0
<b>Total shareholding of Promoter &amp; Promoter Group</b>	<b>5</b>	<b>45.23</b>	<b>13023014</b>

Category of Shareholder	Number of Shareholders	Percentage of (A+B+C)	Total Number of shares held
(B) Public Shareholding			
(1) Institutions	15	2.27	654684
(2) Non - Institutions.	18292	52.49	15114012
<b>Total Public Shareholding</b>	<b>18307</b>	<b>54.76</b>	<b>15768696</b>
(C) Shares held by custodians	0	0	0
<b>Total (A)+(B)+(C)</b>	<b>18312</b>	<b>100.00</b>	<b>28791710</b>

#### Shareholding Pattern by size as on 31st March, 2018

No. of Equity Shares	Shareholders		No. of Shares	
	Number	% of holders	Number	% of shares
1 -100	6715	36.67	336411	1.17
101-200	4319	23.59	674357	2.34
201-500	4057	22.15	1362992	4.73
501-1000	1711	9.34	1279632	4.44
1001-5000	1250	6.83	2590352	9.00
5001-10000	131	0.72	945995	3.29
10001-100000	106	0.58	2802452	9.73
100001- and above	23	0.13	18799519	65.29
<b>Total</b>	<b>18312</b>	<b>100.00</b>	<b>28791710</b>	<b>100.00</b>

#### Dematerialization of equity shares

The shares of the Company have been brought under compulsory demat mode with effect from 30th October, 2000. As on 31st March, 2018, about 94.97% share holding representing 27343724 Equity Shares of the Company have been converted into demat form. The Company has executed agreements with both the depositories namely NSDL and CDSL for demat of its shares.

#### Outstanding GDRs/ADRs/Warrants or any convertible instruments

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

#### Foreign Exchange Risk & Hedging activities

It is the policy of the Company to cover its foreign currency exposure for imports to avoid currency exchange fluctuation.

#### Disclosures

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

## **FIBERWEB (INDIA) LIMITED**

### **Discretionary Requirements**

#### **The Board**

As the Chairman of the Company is an Executive Chairman, hence the provision on entitlement of Chairperson's office at the expense of the Company in case of a Non-Executive Chairperson is not applicable.

#### **Shareholders Rights**

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

#### **Audit Qualification**

There is no Audit Qualification. Every endeavor is made to make the financial statements without qualification.

#### **Separate posts of Chairman and Chief Executive Officer**

There is no separate post of chairperson and Managing Director or CEO. Presently, Mr. Pravin Sheth is the Chairman and Managing Director of the Company.

#### **Reporting of Internal Auditors**

Reports of Internal Auditors are placed before the Audit Committee for its review.

## **DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT**

I, Pravin V. Sheth, Chairman and Managing Director of Fiberweb (India) Limited declare that all the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the Code of Conduct framed, pursuant to Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2018.

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

**Pravin V. Sheth**  
**(Chairman & Managing Director)**

## **COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of  
Fiberweb (India) Limited

1. We have examined the Corporate Governance report of Fiberweb (India) Limited for the year ended 31st March, 2018 with the relevant records and documents maintained & furnished to us by the Company and as approved by the Board of Directors as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015
2. The Compliance of conditions on Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. On the basis of our review and according to information and explanations provided to us, we certify that the Company has complied with the mandatory conditions of Corporate Governance, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For A. V. Jobanputra & Co.**  
**Chartered Accountants**

**A. V. Jobanputra**  
**Proprietor**  
**Membership No.: 016352**

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

## **INDEPENDENT AUDITOR'S REPORT**

**To**

**The Members**

**FIBERWEB (INDIA) LIMITED**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of FIBERWEB (INDIA) LIMITED ('the Company'), which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'Standalone Financial Statement').

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in sub-section 5 of section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flow and the Statement of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under sub-section 10 of Section 143 of the Act and other applicable authoritative pronouncements issued by the institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the standalone financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, and **subject to Notes**, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit including other comprehensive income, its cash flows and the statement of changes in equity for the year ended on that date.

**Report on Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 ('The Order') issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by sub section 3 of Section 143 of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement dealt and the statement of changes in equity with by this Report, are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of sub-section 2 of Section 164 of the Act.
  - f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:-
    - (i) The Company does not have any pending litigations which would impact its financial position.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**FOR A. V. Jobanputra & Co.**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No.: 104314W**

**A. V. Jobanputra**  
**PROPRIETOR**  
**(MEMBERSHIP NO: 016352)**

**Place:- Mumbai**  
**Date:- 09/08/2018**

## FIBERWEB (INDIA) LIMITED

**The Annexure A referred to in Para 1 – Report on Other Legal Regulatory Requirements of our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31 March 2018, we report that:**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals during the year, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification;
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company;
- ii) In our opinion the inventories have been physically verified during the year by the Management at reasonable intervals and as explained to us, no material discrepancies were noticed on physical verification;
- iii) According to the information and explanations given to us, the company has not granted any secured or unsecured loans to Companies, Firms or other parties, covered in the register maintained under section 189 of the companies Act 2013;
- iv) The Company has not given loans, or made investments, or given guarantees and provided security in terms of provisions of section 185 and 186 of The Companies Act, 2013;
- v) The Company has not accepted deposits and hence the directive issued by the Reserve Bank of India and the provisions of the sections 73 to 76 of the Act and the Companies (acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company;
- vi) We have been informed that the Company is not required to maintain cost record under sub-section (1) of section 148 of the Companies Act, 2013.
- vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, custom Duty, service tax, value added tax, cess and any other statutory dues have been regularly deposited during the year by the Company with the appropriate authorities and no undisputed amounts payable were in arrears as at 31 March, 2018 for a period of more than six months from the date they became payable
  - (b) According to the information and explanations given to us, there are no disputed amounts of income tax, sales tax, custom duty, service tax or value added tax which have not been deposited with the concerned authorities;
  - (c) During the year Central Excise Department has levied an anti dumping duty on the company of Rs. 1,37,77,776/- for the period August 2009 to March 2015 and also penalty of Rs 1,37,77,776/- and Interest thereon and of Rs 15,00,000/- on one of its Directors. The company has filed an appeal against the said order before CESTAT, Ahmedabad. The company has paid an amount of Rs. 10,33,333/- and Rs 1,12,500/- against the said demand, as deposit for filing the appeal.
- viii) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to a bank. The Company has not obtained any borrowing from any financial institutions, Government or by way of debentures;

- ix) On the basis of records examined by us and the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer during the year;
- x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year;
- xi) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the Company has paid managerial remuneration as per Section 197 read with Schedule V to the Companies Act, 2013;
- xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. Accordingly paragraph 3(xii) is not applicable;
- xiii) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details of the same have been disclosed in the financial statements as required by the applicable accounting standards;
- xiv) According to the information and explanations given to us, and based on our examination of the records of the Company, the monies raised during current year and last year, through private placement of 18,00,000 convertible equity warrants comprising face value of Rs.10/- each at a premium of Rs.171/- per share to be converted into 18,00,000 equity shares. Out of this, 7,00,000 equity warrants were converted into equity shares of Rs. 10/- each, at a premium of Rs.171/- each, in last year and the balance, 11,00,000 equity warrants were converted into equity shares of Rs.10/- each, at a premium of Rs.171/- per share, in current year, are in compliance with Section 42 of the Companies Act, 2013 and said funds has been utilized for the purposes for which they were raised;
- xv) According to the information and explanations given to us, and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly paragraph 3(15) of the order is not applicable;
- xvi) The Company is not required to be registered under section 45-1A of the Reserve Bank of India, 1934.

**FOR A. V. Jobanputra & Co.  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104314W**

**A. V. Jobanputra  
PROPRIETOR  
(MEMBERSHIP NO: 016352)**

**Place:- Mumbai**

**Date :- 09/08/2018**

## FIBERWEB (INDIA) LIMITED

### **The Annexure B referred to in Para 2(f) - Report on other Regulatory requirements of our Independent Auditor's Report to the Members of the Company on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the act") for the year ended 31st March, 2018**

We have audited the internal financial controls over financial reporting of FIBERWEB (INDIA) LIMITED ("the company") as of 31st March, 2018 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls over financial Reporting issued by the institute of Chartered Accountants of India." These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors. The accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit in accordance with the Guidance Note on Audit of internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial Control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide

reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, materials misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedure may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR A. V. Jobanputra & Co.  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104314W**

**A. V. Jobanputra  
PROPRIETOR  
(MEMBERSHIP NO: 016352)**

**Place:- Mumbai**

**Date :- 09/08/2018**

# FIBERWEB (INDIA) LIMITED

## STANDALONE BALANCE SHEET AS AT 31 MARCH, 2018

Particulars		Note No.	As at 31 March, 2018 ₹	As at 31 March, 2017 ₹
<b>A</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
	Property Plant and Equipment		844,958,336	388,024,141
	Capital-work-in progress		1,000,000	174,700
		<b>1</b>	<b>845,958,336</b>	<b>388,198,841</b>
	<b>Financial assets</b>			
	Non current investments	<b>2</b>	6,413,628	1,126,800
	Non-Current Loans & Advances	<b>3</b>	46,324,087	69,050,735
	<b>Total Non-Current Assets</b>		<b>898,696,051</b>	<b>458,376,376</b>
	<b>Current assets</b>			
	Inventories	<b>4</b>	153,622,972	104,642,988
	<b>Financial assets</b>			
	Trade receivables	<b>5</b>	399,667,790	135,685,485
	Cash and cash equivalent	<b>6</b>	45,187,931	215,147,839
	Loans & Advances	<b>7</b>	34,884,716	3,043,733
	Other current assets		-	-
	<b>Total Current Assets</b>		<b>633,363,409</b>	<b>458,520,045</b>
	<b>TOTAL ASSETS</b>		<b>1,532,059,460</b>	<b>916,896,421</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Shareholders' funds</b>			
	Equity Share Capital	<b>8</b>	287,917,100	132,958,550
	Other Equity	<b>9</b>	1,013,068,795	760,972,882
	<b>Total Equity</b>		<b>1,300,985,895</b>	<b>893,931,432</b>
	<b>Liabilities</b>			
	<b>Current liabilities</b>			
	Current financial liabilities			
	Trade payables	<b>10</b>	226,043,726	17,483,823
	Total current financial liabilities		<b>226,043,726</b>	<b>17,483,823</b>
	Other current financial liabilities	<b>11</b>	557,043	859,872
	Provisions	<b>12</b>	4,472,796	4,621,293
	<b>Total Liabilities</b>		<b>5,029,839</b>	<b>5,481,165</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,532,059,460</b>	<b>916,896,421</b>

The accompanying notes 1 to 20 are an integral part of the financial statements.

