

VAPI PAPER MILLS LIMITED

38 TH ANNUAL REPORT

F.Y. 2011-2012

VPM

VAPI PAPER MILLS LTD.

213 UDYOG MANDIR, PITAMBER LANE, MAHIM (WEST), MUMBAI 400016
TEL: 98200 68363 / 022-24449753 E-MAIL : vapipaper@gmail.com

DIRECTORS	:	Shri Manoj R. Patel - Managing Director
		Shri Rajeev R. Patel - Director
		Smt. Laxmiben J. Patel - Director
COMPANY SECRETARY		Shri Prakash V. Kotak
AUDITORS		Messrs, Manubhai & Co. Chartered Accountants Ahmedabad
REGISTERED OFFICE		213, Udhog Mandir No.1,2 nd Floor 7/C, Pitamber Lane, Mahim (West), Mumbai -400 016.
COMPANY E-MAIL		vapipaper@gmail.com
PLANT		298-299, GIDC Industrial Area Vapi 396 195 Dist. Valsad (Gujarat)
REGISTRARS AND TRANSFER