As per our report of even date

**For A.V.Jobanputra & Co.**

Chartered Accountants

Firm Registration No: 104314W

**A.V.Jobanputra**

Proprietor

Membership No. 016352

**Place : Mumbai**

**Date : 09/08/2018**

**For and on behalf of the Board of Directors**

**Pravin V. Sheth**

Chairman & Managing Director

**Sonal Sharma**

Company Secretary

**Place : Mumbai**

**Date : 09/08/2018**

**G. Ravindran**

Executive Director

**P.S. Krishnan**

Chief Financial Officer

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2018**

	Particulars	Note No.	For the year ended 31 March, 2018 ₹	For the year ended 31 March, 2017 ₹
<b>A</b>	<b>INCOME</b>			
	Value of sales	<b>13</b>	2,060,279,596	1,043,035,539
	Revenue from operations		<b>2,060,279,596</b>	<b>1,043,035,539</b>
	Other income	<b>14</b>	403,811	552,675
	<b>Total Income</b>		<b>2,060,683,407</b>	<b>1,043,588,214</b>
<b>B</b>	<b>EXPENSES</b>			
	Cost of materials consumed	<b>15</b>	1,620,043,745	702,934,981
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	<b>16</b>	(22,218,126)	(13,923,141)
	Employee benefits expenses	<b>17</b>	49,117,069	43,394,856
	Finance costs	<b>18</b>	-	210,999
	Depreciation and amortisation expenses	<b>1</b>	32,486,232	26,941,264
	Other expenses	<b>19</b>	114,860,034	141,550,872
	<b>Total expenses</b>		<b>1,794,288,954</b>	<b>901,109,831</b>
	<b>Profit for the year</b>		266,394,453	142,478,383
	Profit / (Loss) before extraordinary items and tax (5 + 6)			
	<b>Profit For The Year</b>		266,394,453	142,478,383
	Other Comprehensive Income			
	(A) (i) Items that will not be reclassified to Profit or Loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	(B) (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	<b>Total Comprehensive Income</b>		<b>266,394,452</b>	<b>142,478,383</b>
	<b>i) Earnings per share (Face Value of Rs.10/- Each)</b>	<b>20</b>		
	(a) Basic		9.25	11.31
	(b) Diluted		9.25	11.31

The accompanying notes 1 to 20 are an integral part of the financial statements.

As per our report of even date  
**For A.V.Jobanputra & Co.**  
Chartered Accountants  
Firm Registration No: 104314W

**A.V.Jobanputra**  
Proprietor  
Membership No. 016352

**Place : Mumbai**  
**Date : 09/08/2018**

**For and on behalf of the Board of Directors**

**Pravin V. Sheth**  
Chairman & Managing Director

**Sonal Sharma**  
Company Secretary  
**Place : Mumbai**  
**Date : 09/08/2018**

**G. Ravindran**  
Executive Director

**P.S. Krishnan**  
Chief Financial Officer

# FIBERWEB (INDIA) LIMITED

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

Particulars	For the year ended 31st March 2018 (RS)		For the year ended 31st March 2017 (RS)	
	₹	₹	₹	₹
<b>I) CASH FLOW FROM OPERATING ACTIVITIES</b>				
a) Net profit after Tax		266,394,453		142,478,383
b) <b>Add:</b> Non cash items / items considered separately				
Depreciation and Amortisation	32,486,232		26,941,264	
Finance Cost	-		210,999	
Net loss on foreign currency transactions and translation (other than considered as finance cost)	543,832		2,135,509	
Current Tax	-	33,030,064	-	29,287,772
		299,424,517		171,766,156
c) Less: Items considered separately				
Net gain on foreign currency transactions and translation (other than considered as finance cost)				
Interest Income	403,774		439,056	
Profit on Sale of Fixed Assets	-	(403,774)	68,497	(507,553)
d) Operating profits before working capital changes (a+b-c)		299,020,743		171,258,603
Changes in Working Capital				
e) <b>Add:</b> Decrease in Current Assets & Increase in Current Liabilities				
Trade Payables	208,559,903		-	
Short Term Loans & Advances	-		-	
Short term Provision			196,417	
Inventories (Last Year)	-	-	-	
Short/Excess provision for Income Tax	-	208,559,903	(11,945)	184,472
f) Less: Increase in Current Assets & Decrease in Current Liabilities				
Inventories	48,979,984		29,617,866	
Trade receivables	263,982,306		83,165,521	
Short Term Loans & Advances	31,840,983		1,332,941	
Short term Borrowings			1,111,700	
Short term Provision	148,497		6,721,060	
Other current liabilities	302,829	(345,254,599)	161,624	(122,110,712)
Cash generated from operations (d+e-f)				
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>		162,326,047		49,332,363
<b>II) CASH FLOW FROM INVESTING ACTIVITIES</b>				
Interest Income	403,774		439,056	



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017**

Particulars	For the year ended 31st March 2018 (RS)		For the year ended 31st March 2017 (RS)	
	₹	₹	₹	₹
Decrease in Long term Loans and Advances	22,726,648		-	
Sale of Fixed Aseets		23,130,422	288,112	727,168
Less: Purchase of Fixed Assets/ CWIP	(490,245,728)			(6,569,021)
Increase in Non current investment	(5,286,828)			(1,116,100)
Increase in Long term Loans and Advances		(495,532,556)		(53,420,422)
<b>NET CASH FLOW USED IN INVESTING ACTIVITIES (B)</b>		<b>(472,402,134)</b>		<b>(60,378,375)</b>
<b>III) CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase in Share capital/Application money/ Share Premium	152,075,000			173,725,000
Money received against Share Warrant (Repaid/ Adjusted)	(2,750,000)			2,750,000
Secured Loan written off as per BIFR order	-			1,021,751,728
Repayment of Long Term borrowings	-		(1,033,851,728)	
Dividend Paid (Including DDT)	(8,664,990)		-	-
Finance Cost	-	140,660,010	(210,999)	(1,034,062,727)
<b>NET CASH FLOW USED IN FINANCING ACTIVITIES (C)</b>		140,660,010		164,164,001
Less: Net loss on foreign currency transactions and translation (other than considered as finance cost)		(543,832)		(2,135,509)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(169,959,909)</b>		<b>150,982,480</b>
Cash & Cash Equivalent at the beginning of the year				
Cash on Hand	1,224,826		397,888	
Bank Balance	213,923,014	<b>215,147,840</b>	63,767,471	<b>64,165,359</b>
Less: Cash & Cash Equivalent at the end of the year				
Cash on Hand	3,475,091		1,224,826	
Bank Balance	41,712,840	<b>45,187,931</b>	213,923,014	<b>215,147,839</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(169,959,909)</b>		<b>150,982,480</b>

As per our report of even date  
**For A.V.Jobanputra & Co.**  
Chartered Accountants  
Firm Registration No: 104314W

**A.V.Jobanputra**  
Proprietor  
Membership No. 016352

**Place : Mumbai**  
**Date : 09/08/2018**

**For and on behalf of the Board of Directors**

**Pravin V. Sheth**  
Chairman & Managing Director

**G. Ravindran**  
Executive Director

**Sonal Sharma**  
Company Secretary

**P.S. Krishnan**  
Chief Financial Officer

**Place : Mumbai**  
**Date : 09/08/2018**

## FIBERWEB (INDIA) LIMITED

### Statement of Changes in Equity For the year ended 31st March, 2018

#### A. Equity Share Capital

Particulars	Balance at the beginning of the reporting period i.e. 1st April, 2016	Change in Equity Share Capital during the year 2016-17	Balance at the end of the reporting period i.e. 31st March, 2017	Change in Equity Share Capital during the year 2017-18	Balance at the end of the reporting period i.e. 31st March, 2018
Equity Share Capital	125,958,550	7,000,000	<b>132,958,550</b>	154,958,550	<b>287,917,100</b>

#### B. Other Equity

Particulars	Balance at the beginning of the reporting period i.e. 1st April, 2016	Total Comprehensive Income for the year	Transfer to / (from) Retained Earnings, Other Additions / Deletions	Share Application Money Received	Balance at the end of the reporting period i.e. 31st March, 2017
<b>As at 31st March, 2017</b>					
Share Application Money Pending Allotment	-	-	-	2,750,000	2,750,000
<b>Reserves and Surplus</b>					
Securities Premium Reserve	132,447,305	-	166,725,000	-	299,172,305
Share Reduction Reserve	42,779,080	-			42,779,080
Revaluation Reserve	153,776,547				153,776,547
General Reserve	21,000,000				21,000,000
Capital Reserve	63,440				63,440
Retained Earnings	(922,786,656)	142,478,383	1,021,739,783		241,431,510
	<b>(572,720,284)</b>	<b>142,478,383</b>	<b>1,188,464,783</b>	<b>2,750,000</b>	<b>760,972,882</b>

## ANNUAL REPORT 2017-18

Particulars	Balance at the beginning of the reporting period i.e. 1st April, 2017	Total Comprehensive Income for the year	Transfer to / (from) Retained Earnings	Share Application Money Returned / Shares Allotted	Balance at the end of the reporting period i.e. 31st March, 2018
<b>As at 31st March, 2018</b>					
Share Application Money Pending Allotment	2,750,000	-	-	2,750,000	-
	<b>2,750,000</b>	<b>-</b>	<b>-</b>	<b>2,750,000</b>	<b>-</b>

### B. Other Equity

Particulars	Balance at the beginning of the reporting period i.e. 1st April, 2017	Total Comprehensive Income for the year	Transfer to / (from) Retained Earnings	Dividends	Balance at the end of the reporting period i.e. 31st March, 2018
<b>Reserves and Surplus</b>					
Securities Premium Reserve	299,172,305	141,075,000	(143,958,550)	-	296,288,755
Share Reduction Reserve	42,779,080				42,779,080
Revaluation Reserve	153,776,547				153,776,547
General Reserve	21,000,000				21,000,000
Capital Reserve	63,440				63,440
Retained Earnings	241,431,510	266,394,453	-	8,664,990	499,160,973
	<b>758,222,882</b>	<b>407,469,453</b>	<b>(143,958,550)</b>	<b>8,664,990</b>	<b>1,013,068,795</b>

## FIBERWEB (INDIA) LIMITED

### NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

#### A : CORPORATE INFORMATION

Fiberweb (India) Limited is a listed public limited Company, incorporated in India. The Company is engaged in the business of "Manufacture of SPUNBOND NONWOVEN FABRICS from polypropylene. The Company has started business activity in U.A.E. through formation of wholly owned (i.e. 100%) subsidiary, viz. Sheth Non Wooven Trading FZE in Ras Al Khaimah (U. A. E.).

#### B': SIGNIFICANT ACCOUNTING POLICIES

##### I. Basis of preparation of financial statements

- a. The financial statements have been prepared and presented under the historical cost convention using the accrual basis of accounting in accordance with the accounting principles generally accepted in India and are in accordance with the applicable Accounting Standards, Guidance Notes and the relevant provisions of the Companies Act, 2013.
- b. The Financial Statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.  
Company's Financial Statements are presented in Indian Rupees (Rs.) which is also its functional currency.
- c. Accounting polices not specifically referred to otherwise are consistent with generally accepted accounting principles.

##### II. Use of estimates

- a. The preparation of financial statements in conformity with the generally accepted accounting principles in India requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

##### III. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will accrue to the Company and the revenue can be reliably measured, also when it is reasonably certain that the ultimate collection will be made, and that there is buyers' commitment to make the complete payment.

##### a. Revenue from sale

In case of Sales of Goods – When the property and all significant risk and rewards of ownership are transferred to the buyer or no significant uncertainty exists regarding the amount of consideration that is derived from the sale of goods. It excludes amounts recovered towards Sales Tax and includes amount received towards processing activities done for other, if any.

##### b. Interest and dividend:

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognized when right to receive dividend is established.

##### c. Others:

Other revenues / incomes and costs / expenditure are accounted on accrual, as they are earned or incurred.

##### IV. Property, Plant and Equipment and depreciation / amortisation

- a. Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less

accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

- b. Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.
- c. Depreciation is provided on the straight line method on the basis of useful life of the asset in the manner specified on schedule II to the Companies Act 2013. Depreciation on the additions to assets or on sale/Disposal of assets is calculated pro rata from the month of such addition, or upto the month of such sale/disposal, as the case may be.

**V. Lease**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease in a manner which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished.

**VI. Operating Cycle**

Receivables and Payables in relation to operations are considered as "Current Assets" and "Current Liabilities" as the case may be considering the nature of business of the Company.

All other Assets and Liabilities have been classified as provided in Schedule III to the Companies Act, 2013.

**VII. Inventories**

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

**VIII. Investments**

Investments are classified into Current and Non Current Investments . Current Investments are stated at lower of cost and fair value. Long term investments are stated at cost. A provision for diminution is made to recognize decline, other than temporary, in the value of long term investments. The Company has accounted for its investments in Subsidiaries, associates and joint venture at cost less impairment loss (if any).

**IX. Employee benefits**

- A. Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related service is rendered;
- B. Post Employment Benefits  
Defined contribution plans: Company's contribution to State governed Provident Fund Scheme is recognized during the year in which the related service is rendered;
- C. The company has not ascertained liability towards payment of gratuity and hence no provision has been made in accounts. It is accounted for on the basis of payment.
- D. Benefits payable to employees during their tenure of employment viz. Bonus, Leave Encashment etc are accounted on cash basis. Retirement benefits are accounted as and when the same become due for payment.

## FIBERWEB (INDIA) LIMITED

### X. Foreign currency transactions

- A. All transactions in foreign currency are recorded in the reporting currency, based on closing rates of exchange prevalent on the dates of the relevant transactions.
- B. Monetary assets and liabilities in foreign currency, outstanding as on the Balance Sheet date, are translated in reporting currency at the closing rates of exchange prevailing on the said date. Resultant gain or loss is recognized during the year in the statement of profit and loss, except to the extent foreign exchange rate differences which are directly attributable to the acquisition or construction of qualifying assets are capitalized as cost of assets.
- C. Non monetary assets and liabilities denominated in foreign currencies are carried at the exchange rate prevalent on the date of the transaction.
- D. Import and export of goods in foreign currency are accounted at exchange rates prevailing on the date of payment, whichever made.
- E. The audited statement of accounts of USA Branch have not been received till the date of signing the Audit Report of the company. All original documents are lying with US office. We have verified the same on the basis of Xerox/ scanned copy. The Value of total transactions is Rs.1,59,16,610/- as against total turnover of Rs. 206,02,79,596/-, i.e. 0.77 % which is insignificant, from the materiality point of view.

### XI. Segment reporting

The Company is engaged in the business of Polymer Processing and manufacturing of Spun bond non woven fabrics, which as per Ind AS 108 'Segment Reporting' is considered to be the only reportable business segment. The Company is also operating within the same geographical segment. Hence, disclosures under Ind AS - 108 are not applicable.

### XII. Impairment of assets

The carrying amount of assets is reviewed at each Balance Sheet date. If there is any indication of impairment based on internal/external factors, i.e. when the carrying amount of the assets exceeds the recoverable amount, an impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed or reduced if there has been a favorable change in the estimate of the recoverable amount.

### XIII. Treatment of Contingent Liabilities & Contingent Assets

The Company creates a provision when there is present obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent gains are not recognized in the accounts. Central Excise Dept. has wrongly ordered Company to pay Anti Dumping duty which in the opinion of Board of Directors is not leviable on the Company as the Company is a 100% EOU situated at Daman. Company has filed an appeal in the Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad, against the Order dated 03/02/2017 issued by the Commissioner of Central Excise, Daman, received by Company on 02/03/2017 demanding Anti Dumping Duty of Rs. 1,37,77,776/- on imported Polypropylene during the period August 2009 to 31.03.2015, together with interest at the appropriate rate and penalty of Rs.1,37,77,776/- imposed on the Company and penalty of Rs.15,00,000/- on Mr. G. R. Ravindran, Executive Director of the Company, in spite of giving BIFR order in rehabilitation scheme clearly directing the Central Excise & Custom Department to waive penalty and interest.

The Company has made a pre-deposit 7.5% of Rs. 1,37,77,776/- (duty) Rs. 10,33,333/- and 7.5% of Rs.15,00,000/- (penalty imposed on Mr. G. Ravindran) Rs. 1,12,500/- and filed the Appeal against the Order before Customs, Excise and Service tax Appellate Tribunal at Ahmedabad on 12/05/2016 and the matter is pending before Tribunal.

**C': OTHER NOTES ON ACCOUNTS**

- I. The Company has availed non funding facilities from its bankers. In this connection `Rs. 21,86,753/- (previous year `20,54,033/-) are kept with Banks as lien / margin money against guarantees opened by the bankers and guarantees issued by them.
- II. No provision for income tax liability has been made in the terms of BIFR order dt 20.10.2015 under which vide clause 13.2.c, the company is exempted from the applicability of Minimum Alternate Tax (MAT) u/s 115 J of Income Tax Act, 1961.
- III. Debtors and Creditors balances are subject to confirmations from the parties.
- IV. In the opinion of the Board of Directors the Current Assets, Loans & Advances except those shown as doubtful have a value on realization in the ordinary course of business at least equal to the amount at which items are stated in the Balance Sheet.
- V. Modvat credit of Excise duty taken on purchase of Raw Materials is not included in the value of inventory of Raw Material. Also value of inventory of finished goods does not include excise duty payable on manufacture. This has no effect on the profit of the Company.
- VI. Figures of the previous year have been re-grouped / rearranged /reclassified wherever necessary.
- VII. Standards Issued but not effective

On March 28, 2018 the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 – Revenue from Contract with customers and certain amendments shall be applicable to the Company from April 01, 2018.

**Issue of Ind AS 115 – Revenue from Contracts with Customers**

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. Ind AS 115 provides a single model of accounting for revenue arising from contracts with customers based on the identification and satisfaction of performance obligations.

**Amendment to Existing issued Ind AS**

The MCA has also carried out amendments of the following accounting standards:

- i. Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
- ii. Ind AS 40 - Investment Property
- iii. Ind AS 12 - Income Taxes
- iv. Ind AS 28 - Investments in Associates and Joint Ventures and
- v. Ind AS 112 - Disclosure of Interests in Other Entities

Application of above standards are not expected to have any impact on the Company's Financial Statements.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note 1: Property, Plant and Equipment, Capital Work-in-Progress

Tangible assets	Gross block			Accumulated depreciation and impairment						Net block	
	Balance as at 01 April, 2017	Addition & Revaluation	Disposals	Balance as at 31 March, 2018	Balance as at 01 April, 2017	Depreciation expense for the year	Eliminated on disposal of assets	Other Adjustments	Balance as at 31 March, 2018	Other Adjustments	Balance as at 31 March, 2017
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
(a) Land Freehold	81,133,080	-	-	81,133,080	-	-	-	-	81,133,080	-	81,133,080
(b) Buildings Leasehold	-	-	-	-	-	-	-	-	-	-	-
Factory Building - Own use	67,756,024	-	-	67,756,024	27,578,846	946,137	-	-	39,231,041	-	40,177,178
Office Building - Own use**	23,772	-	-	23,772	-	-	-	-	23,772	-	23,772
(c) Plant and Equipment	838,130,781	-	-	838,130,781	579,656,229	29,679,758	-	-	228,794,793	-	258,474,552
(d) Furniture and fixtures	5,522,725	-	-	5,522,725	4,147,599	180,500	-	-	1,194,626	-	1,375,126
(e) Vehicles	22,220,071	-	-	22,220,071	15,624,032	1,540,155	-	-	5,055,884	-	6,596,039
(f) office equipment	1,593,758	726,652	-	2,320,410	1,531,766	24,761	-	-	763,883	-	61,992
(g) Other electrical items	515,570	41,013	-	556,583	452,390	19,106	-	-	84,362	-	63,180
(h) Computer	2,624,269	-	-	2,624,269	2,505,047	95,814	-	-	23,408	-	119,222
(i) Melt Blown - Building	-	139,575,887	-	139,575,887	-	-	-	-	139,575,887	-	-
(j) Melt Blown Electrical Installation	-	4,541,443	-	4,541,443	-	-	-	-	4,541,443	-	-
(k) Melt Blown Fire Fighting Equipment	-	6,056,457	-	6,056,457	-	-	-	-	6,056,457	-	-
(l) Melt Blown Plant & Machinery	-	338,479,700	-	338,479,700	-	-	-	-	338,479,700	-	-
TOTAL (A)	1,019,520,050	489,421,153	-	1,508,941,203	631,495,909	32,486,232	-	-	844,958,336	-	388,024,141
Previous Year Figures	1,013,687,812	6,614,940	782,702	1,019,520,050	605,070,212	26,941,264	515,568	-	388,024,141	-	408,790,701
(c) Capital WIP	174,700	489,478,788	488,653,488	1,000,000	-	-	-	-	1,000,000	-	174,700
TOTAL (B)	174,700	489,478,788	488,653,488	1,000,000	-	-	-	-	1,000,000	-	174,700
TOTAL (A+B)	1,019,694,750	978,899,941	488,653,488	1,509,941,203	631,495,909	32,486,232	-	-	845,958,336	-	388,198,841



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### **Note 2: Non Current investments**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	Total	Total
	₹	₹
<u>Non current investments (At lower of cost and fair value, unless otherwise stated)</u>		
<b><u>Quoted</u></b>		
Investment in equity instruments of other entities - GOA BANK - 107 Shares Fully paid up @ ₹100/- each	10,700	10,700
	<b>10,700</b>	<b>10,700</b>
<b><u>Unquoted</u></b>		
Investment in Sheth Non-wooven Trading FZE (Wholly owned (100%) Subsidiary in U.A.E.)	6,402,928	1,116,100
	<b>6,413,628</b>	<b>1,126,800</b>

### **Note 3: Non Current Loans And Advannces**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b><u>(Unsecured, considered good)</u></b>		
<u>(a) Security deposits</u>	7,420,122	12,097,041
To other parties	38,903,965	56,953,694
<b>Total</b>	<b>46,324,087</b>	<b>69,050,735</b>

### **Note 4: Inventories**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b><u>(Valued at lower of cost or net realisable value)</u></b>		
(a) Raw materials	80,285,159	54,233,641
(b) Finished goods (other than those acquired for trading)	51,294,914	29,076,788
(c) Stores and spares	20,123,122	20,036,653
(d) Packing Materials	1,919,777	1,295,906
<b>Total</b>	<b>153,622,972</b>	<b>104,642,988</b>

## FIBERWEB (INDIA) LIMITED

### **Note 5: Trade receivables**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b>Trade receivables (Unsecured, considered good)</b>		
Outstanding for a period <b>exceeding six months</b> from the date they other trade receivable.	-	-
Other trade receivable	399,667,790	135,685,485
	399,667,790	135,685,485
<b>Total</b>	<b>399,667,790</b>	<b>135,685,485</b>

### **Note 6 : Cash and cash equivalents**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
(a) Cash on hand	<b>3,475,091</b>	<b>1,224,826</b>
(b) Balances with banks		
(i) In current accounts	19,581,426	146,618,439
(ii) In EEFC (Exchange Earner's Foreign Currency) accounts	19,944,661	65,250,541
(iii) In earmarked accounts		
Balances held as margin money or security against borrowings, guarantees and other commitments (Refer footnote)	2,186,753	2,054,033
<b>Total</b>	<b>45,187,931</b>	<b>215,147,839</b>

#### **Footnote:**

Balances with banks include margin monies amounting to Rs. 21,86,753/- (As at 31 March, 2017 Rs.20,54,033/-) which have an original maturity of more than 12 months and alos includes Unclaimed Dividend of Rs. 4,55,909/- Previous Year Rs. NIL)

### **Note 7: Loans & Advances**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b><u>Unsecured, considered good</u></b>		
(a) Loans and advances to employees	361,000	354,500
(b) Prepaid expenses	787,807	561,493
(c) Balances with government authorities		
(i) Service Tax credit	-	363,847
(ii) Excise	-	275,772

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Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
(d) Others -Advance to creditors	-	1,191,944
(e) Balances with Govt. authorities		
GST	33,426,160	-
VAT	263,385	263,385
TDS	46,364	32,792
<b>Total</b>	<b>34,884,716</b>	<b>3,043,733</b>
(ii) Others (Exhibition Expenses not yet w/off)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

### Note 8: Equity share capital

Particulars	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares	₹	Number of shares	₹
<b>(a) Authorised</b>				
Equity shares of ₹10/- each with voting rights	50,000,000	500,000,000	30,000,000	300,000,000
Redeemable preference shares of ₹10/- each	-	-	-	-
<b>(b) Issued, Subscribed</b>				
Equity shares of ₹10/- each with voting rights (6,788 shares forfeited)	28,791,710	287,917,100	13,295,855	32,958,550
<b>(c) Paid up</b>				
Equity shares of ₹10/- each with voting rights	28,791,710	287,917,100	13,295,855	132,958,550
<b>Total</b>	<b>28,791,710</b>	<b>287,917,100</b>	<b>13,295,855</b>	<b>132,958,550</b>

(i) Reconciliation of the number of Equity shares outstanding at the beginning and at the end of the year	As at 31 March, 2018	As at 31 March, 2017
	Nos.	Nos.
<b>Number of shares at the beginning of the year</b>	13,295,855	12,595,855
<u>Add/(Less):</u>		
Issued during the year	1,100,000	700,000
Bonus shares issued during the year (1:1)	14,395,855	
<b>Number of shares at the end of the year</b>	<b>28,791,710</b>	<b>13,295,855</b>

- (ii) During the last year, the company allotted 18,00,000 convertible equity warrants @ 181/- (including premium of Rs 171/- per convertible equity warrants) on preferential basis to group of strategic investors. Out of this 7,00,000

## FIBERWEB (INDIA) LIMITED

equity warrants converted into equity shares of Rs 10/- each at a premium of Rs. 171/- each, in last year and the balance 11,00,000 equity warrants were converted in to equity shares of Rs.10/- each at a premium of Rs. 171/- per share, in current year.

### (iii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017	
	Nos.	% holding	Nos.	% holding
<b><u>Equity shares with voting rights</u></b>				
Pravin V Sheth	5,967,194	<b>20.73</b>	2,983,597	<b>22.44</b>
Gayatri Pipes and Fittings Pvt Ltd	3,500,000	<b>12.16</b>	2,574,000	<b>19.36</b>
Unnati Pravin Sheth	2,716,724	<b>9.44</b>	1,358,362	<b>10.22</b>

(iv) During the current year, the Company issued Bonus shares in the proportion of 1:1 to all the shareholders as on 20.01.2018.

### (v) Terms / rights attached to Equity Shares :

The Company has a single class of equity shares having at par value of `10/- per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held by each shareholder, after settlement of all preferential obligations.

### **Note 9: Other equity**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b>(a) Securities/Share Premium account</b>		
Opening balance	299,172,305	132,447,305
Add: Additions during the year	141,075,000	166,725,000
Less: Capital Reduction Exps	143,958,550	-
Closing balance	296,288,755	299,172,305
<b>(b) Share Reduction Reserve</b>		
Opening balance	42,779,080	-
Add: Additions during the year	-	43,972,380
Less: Capital Reduction Exps	-	1,193,300
Closing balance	42,779,080	42,779,080
<b>(c) Revaluation Reserve</b>		
Opening balance	153,776,547	153,776,547
Add: Provided / added with Revaluation Reserve	-	-
Less Deducted in Revaluation Reserve	-	-
Closing balance	153,776,547	153,776,547

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Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
(d) General Reserve	21,000,000	21,000,000
(e) Capital Reserve (Gain on Forfeiture of Shares)	63,440	63,440
(f) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	241,431,510	(922,786,656)
Secured Loan written off as per BIFR order		1,021,751,728
Excess or short provision of income tax	-	(11,945)
Add: Profit / (Loss) for the year	257,729,463	142,478,383
Closing balance	499,160,973	241,431,510
Money received against share warrant	-	2,750,000
Total	1,013,068,795	760,972,882

### Footnotes:

- (i) As per Hon'ble BIFR order dated 20/10/2015 an undertaking given to BIFR by Gayatri Pipes and Fittings Pvt Limited (Lender) the Tem Loan written back in May 2016.

### Disclosures under AS 18

#### Related party transactions

#### Details of related parties:

Description of relationship	Names of related parties
<b>Key Management Personnel (KMP)</b>	Pravin Sheth
<b>Relatives of KMP</b>	
Common Director- Soniya P Sheth	Kunststoffe Industries Limited
Daughter	Dhwani Sheth
Son	Bhavesh Sheth
Daughter	Unnati sheth
Subsidiary	Sheth Nonwoven Trading FZE
Note: Related parties have been identified by the management and relied upon by the auditors.	

## FIBERWEB (INDIA) LIMITED

### Details of related party transactions during the year :

Particulars	As at 31 March, 2018	As at 31 March, 2018
	₹	₹
<b><u>Remuneration &amp; Perquisites</u></b>		
Dhwani Sheth	-	-
<b><u>Remuneration &amp; Perquisites</u></b>		
Pravin Sheth	5,556,053	2,880,000
Unnati P Sheth	-	407,710
<b><u>Interest Paid</u></b>		
Dhwani Sheth	-	84,000
<b><u>Rent Paid</u></b>		
Bhavesh Sheth	9,000	12,000
Dhwani Sheth	96,000	96,000
Kunststoffe Industries Limited	1,200,000	-

### **Note 10: Trade payables**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b><u>Trade Payables**</u></b>		
Duties & Liabilities	1,534,013	-
Creditors for goods	201,246,507	6,158,467
Creditors for expenses	23,263,206	11,325,356
<b>Total</b>	<b>226,043,726</b>	<b>17,483,823</b>

\*\* Trade payables in above Note includes ₹ NIL (P.Y. ₹ NIL) due to micro, small and medium enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED).

### **Note 11: Other current financial liabilities**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b><u>Advance received from customers</u></b>	101,727	630,545
Interim dividends	455,316	-
<b><u>Other payables</u></b>		
(a) Statutory remittances (Contributions to PF and ESIC, CST, PT, Excise Duty, VAT, Service Tax, TDS, etc.)		229,327
(b) Interest Accrued and due on Borrowings	-	-

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Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b><u>Curent Maturities of Term loan (Secured)</u></b>		
(a) From banks (Refer footnote of Note 4)	-	
<b>Total</b>	<b>557,043</b>	<b>859,872</b>

### **Note 12: Provisions**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
(a) Provision for employee benefits	2,718,049	2,543,442
(b) Provision for expenses	1,754,747	2,077,851
<b>Total</b>	<b>4,472,796</b>	<b>4,621,293</b>

### **Note 13: Value of sales**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
(a) Sale of products Net of CST & VAT- GST (Refer footnote)	2,058,081,011	1,055,360,884
(b) Other operating revenues (Refer footnote)	2,198,585	1,651,443
	2,060,279,596	1,057,012,327
Less: Excise duty	-	13,976,787
<b>Total</b>	<b>2,060,279,596</b>	<b>1,043,035,539</b>

### **Footnote:**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<b>(i) Sale of products comprises :</b>		
<u>Manufactured goods</u>		
Sales of Fabrics	2,058,081,011	1,055,927,494
Less: VAT & CST	-	566,610
<b>Total - Sale of products</b>	<b>2,058,081,011</b>	<b>1,055,360,884</b>
<b>(ii) Other operating revenues:</b>		
Sale of scrap	2,198,585	1,651,443
<b>Total - Other operating revenues</b>	<b>2,198,585</b>	<b>1,651,443</b>

## FIBERWEB (INDIA) LIMITED

### Note 14: Other Income

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<b><u>Other Income</u></b>		
(a) Interest from banks on Deposits	225,167	439,056
(b) Sale of Old newspaper/ Misc w/off	37	43,240
(c) Net gain on foreign currency transactions and translation (other than considered as finance cost)		
(d) Interest from Others	178,607	1,882
(e) Profit on Sale of Vehicles		68,497
<b>Total</b>	<b>403,811</b>	<b>552,675</b>

### Note 15: Cost of materials consumed

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<b><u>Opening stock</u></b>	54,233,641	39,411,177
Add: Purchases	1,646,095,263	717,757,445
	<b>1,700,328,904</b>	<b>757,168,622</b>
Less: Closing stock	80,285,159	54,233,641
<b>Cost of material consumed</b>	<b>1,620,043,745</b>	<b>702,934,981</b>

### Note 16: Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<b><u>Inventories at the end of the year:</u></b>		
Finished goods	51,294,914	29,076,788
<b><u>Inventories at the beginning of the year:</u></b>		
Finished goods	29,076,788	15,153,647
<b>Net (increase) / decrease</b>	<b>(22,218,126)</b>	<b>(13,923,141)</b>



**Note 17: Employee benefits expense**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
Salaries and wages	42,884,468	38,312,915
Contributions to provident and other funds (Refer footnote)	2,856,962	2,781,336
Staff welfare expenses	3,375,639	2,300,605
<b>Total</b>	<b>49,117,069</b>	<b>43,394,856</b>

**Disclosure under AS 15****Employee benefit plans (Defined contribution plans)**

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹28,56,962/- (Year ended 31 March, 2017 ₹27,81,336/- ) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

**Note 18: Finance costs**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
(a) <u>Interest expense on:</u>		
Borrowings and others		210,999
<b>Total</b>	<b>-</b>	<b>210,999</b>

**Note 19: Other expenses**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<b><u>Manufacturing Expense</u></b>		
Consumption of packing materials	11,801,610	19,269,498
Consumption of stores and spare parts	5,235,848	5,507,476
Jobwork expense (Lease Rent)	2,297,946	-
Labour Charges	160,981	3,683,664
Power and fuel	8,221,194	23,782,478

## FIBERWEB (INDIA) LIMITED

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<b><u>Administration Expenses</u></b>		
Bank Charges (incl. Bill Discounting Charges)	2,095,907	1,624,616
Canteen Expenses	135,234	129,692
Communication	760,218	1,014,514
Coolie & Cartage	1,068,508	883,903
DATA Processing Charges	448,652	267,108
Donations and contributions (CSR - see note below)	10,821,001	1,737,200
Festival Celebration Expenses	93,990	76,481
Freight and forwarding	39,706,902	48,483,441
Gardening Charges	1,120	99,485
Guest House Expenses	338,636	428,443
Insurance	678,389	723,144
Legal and professional	3,736,414	4,206,462
Interest	332,143	-
Miscellaneous expenses	1,226,619	724,953
Motor Car Expenses	1,348,978	1,511,166
Net Loss on foreign currency transactions and translation (other than considered as finance cost)	543,832	2,135,509
Office Expenses	488,536	3,438,822
Payments to auditors (Refer Footnote)	400,000	402,000
Postage Charges	2,387,353	1,615,307
Printing and stationery	902,021	503,685
Rates and taxes	1,750,485	746,396
Rent including lease rentals	1,415,000	8,579,226
Repairs and maintenance - Buildings	1,166,374	1,601,606
Repairs and maintenance - Machinery	372,812	929,113
Repairs and maintenance - Others	701,513	759,086
Security Charges	1,626,389	1,824,341
Subscription Books & Periodicals	16,644	20,032
Software expenses-computer	136,609	106,215
Technical consultancy charges	968,500	360,000
Directors Seating fees	260,000	139,900
Travelling and conveyance	173,502	2,432,058
Branch Expenses (US)	7,933,736	-

## ANNUAL REPORT 2017-18

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<b>Selling &amp; Distribution Expense</b>		
Advertisement & Publicity	1,284,502	1,107,591
Business promotion	621,937	696,261
Publicity Expenses written off (Deferred revenue expenditure)	-	-
Sales commission	1,200,000	-
<b>Total</b>	<b>114,860,034</b>	<b>141,550,872</b>

### Footnote:

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<u>Payments to the auditors comprises (net of service tax input credit, where applicable):</u>		
For Statutory audit	200,000	200,000
For Tax audit	200,000	200,000
For VAT audit	-	2,000
<b>Total</b>	<b>400,000</b>	<b>402,000</b>

### Footnote 19: Corporate Social Responsibility (CSR)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
CSR Amount required to be spent as per section 135 of the Companies Act, 2013 read with Schedule VII thereof, by the Company (Rs. In lakhs)	15.59	5.55
<b><u>Expenditure related to Corporate Social Responsibility:-</u></b>		
Education	10,500,001	316,000
Health / Medical Relief	300,000	1,417,000
Sports	21,000	
<b>Total</b>	<b>10,821,001</b>	<b>1,733,000</b>

## FIBERWEB (INDIA) LIMITED

### Note 20: Earning Per Share

Particulars	As at 31 March, 2018	As at 31 March, 2018
	₹	₹
Net Profit as per statement of profit and loss before extraordinary item (₹)	266,394,453	142,478,383
Weighted average number of equity shares outstanding during the year (Nos.)	28,791,710	13,295,855
Earning per equity share (Nominal value per share ₹10/- each)		
Basic and diluted	<b>9.25</b>	<b>11.31</b>
Net Profit as per statement of profit and loss after extraordinary item (₹)	266,394,453	142,478,383
Weighted average number of equity shares outstanding during the year (Nos.)	28,791,710	13,295,855
Earning per equity share (Nominal value per share ₹10/- each)		
Basic and diluted	<b>9.25</b>	<b>11.31</b>

**For A.V.Jobanputra & Co.**  
**Chartered Accountants**  
**Firm Registration No: 104314W**

**A.V.Jobanputra**  
**Proprietor**  
**Membership No. 016352**

**Place : Mumbai**  
**Date : 09/08/2018**

**For and on behalf of the Board of Directors**

**Pravin V. Sheth**  
**Chairman & Managing Director**

**Sonal Sharma**  
**Company Secretary**  
**Place : Mumbai**  
**Date : 09/08/2018**

**G. Ravindran**  
**Executive Director**

**P.S. Krishnan**  
**Chief Financial Officer**

## INDEPENDENT AUDITOR'S REPORT

To

The Members

**FIBERWEB (INDIA) LIMITED**

### Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of FIBERWEB (INDIA) LIMITED ('hereinafter referred to as 'the Holding Company'), its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), comprising of the Consolidated the Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'the Consolidated Financial Statements').

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirement of the Companies Act, 2013 ('the Act') that give a true and fair view of the financial position, consolidated financial performance (including other comprehensive income), consolidated cash flow statement and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015 as amended.

The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under sub-section 10 of Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

## FIBERWEB (INDIA) LIMITED

We believe that the audit evidence we have obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in paragraph 2 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the Subsidiary and **subject to Notes**, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2018, their consolidated profit (including other comprehensive income), their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

### Other Matters

1. The consolidated financial statements include 1 subsidiary which reflect total assets of ₹ 13.13 crore as at 31st March, 2018, total revenues of ₹ 80.06 Crore and net cash inflows of ₹ 0.12 Crore for the year then ended, which have been audited by other auditors.
2. We did not audit the financial statements and other financial information in respect of 1 subsidiary whose financial statements include total assets of Rs. 13.13 Crore as at 31st March, 2018, total revenues of Rs. 80.06 Crore and net cash inflows of Rs. 0.12 Crore for the year ended on that date. These financial statements and other financial information have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and our report in terms of sub section 3 of section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of such other auditors.
3. Our opinion on the consolidated financial statements and our report on other legal and regulatory requirements, is not modified in respect the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements:

As required by the sub-section 3 of section 143 of the Act, based on our audit and on the consideration of report of other auditors on separate financial statements and the other financial information of the subsidiary, as referred in the 'Other Matters' paragraph, we report to the extent applicable, that:

1. As required by sub section 3 of Section 143 of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
  - c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss (including the statement of other comprehensive income), the consolidated Cash Flow Statement and consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended.

- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors who are appointed under section 139 of the Act, of its subsidiary, none of the directors of the Group's Companies, incorporated in India, is disqualified as on 31st March, 2018 from being appointed as a director in terms of sub-section 2 of Section 164 of the Act;
- f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary, refer to our separate report in 'Annexure A'; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiary, as noted in the other matters paragraph:-
  - (i) The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group;
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary during the year ended 31st March, 2018.

**FOR A. V. Jobanputra & Co.**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration No.: 104314W**

**A. V. Jobanputra**  
**PROPRIETOR**  
**(MEMBERSHIP NO: 016352)**

**Place:- Mumbai**  
**Date:- 09/08/2018**

## FIBERWEB (INDIA) LIMITED

### **The Annexure A referred to in Para 1(f) - Report on other Regulatory requirements of our Independent Auditor's Report to the Members of the Company on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 ('the Act'), for the year ended 31st March, 2018**

In conjunction with our audit of the consolidated financial statements of FIBERWEB (INDIA) LIMITED ("the Holding company") as of and for the year ended 31st March, 2018, we have audited the internal financial controls over financial reporting of the Holding Company and its subsidiary, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company and its subsidiary are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the holding company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls over financial reporting issued by the institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the holding company and its subsidiary internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of internal financial controls over financial reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial Control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions assets of the company; (2) provide



reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, materials misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedure may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in the other matters paragraph, the holding company and its subsidiary have maintained, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the holding company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our report under Section 143 (3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the holding company, in so far as it relates to separate financial statements of 1 subsidiary, is based on the corresponding reports of the auditors of such subsidiary.

**FOR A. V. Jobanputra & Co.  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 104314W**

**A. V. Jobanputra  
PROPRIETOR  
(MEMBERSHIP NO: 016352)**

**Place:- Mumbai**

**Date :- 09/08/2018**

# FIBERWEB (INDIA) LIMITED

## CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2018

Particulars		Note No.	As at 31 March, 2018 ₹	As at 31 March, 2017 ₹
<b>A</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
	Property Plant and Equipment	<b>1</b>	844,958,336	388,024,141
	Capital-work-in progress		1,000,000	174,700
	<b>Financial assets</b>			
	Investments	<b>2</b>	59,465	728,811
	Loans	<b>3</b>	45,858,103	69,346,912
	<b>Total Non-Current Assets</b>		<b>891,875,904</b>	<b>458,274,564</b>
	<b>Current assets</b>			
	Inventories	<b>4</b>	153,622,972	104,642,988
	<b>Financial assets</b>			
	Trade receivables	<b>5</b>	535,630,221	396,856,490
	Cash and cash equivalent	<b>6</b>	46,393,222	215,147,839
	Loans & Advances	<b>7</b>	35,350,700	2,747,556
	Other current assets	<b>8</b>	483,623	-
	<b>Total Current Assets</b>		<b>771,480,738</b>	<b>719,394,873</b>
	<b>TOTAL ASSETS</b>		<b>1,663,356,642</b>	<b>1,177,669,437</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Shareholders' funds</b>			
	Equity Share Capital	<b>9</b>	287,917,100	132,958,550
	Other Equity	<b>10</b>	1,143,620,800	790,800,263
	<b>Total Equity</b>		<b>1,431,537,900</b>	<b>923,758,813</b>
	<b>Liabilities</b>			
	<b>Current liabilities</b>			
	Trade payables	<b>11</b>	226,788,703	247,711,348
	Other financial liabilities	<b>12</b>	557,043	1,577,983
	Provisions	<b>13</b>	4,472,996	4,621,293
	<b>Total Liabilities</b>		<b>231,818,742</b>	<b>253,910,624</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,663,356,642</b>	<b>1,177,669,437</b>

The accompanying notes 1 to 21 are an integral part of the financial statements.

As per our report of even date

**For A.V.Jobanputra & Co.**

Chartered Accountants

Firm Registration No: 104314W

**A.V.Jobanputra**

Proprietor

Membership No. 016352

**Place : Mumbai**

**Date : 09/08/2018**

**For and on behalf of the Board of Directors**

**Pravin V. Sheth**

Chairman & Managing Director

**G. Ravindran**

Executive Director

**Sonal Sharma**

Company Secretary

**Place : Mumbai**

**Date : 09/08/2018**

**P.S. Krishnan**

Chief Financial Officer

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2018**

	Particulars	Note No.	For the year ended 31 March, 2018 ₹	For the year ended 31 March, 2017 ₹
<b>A</b>	<b>INCOME</b>			
	Value of sales	<b>14</b>	2,861,285,897	1,303,774,747
	<b>Revenue from operations (net)</b>		<b>2,861,285,897</b>	<b>1,303,774,747</b>
	Other income	<b>15</b>	403,811	552,675
	<b>Total Income</b>		<b>2,861,689,708</b>	<b>1,304,327,422</b>
<b>B</b>	<b>EXPENSES</b>			
	Cost of materials consumed	<b>16</b>	2,322,447,455	933,162,506
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	<b>17</b>	(22,218,126)	(13,923,141)
	Employee benefits expenses	<b>18</b>	49,117,069	43,394,856
	Finance costs	<b>19</b>	-	210,999
	Depreciation and amortisation expenses	<b>1</b>	32,486,232	26,941,264
	Other expenses	<b>20</b>	116,765,324	142,166,904
	<b>Total expenses</b>		<b>2,498,597,954</b>	<b>1,131,953,388</b>
	<b>Profit / (Loss) before exceptional and extraordinary items and tax</b>		363,091,754	172,374,033
	<b>Profit / (Loss) before tax (7 + 8)</b>		363,091,754	172,374,033
	<b>Tax expense:</b>			
	Current tax expense		-	-
	Deferred tax		-	-
	<b>Profit / (Loss) after tax for the Year (9 - 10)</b>		363,091,754	172,374,033
	Other Comprehensive Income			
	(A) (i) Items that will not be reclassified to Profit or Loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	(B) (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	<b>Total Comprehensive Income</b>		<b>363,091,754</b>	<b>172,374,033</b>
	<b>i) Earnings per share (Face Value of ₹10/- Each)</b>	<b>20</b>		
	Basic and Diluted (Before extraordinary item)		12.61	13.68
	Basic and Diluted (After extraordinary item)		12.61	13.68

The accompanying notes 1 to 21 are an integral part of the financial statements.

As per our report of even date  
**For A.V.Jobanputra & Co.**  
Chartered Accountants  
Firm Registration No: 104314W

**A.V.Jobanputra**  
Proprietor  
Membership No. 016352

**Place : Mumbai**  
**Date : 09/08/2018**

**For and on behalf of the Board of Directors**

**Pravin V. Sheth**  
Chairman & Managing Director

**G. Ravindran**  
Executive Director

**Sonal Sharma**  
Company Secretary  
**Place : Mumbai**  
**Date : 09/08/2018**

**P.S. Krishnan**  
Chief Financial Officer

**FIBERWEB (INDIA) LIMITED**
**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018**

Particulars	For the year ended 31st March 2018 (RS)		For the year ended 31st March 2017 (RS)	
	₹	₹	₹	₹
<b>I) CASH FLOW FROM OPERATING ACTIVITIES</b>				
a) Net profit after Tax		363,091,754		172,374,033
b) <b>Add:</b> <u>Non cash items / items considered separately</u>				
Depreciation and Amortisation	32,486,232		26,941,264	
Finance Cost	-		210,999	
Net loss on foreign currency transactions and translation (other than considered as finance cost)	543,832		2,135,509	
Current Tax	-	33,030,064	-	29,287,772
		<b>396,121,818</b>		<b>201,661,805</b>
c) <b>Less:</b> <u>Items considered separately</u>				
Net gain on foreign currency transactions and translation (other than considered as finance cost)				
Interest Income	403,774		439,055	
Profit on Sale of Fixed Assets	-	(403,774)	68,497	(507,552)
d) Operating profits before working capital changes (a+b-c)		395,718,044		201,154,253
<u>Changes in Working Capital</u>				
e) <b>Add:</b> <u>Decrease in Current Assets &amp; Increase in Current Liabilities</u>				
Short Term Loans & Advances	-		-	
Other current liabilities	-		-	
Short term Provision	-		196,417	
Inventories (Last Year)	-		-	
Short/Excess provision for Income Tax	-	-	(11,945)	184,472
f) <b>Less:</b> <u>Increase in Current Assets &amp; Decrease in Current Liabilities</u>				
Inventories				
Trade receivables	48,979,984		29,617,866	
Loans	138,773,732		343,904,729	
Prepaid Expenses	32,603,144		1,437,664	
Other Current Assets	-		327,077	
Borrowings	483,623		-	
Provision	-		1,111,700	
Trade Payables	148,297		-	
Other current liabilities	20,922,645		(223,506,465)	
Cash generated from operations (d+e-f)	1,020,940	(242,932,365)	161,624	(153,054,195)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>		<b>152,785,679</b>		<b>48,284,530</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017**

Particulars	For the year ended 31st March 2018 (RS)		For the year ended 31st March 2017 (RS)	
	₹	₹	₹	₹
<b>II) CASH FLOW FROM INVESTING ACTIVITIES</b>				
Interest Income	403,774		439,056	
Decrease in Loans	23,488,809		-	
Decrease in Non-Current Investments	669,346	24,561,929	288,112	727,168
Less: Purchase of Fixed Assets/ CWIP	(490,245,728)			(6,569,021)
Increase in Non current investment (Exch. Fluctuation)	4,027,325			
Increase in Loans	-	(486,218,403)		(53,420,422)
<b>NET CASH FLOW USED IN INVESTING ACTIVITIES (B)</b>		<b>(461,656,474)</b>		<b>(59,262,275)</b>
<b>III) CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase in Share equity/Other equity		152,075,000		173,725,000
Other equity		(2,750,000)		2,750,000
Secured Loan written off as per BIFR order		-		1,021,751,728
Repayment of borrowings	-		(1,033,851,728)	
Dividend Paid	(8,664,990)		-	-
Finance Cost	-	(8,664,990)	(210,999)	(1,034,062,727)
<b>NET CASH FLOW USED IN FINANCING ACTIVITIES (C)</b>		140,660,010		164,164,001
Less: Net Gain / (loss) on foreign currency transactions and translation (other than considered as finance cost)		(543,832)		(2,203,776)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(168,754,617)</b>		<b>150,982,480</b>
Cash & Cash Equivalent at the beginning of the year				
Cash on Hand	1,224,825		397,888	
Bank Balance	213,923,014	215,147,839	63,767,471	64,165,359
Less: <b>Cash &amp; Cash Equivalent at the end of the year</b>				
Cash on Hand	3,475,091		1,224,825	
Bank Balance	42,918,131	46,393,222	213,923,014	215,147,839
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(168,754,617)</b>		<b>150,982,480</b>

As per our report of even date

**For A.V.Jobanputra & Co.**

Chartered Accountants

Firm Registration No: 104314W

**A.V.Jobanputra**

Proprietor

Membership No. 016352

**Place : Mumbai****Date : 09/08/2018****For and on behalf of the Board of Directors****Pravin V. Sheth**

Chairman &amp; Managing Director

**G. Ravindran**

Executive Director

**Sonal Sharma**

Company Secretary

**P.S. Krishnan**

Chief Financial Officer

**Place : Mumbai****Date : 09/08/2018**

## FIBERWEB (INDIA) LIMITED

### Statement of Changes in Equity For the year ended 31st March, 2018

#### A. Equity Share Capital

Particulars	Balance at the beginning of the reporting period i.e. 1st April, 2016	Change in Equity Share Capital during the year 2016-17	Balance at the end of the reporting period i.e. 31st March, 2017	Change in Equity Share Capital during the year 2017-18	Balance at the end of the reporting period i.e. 31st March, 2018
Equity Share Capital	125,958,550	7,000,000	<b>132,958,550</b>	154,958,550	<b>287,917,100</b>

#### B. Other Equity

Particulars	Balance at the beginning of the reporting period i.e. 1st April, 2016	Total Comprehensive Income for the year	Transfer to / (from) Retained Earnings, Other Additions / Deletions	Share Application Money Received	Balance at the end of the reporting period i.e. 31st March, 2017
<b>As at 31st March, 2017</b>					
Share Application Money Pending Allotment	-	-	-	2,750,000	2,750,000
<b>Reserves and Surplus</b>					
Securities Premium Reserve	132,447,305	-	166,725,000	-	299,172,305
Share Reduction Reserve	-	-	43,972,380		43,972,380
Revaluation Reserve	153,776,547				153,776,547
General Reserve	21,000,000				21,000,000
Capital Reserve	63,440				63,440
Foreign Exchange Fluctuation Reserve	-		(68,269)		(68,269)
Retained Earnings	(922,786,656)	172,374,033	1,020,546,483		270,133,860
	<b>(615,499,364)</b>	<b>172,374,033</b>	<b>1,231,175,594</b>	<b>2,750,000</b>	<b>790,800,263</b>

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Particulars	Balance at the beginning of the reporting period i.e. 1st April, 2017	Total Comprehensive Income for the year	Transfer to / (from) Retained Earnings	Share Application Money Returned / Shares Allotted	Balance at the end of the reporting period i.e. 31st March, 2018
<b>As at 31st March, 2018</b>					
Share Application Money Pending Allotment	2,750,000	-	-	2,750,000	-
	<b>2,750,000</b>	<b>-</b>	<b>-</b>	<b>2,750,000</b>	<b>-</b>

## B. Other Equity

Particulars	Balance at the beginning of the reporting period i.e. 1st April, 2017	Total Comprehensive Income for the year	Transfer to / (from) Retained Earnings	Dividends	Balance at the end of the reporting period i.e. 31st March, 2018
<b>Reserves and Surplus</b>					
Securities Premium Reserve	299,172,305	141,075,000	(143,958,550)	-	296,288,755
Share Reduction Reserve	42,779,080				42,779,080
Revaluation Reserve	153,776,547				153,776,547
General Reserve	21,000,000				21,000,000
Foreign Exchange Fluctuation Reserve	(68,269)		5,220,623		5,152,354
Capital Reserve	63,440				63,440
Retained Earnings	270,133,860	363,091,754	-	8,664,990	624,560,624
	<b>786,856,963</b>	<b>504,166,754</b>	<b>(138,737,927)</b>	<b>8,664,990</b>	<b>1,143,620,800</b>

## FIBERWEB (INDIA) LIMITED

### NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

#### A : CORPORATE INFORMATION

The consolidated financial statements comprise financial statements of 'Fiberweb (India) Limited' ('the holding company') and its subsidiary (collectively referred to as 'the group') for the year ended 31st March, 2018.

The principal activities of the group is manufacturing activity in 'polymer processing'.

#### B : SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

##### I. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

- a. The consolidated financial statements have been prepared on the historical cost convention using the accrual basis of accounting in accordance with the accounting principles generally accepted in India and are in accordance with the applicable Accounting Standards (Ind AS), Guidance Notes and the relevant provisions of the Companies Act, 2013. The group's financial statements are presented in Indian Rupees (₹), which is also its functional currency.
- b. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

##### II. PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements relate to Fiberweb (India) Limited ("the Company") and its subsidiary company. The consolidated financial statements have been prepared on the following basis:-

- a. The financial statements of the Company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, equity, income, expenses and cash flows after fully eliminating intra-group balances and intra group transactions in accordance with Accounting Standard (AS) 110 – "Consolidated Financial Statements". Profits or losses resulting from
- b. In case of foreign subsidiary, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange rate difference arising on consolidation will be recognized in the Exchange Fluctuation Reserve.
- c. The investment in the subsidiary is stated at cost.
- d. As the subsidiary is wholly owned (100%), there is no minority interest in the group.
- e. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as Company's separate financial statements.
- f. The audited / unaudited financial statements of foreign subsidiary has been prepared in accordance with the Generally Accepted Accounting Principles of its Country of Incorporation or Ind AS.
- g. The differences in accounting policies of the Holding Company and its subsidiary is not material.
- h. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- i. The carrying amount of the parent's investment in subsidiary is offset (eliminated) against the parent's portion of equity in subsidiary.



**C : OTHER SIGNIFICANT ACCOUNTING POLICIES****i) Use of Estimates:-**

The preparation of financial statements in conformity with the generally accepted accounting principles in India requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

**ii) Revenue recognition:-**

Revenue is recognised to the extent that it is probable that the economic benefits will accrue to the Company and the revenue can be reliably measured, also when it is reasonably certain that the ultimate collection will be made, and that there is buyers' commitment to make the complete payment.

**a. Revenue from sale:**

In case of Sales of Goods – When the property and all significant risk and rewards of ownership are transferred to the buyer or no significant uncertainty exists regarding the amount of consideration that is derived from the sale of goods. It excludes amounts recovered towards Sales Tax and includes amount received towards processing activities done for other, if any.

**b. Interest and dividend:**

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognized when right to receive dividend is established.

**c. Others:**

Other revenues / incomes and costs / expenditure are accounted on accrual, as they are earned or incurred.

**iii) Property, Plant and Equipment and depreciation / amortisation**

a. Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

b. Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

c. Depreciation is provided on the straight line method on the basis of useful life of the asset in the manner specified on schedule II to the Companies Act 2013. Depreciation on the additions to assets or on sale/ Disposal of assets is calculated pro rata from the month of such addition, or upto the month of such sale/ disposal, as the case may be.

**iv) Lease**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease in a manner which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished.

## FIBERWEB (INDIA) LIMITED

### v) Operating Cycle

Receivables and Payables in relation to operations are considered as "Current Assets" and "Current Liabilities" as the case may be considering the nature of business of the Company. All other Assets and Liabilities have been classified as provided in Schedule III to the Companies Act, 2013.

### vi) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

### vii) Investments

Investments are classified into Current and Non Current Investments . Current Investments are stated at lower of cost and fair value. Long term investments are stated at cost. A provision for diminution is made to recognize decline, other than temporary in the value of long term investments. The Company has accounted for its investments in Subsidiaries, associates and joint venture at cost less impairment loss (if any).

### viii) Employee benefits

- A. Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related service is rendered;
- B. Post Employment Benefits  
Defined contribution plans: Company's contribution to State governed Provident Fund Scheme is recognized during the year in which the related service is rendered;
- C. The company has not ascertained liability towards payment of gratuity and hence no provision has been made in accounts. It is accounted for on the basis of payment.
- D. Benefits payable to employees during their tenure of employment viz. Bonus, Leave Encashment etc are accounted on cash basis. Retirement benefits are accounted as and when the same become due for payment.

### ix) Foreign currency transactions

- A. All transactions in foreign currency are recorded in the reporting currency, based on closing rates of exchange prevalent on the dates of the relevant transactions.
- B. Monetary assets and liabilities in foreign currency, outstanding as on the Balance Sheet date, are translated in reporting currency at the closing rates of exchange prevailing on the said date. Resultant gain or loss is recognized during the year in the statement of profit and loss, except to the the extent foreign exchange rate differences which are directly attributable to the acquisition or construction of qualifying assets are capitalized as cost of assets.
- C. Non monetary assets and liabilities denominated in foreign currencies are carried at the exchange rate prevalent on the date of the transaction.
- D. Import and export of goods in foreign currency are accounted at exchange rates prevailing on the date of payment, whichever made.

**x) Impairment of assets**

The carrying amount of assets is reviewed at each Balance Sheet date. If there is any indication of impairment based on internal/external factors, i.e. when the carrying amount of the assets exceeds the recoverable amount, an impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed or reduced if there has been a favorable change in the estimate of the recoverable amount.

**xi) Treatment of Contingent Liabilities & Contingent Assets**

The Company creates a provision when there is present obligation as a result of a past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent gains are not recognized in the accounts.

xii) Debtors and Creditors balances are subject to confirmations from the parties.

xiii) In the opinion of the Board of Directors the Current Assets, Loans & Advances except those shown as doubtful have a value on realization in the ordinary course of business at least equal to the amount at which items are stated in the Balance Sheet.

xiv) Modvat credit of Excise duty taken on purchase of Raw Materials is not included in the value of inventory of Raw Material. Also value of inventory of finished goods does not include excise duty payable on manufacture. This has no effect on the profit of the Company.

xv) Figures of the previous year have been re-grouped / rearranged /reclassified wherever necessary.

xvi) Standards Issued but not effective

On March 28, 2018 the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 – Revenue from Contract with customers and certain amendments shall be applicable to the Company from April 01, 2018.

**Issue of Ind AS 115 – Revenue from Contracts with Customers**

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. Ind AS 115 provides a single model of accounting for revenue arising from contracts with customers based on the identification and satisfaction of performance obligations.

**Amendment to Existing issued Ind AS**

The MCA has also carried out amendments of the following accounting standards:

- i. Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
- ii. Ind AS 40 - Investment Property
- iii. Ind AS 12 - Income Taxes
- iv. Ind AS 28 - Investments in Associates and Joint Ventures and
- v. Ind AS 112 - Disclosure of Interests in Other Entities

Application of above standards are not expected to have any impact on the Company's Financial Statements.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note 1: Property, Plant and Equipment, Capital Work-in-Progress

Tangible assets	Gross block			Accumulated depreciation and impairment					Net block	
	Balance as at 01 April, 2017	Additions & Revaluation	Disposals	Balance as at 31 March, 2018	Balance as at 01 April, 2017	Depreciation expense for the year	Eliminated on disposal of assets	Other Adjustments	Balance as at 31 March, 2018	Balance as at 31 March, 2017
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
(a) Land Freehold	81,133,080	-	-	81,133,080	-	-	-	-	81,133,080	81,133,080
(b) Buildings	-	-	-	-	-	-	-	-	-	-
Factory Building	67,756,024	-	-	67,756,024	27,578,846	946,137	-	-	39,231,041	40,177,178
- Own use	-	-	-	-	-	-	-	-	-	-
Office Building - Own use**	23,772	-	-	23,772	-	-	-	-	23,772	23,772
(c) Plant and Equipment	838,130,781	-	-	838,130,781	579,656,229	29,679,758	-	-	228,794,793	258,474,552
(d) Furniture and fixtures	5,522,725	-	-	5,522,725	4,147,599	180,500	-	-	1,194,626	1,375,126
(e) Vehicles	22,220,071	-	-	22,220,071	15,624,032	1,540,155	-	-	5,055,884	6,596,039
(f) office equipment	1,593,758	726,652	-	2,320,410	1,531,766	24,761	-	-	763,883	61,992
(g) Other electrical items	515,570	41,013	-	556,583	452,390	19,106	-	-	84,362	63,180
(h) Computer	2,624,269	-	-	2,624,269	2,505,047	95,814	-	-	23,408	119,222
(i) Melt Blown - Building	-	139,575,887	-	139,575,887	-	-	-	-	139,575,887	-
(j) Melt Blown Electrical Installation	-	4,541,443	-	4,541,443	-	-	-	-	4,541,443	-
(k) Melt Blown Fire Fighting Equipment	-	6,056,457	-	6,056,457	-	-	-	-	6,056,457	-
(l) Melt Blown Plant & Machinery	-	338,479,700	-	338,479,700	-	-	-	-	338,479,700	-
TOTAL (A)	1,019,520,050	489,421,153	-	1,508,941,203	631,495,909	32,486,232	-	-	844,958,336	388,024,141
Previous Year Figures	1,013,687,812	6,614,940	782,702	1,019,520,050	605,070,212	26,941,264	515,568	-	388,024,141	408,790,701
(c) Capital WIP	174,700	489,478,788	488,653,488	1,000,000	-	-	-	-	1,000,000	174,700
TOTAL (B)	174,700	489,478,788	488,653,488	1,000,000	-	-	-	-	1,000,000	174,700
TOTAL (A+B)	1,019,694,750	978,899,941	488,653,488	1,509,941,203	631,495,909	32,486,232	-	-	845,958,336	388,198,841

**Note 2: Non Current investments**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	Total	Total
	₹	₹
<b>Quoted</b>		
Non current investments (At lower of cost and fair value, unless otherwise stated)		
Investment in equity instruments of other entities - GOA BANK - 107 Shares Fully paid up @ ₹100/- each	10,700	10,700
	<b>10,700</b>	<b>10,700</b>
<b>Unquoted</b>		
Other Investments	48,765	718,111
	59,465	728,811

**Note 3: Non Current Loans And Advannces**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b>(Unsecured, considered good)</b>		
(a) Security deposits	7,420,122	12,097,041
(b) Other Loans and advances To other parties	38,437,981	56,953,694
(c) Balances with government authorities		
VAT	-	263,385
TDS	-	32,792
<b>Total</b>	<b>45,858,103</b>	<b>69,346,912</b>

**Note 4: Inventories**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b>(Valued at lower of cost or net realisable value)</b>		
(a) Raw materials	80,285,159	54,233,641
(b) Finished goods (other than those acquired for trading)	51,294,914	29,076,788
(c) Stores and spares	20,123,122	20,036,653
(d) Packing Materials	1,919,777	1,295,906
<b>Total</b>	<b>153,622,972</b>	<b>104,642,988</b>

## FIBERWEB (INDIA) LIMITED

### **Note 5: Trade receivables**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b>Trade receivables (Unsecured, considered good)</b>		
Outstanding for a period <b>exceeding six months</b> from the date they were due for payment	-	-
Other trade receivable	535,630,221	396,856,490
	535,630,221	396,856,490
<b>Total</b>	<b>535,630,221</b>	<b>396,856,490</b>

### **Note 6 : Cash and cash equivalents**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
(a) Cash on hand	3,475,091	1,224,826
(b) Balances with banks		
(i) In current accounts	20,786,717	146,618,439
(ii) In EEFC (Exchange Earner's Foreign Currency) accounts	19,944,661	65,250,541
(iii) In earmarked accounts		
Balances held as margin money or security against borrowings, guarantees and other commitments (Refer footnote)	2,186,753	2,054,033
<b>Total</b>	<b>46,393,222</b>	<b>215,147,839</b>

#### **Footnote:**

Balances with banks include margin monies amounting to ₹21,86,753/- (As at 31 March, 2017 ₹20,54,033/-) which have an original maturity of more than 12 months and also, includes Unclaimed Dividend of ₹ 4,55,909/- (Previous year ₹ NIL)

### **Note 7: Loans & Advances**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b><u>Unsecured, considered good</u></b>		
(a) Loans and advances to employees	361,000	354,500
(b) Prepaid expenses	1,253,791	561,493
(c) Balances with government authorities		
(i) Service Tax credit	-	363,847
(ii) Excise	-	275,772

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Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
(d) Balances with Govt. authorities		
GST	33,426,160	-
VAT	263,385	-
TDS	46,364	-
(e) Others -Advance to creditors	-	1,191,944
<b>Total</b>	<b>35,350,700</b>	<b>2,747,556</b>

## Note 8: Other current assets

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b>Other current assets</b>		
(a) Prepaid License	465,984	-
(b) Other Receivables	17,639	-
<b>Total</b>	<b>483,623</b>	<b>-</b>

## Note 9: Equity share capital

Particulars	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares	₹	Number of shares	₹
<b>(a) Authorised</b>				
Equity shares of ₹10/- each with voting rights	50,000,000	500,000,000	30,000,000	300,000,000
Redeemable preference shares of ₹10/- each	-	-	-	-
<b>(b) Issued, Subscribed</b>				
Equity shares of ₹10/- each with voting rights (6,788 shares forfeited)	28,791,710	287,917,100	13,295,855	132,958,550
<b>(c) Paid up</b>				
Equity shares of ₹10/- each with voting rights	28,791,710	287,917,100	13,295,855	132,958,550
<b>Total</b>	<b>28,791,710</b>	<b>287,917,100</b>	<b>13,295,855</b>	<b>132,958,550</b>

## FIBERWEB (INDIA) LIMITED

### Footnotes:

(i) Reconciliation of the number of Equity shares outstanding at the beginning and at the end of the year	As at 31 March, 2018	As at 31 March, 2017
	Nos.	Nos.
<b>Number of shares at the beginning of the year</b>	13,295,855	12,595,855
<b>Add/(Less):</b>		
Issued during the year	1,100,000	700,000
Bonus shares issued during the year (1:1)	14,395,855	
<b>Number of shares at the end of the year</b>	<b>28,791,710</b>	<b>13,295,855</b>

### Footnotes:

- (ii) Capital reduction has taken place during the year 2015-16 as per BIFR order dated 20/10/2015, details provided are as under:

As on 01/04/2015 Equity share holders were holding 1,09,90,093 shares. During the year number of shares are reduced by 40% i.e. 43,97,238 shares and during the year ending 31/03/2016 further allotment of 60,00,000 shares were made at par vide BIFR order dated 20/10/2015. Hence balance at 31/03/2016 7706 share holders holding 1,25,95,855 shares of ₹ 10/- each.

- (iii) During the last year, the company allotted 18,00,000 convertible equity warrants @ 181/- (including premium of Rs 171/- per convertible equity warrants) on preferential basis to group of strategic investors. out of this 11,00,000 equity warrants converted into equity shares of Rs 10/- each at a premium of ₹ 171/- per share.

- (iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017	
	Nos.	% holding	Nos.	% holding
<b><u>Equity shares with voting rights</u></b>				
Pravin V Sheth	5,967,194	<b>20.73</b>	2,983,597	<b>22.44</b>
Gayatri Pipes and Fittings Pvt Ltd	3,500,000	<b>12.16</b>	2,574,000	<b>19.36</b>
Unnati Pravin Sheth	2,716,724	<b>9.44</b>	1,358,362	<b>10.22</b>

### Footnotes:

- (v) Terms / rights attached to Equity Shares :

The Company has a single class of equity shares having at par value of ₹10/- per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held by each shareholder, after settlement of all preferential obligations.



- (vi) During the current year, the Company issued Bonus shares in the proportion of 1:1 to all the shareholders as on 20.01.2018.

**Note 10: Other equity**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b>(a) Securities/Share Premium account</b>		
Opening balance	299,172,305	132,447,305
Add: Additions during the year	141,075,000	166,725,000
Less: Capital Reduction Exps	143,958,550	-
Closing balance	296,288,755	299,172,305
<b>(b) Share Reduction Reserve</b>		
Opening balance	43,972,380	-
Add: Additions during the year	-	43,972,380
Less: Capital Reduction Exps	1,193,300	-
Closing balance	42,779,080	43,972,380
<b>(c) Revaluation Reserve</b>		
Opening balance	153,776,547	153,776,547
Add: Provided / added with Revaluation Reserve	-	-
Less Deducted in Revaluation Reserve	-	-
Closing balance	153,776,547	153,776,547
<b>(d) General Reserve</b>	21,000,000	21,000,000
<b>(e) Capital Reserve (Gain on Forfeiture of Shares)</b>	63,440	63,440
<b>(f) Loss incurred in Sheth Non-Woven due to exchange fluctuation</b>	5,152,354	(68,269)
<b>(g) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	270,133,860	(922,786,656)
Secured Loan written off as per BIFR order		1,020,546,483
Dividend and Div. Dist. Tax	(8,664,990)	-
Add: Profit / (Loss) for the year	363,091,754	172,374,033
Closing balance	624,560,624	270,133,860
<b>Money received against share warrant</b>	-	2,750,000
<b>Total</b>	<b>1,143,620,800</b>	<b>790,800,263</b>

**Footnotes:**

- (i) (i) As per Hon'ble BIFR order dated 20/10/2015 an undertaking given to BIFR by Gayatri Pipes and Fittings Pvt Limited (Lender) the Tem Loan written back in May 2016.

Unsecured loan taken from related party and other parties carries interest rate of 12% and is repayable on demand.

## FIBERWEB (INDIA) LIMITED

Disclosures under AS 18		
Related party transactions		
Details of related parties:		
Description of relationship	Names of related parties	
Key Management Personnel (KMP)	Pravin Sheth	
Relatives of KMP		
Common Director- Soniya P Sheth	Kunststoffe Industries Limited	
Daughter	Dhwani Sheth	
Son	Bhavesh Sheth	
Daughter	Unnati sheth	
Subsidiary	Sheth Nonwoven Trading FZE	
Note: Related parties have been identified by the management and relied upon by the auditors.		
Details of related party transactions during the year :		
Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
Remuneration & Perquisites		
Dhwani Sheth	-	-
Remuneration & Perquisites		
Pravin Sheth	5,556,053	2,880,000
Unnati P Sheth	-	407,710
Interest Paid		
Dhwani Sheth	-	84,000
Rent Paid		
Bhavesh Sheth	9,000	12,000
Dhwani Sheth	1,200,000	96,000
Kunststoffe Industries Limited	1,200,000	
Note 11: Trade payables		
Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
Trade Payables**		
Duties & Liabilities	1,534,013	-
Creditors for goods	201,246,507	236,385,992
Creditors for expenses	24,008,183	11,325,356
Total	226,788,703	247,711,348
** Trade payables in above Note includes ₹ NIL (P.Y. ₹ NIL) due to micro, small and medium enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED).		

**Note 12: Other current financial liabilities**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
<b><u>Advance received from customers</u></b>	101,727	630,545
Interim dividends	455,316	-
<b><u>Other payables</u></b>		
(a) Statutory remittances (Contributions to PF and ESIC, CST, PT, Excise Duty, VAT, Service Tax, TDS, etc.)		229,327
(b) Interest Accrued and due on Borrowings	-	-
(c) Others	-	718,111
<b><u>Curent Maturities of Term loan (Secured)</u></b>		
(a) From banks (Refer footnote of Note 4)	-	
<b>Total</b>	<b>557,043</b>	<b>1,577,983</b>

**Note 13: Provisions**

Particulars	As at 31 March, 2018	As at 31 March, 2017
	₹	₹
(a) Provision for employee benefits	2,718,049	2,543,442
(b) Provision for expenses	1,754,747	2,077,851
<b>Total</b>	<b>4,472,796</b>	<b>4,621,293</b>

**Note 14: Value of sales**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
(a) Sale of products Net of CST & VAT- GST (Refer footnote)	2,859,087,312	1,316,100,092
(b) Other operating revenues (Refer footnote)	2,198,585	1,651,443
	2,861,285,897	1,317,751,535
Less: Excise duty	-	13,976,787
<b>Total</b>	<b>2,861,285,897</b>	<b>1,303,774,747</b>

## FIBERWEB (INDIA) LIMITED

### Footnote:

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
(i) <b>Sale of products comprises :</b>		
<u>Manufactured goods</u>		
Sales of Fabrics	2,859,087,312	1,316,666,702
Less: VAT & CST	-	566,610
<b>Total - Sale of products</b>	<b>2,859,087,312</b>	<b>1,316,100,092</b>
(ii) <b>Other operating revenues:</b>		
Sale of scrap	2,198,585	1,651,443
<b>Total - Other operating revenues</b>	<b>2,198,585</b>	<b>1,651,443</b>

### Note 15: Other Income

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<b><u>Other Income</u></b>		
(a) Interest from banks on Deposits	225,167	439,056
(b) Sale of Old newspaper/ Misc w/off	37	43,240
(c) Net gain on foreign currency transactions and translation (other than considered as finance cost)		
(d) Interest from Others	178,607	1,882
(e) Profit on Sale of Vehicles		68,497
<b>Total</b>	<b>403,811</b>	<b>552,675</b>

### Note 16: Cost of materials consumed

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
Opening stock	54,233,641	39,411,177
Add: Purchases	2,348,498,973	947,984,970
	<b>2,402,732,614</b>	<b>987,396,147</b>
Less: Closing stock	80,285,159	54,233,641
<b>Cost of material consumed</b>	<b>2,322,447,455</b>	<b>933,162,506</b>

**Note 17: Changes in inventories of finished goods, work-in-progress and stock-in-trade**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<b><u>Inventories at the end of the year:</u></b>		
Finished goods	51,294,914	29,076,788
<b><u>Inventories at the beginning of the year:</u></b>		
Finished goods	29,076,788	15,153,647
<b>Net (increase) / decrease</b>	<b>(22,218,126)</b>	<b>(13,923,141)</b>

**Note 18: Employee benefits expense**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
Salaries and wages	42,884,468	38,312,915
Contributions to provident and other funds (Refer footnote)	2,856,962	2,781,336
Staff welfare expenses	3,375,639	2,300,605
<b>Total</b>	<b>49,117,069</b>	<b>43,394,856</b>

**Disclosure under AS 15****Employee benefit plans (Defined contribution plans)**

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹28,56,962/- (Year ended 31 March, 2017 ₹27,81,336/-) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

**Note 19: Finance costs**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
(a) Interest expense on:		
Borrowings and others		210,999
<b>Total</b>	<b>-</b>	<b>210,999</b>

## FIBERWEB (INDIA) LIMITED

### **Note 20: Other expenses**

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<b><u>Manufacturing Expense</u></b>		
Consumption of packing materials	11,801,610	19,269,498
Consumption of stores and spare parts	5,235,848	5,507,476
Jobwork expense (Lease)	2,297,946	-
Labour Charges	160,981	3,683,664
Power and fuel	8,221,194	23,782,478
<b><u>Administration Expenses</u></b>		
Administration Expenses	1,041,940	616,032
Bank Charges (incl. Bill Discounting Charges)	2,132,525	1,624,616
Canteen Expenses	135,234	129,692
Communication	760,218	1,014,514
Coolie & Cartage	1,068,508	883,903
DATA Processing Charges	448,652	267,108
Donations and contributions	10,821,001	1,737,200
Festival Celebration Expenses	93,990	76,481
Freight and forwarding	39,706,902	48,483,441
Gardening Charges	1,120	99,485
Guest House Expenses	338,636	428,443
Insurance	678,389	723,144
Legal and professional	3,885,038	4,206,462
License Fees	332,871	
Interest	332,143	-
Miscellaneous expenses	1,238,374	724,953
Motor Car Expenses	1,348,978	1,511,166
Net Loss on foreign currency transactions and translation (other than considered as finance cost)	543,832	2,135,509
Vat paid	913	-
Office Expenses	593,155	3,438,822
Payments to auditors (Refer Footnote)	534,140	402,000
Postage Charges	2,387,353	1,615,307
Printing and stationery	908,549	503,685
Rates and taxes	1,750,485	746,396
Rent including lease rentals	1,415,000	8,579,226

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Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
Repairs and maintenance - Buildings	1,166,374	1,601,606
Repairs and maintenance - Machinery	372,812	929,113
Repairs and maintenance - Others	701,513	759,086
Security Charges	1,626,389	1,824,341
Subscription Books & Periodicals	16,644	20,032
Software expenses-computer	136,609	106,215
Technical consultancy charges	968,500	360,000
Directors Seating fees	260,000	139,900
Travelling and conveyance	260,784	2,432,058
Branch Expenses (US)	7,933,736	
<b><u>Selling &amp; Distribution Expense</u></b>		
Advertisement & Publicity	1,284,502	1,107,591
Business promotion	621,937	696,261
Publicity Expenses written off (Deferred revenue expenditure)	-	-
Sales commission	1,200,000	-
<b>Total</b>	<b>116,765,324</b>	<b>142,166,904</b>

### Footnote:

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
<u>Payments to the auditors comprises (net of service tax input credit, where applicable):</u>		
For Statutory audit	200,000	200,000
For Tax audit	200,000	200,000
For ISO audit		-
For VAT audit		2,000
<b>Total</b>	<b>400,000</b>	<b>402,000</b>

## FIBERWEB (INDIA) LIMITED

### Footnote Corporate Social Responsibility (CSR)

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2017
	₹	₹
CSR Amount required to be spent as per section 135 of the Companies Act, 2013 read with Schedule VII thereof, by the Company (₹ In lakhs)	15.59	5.55
<b><u>Expenditure related to Corporate Social Responsibility:-</u></b>		
Education	10,500,001	316,000
Health / Medical Relief	300,000	1,417,000
Sports	21,000	
<b>Total</b>	<b>10,821,001</b>	<b>1,733,000</b>

### Note 21: Earning Per Share

Particulars	For the year ended 31 March, 2018	For the year ended 31 March, 2018
	₹	₹
Net Profit as per statement of profit and loss before extraordinary item (₹)	363,091,754	172,374,033
Weighted average number of equity shares outstanding during the year (Nos.)	28,791,710	13,295,855
Earning per equity share (Nominal value per share ₹10/- each)		
Basic and diluted	<b>12.61</b>	<b>13.68</b>
Net Profit as per statement of profit and loss after extraordinary item (₹)	363,091,754	172,374,033
Weighted average number of equity shares outstanding during the year (Nos.)	28,791,710	13,295,855
Earning per equity share (Nominal value per share ₹10/- each)		
Basic and diluted	<b>12.61</b>	<b>13.68</b>

As per our report of even date

**For A.V.Jobanputra & Co.**

Chartered Accountants

Firm Registration No: 104314W

**A.V.Jobanputra**

Proprietor

Membership No. 016352

**Place : Mumbai**

**Date : 09/08/2018**

**For and on behalf of the Board of Directors**

**Pravin V. Sheth**

Chairman & Managing Director

**Sonal Sharma**

Company Secretary

**Place : Mumbai**

**Date : 09/08/2018**

**G. Ravindran**

Executive Director

**P.S. Krishnan**

Chief Financial Officer





## FIBERWEB (INDIA) LIMITED

CIN: L25209DD1985PLC004694

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

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

### ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

D. P. ID*		Folio No.	
Client ID*		No. of Shares held	

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company being held on Tuesday, 25th September, 2018 at 10.00 a.m at the Hotel Ocean Inn, Plot No. 20, Devka Beach, Nani Daman (U.T.) - 396 210.

Name of the Shareholder(s) 1. .... 2. .... 3. ....

Signature of Shareholder(s) 1. .... 2. .... 3. ....

Signature of Proxyholder .....

\*Applicable for Investors holding shares in electronic form.

Only Member / Proxyholder can attend the meeting.

Note: Member/ Proxy attending the Meeting must fill-in this attendance slip and hand it over at the entrance of the venue of the Meeting.



## FIBERWEB (INDIA) LIMITED

CIN L25209DD1985PLC004694

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

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

FORM NO. MGT-11

### PROXY FORM

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

CIN: L25209DD1985PLC004694

Name of the Company: FIBERWEB (INDIA) LTD.

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

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

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

(1) Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or failing him;

(2) Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or failing him;

(3) Name: ..... Address: .....

E-mail Id: ..... Signature: .....

## PROXY FORM

**Please provide E-mail ID for quick response,  
information and communication.**

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

### Optional\*

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

Signed this..... day of .....2018.

Signature of shareholder (s).....

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


Affix  
Rupee  
Revenue  
Stamp

### Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) For the Resolution, Explanatory Statement and Notes please refer to the Notice of the 33rd Annual General Meeting.
- \*(3) It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.

# FIBERWEB (INDIA) LIMITED



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

If undelivered please return to:  
SHAREX DYNAMIC (INDIA), PVT. LTD.  
Unit : Fiberweb (India) Limited  
Luthra Ind Premises,Unit-1, Safeed Pool,  
Andheri Kurla Road, Andheri East  
Mumbai 400 072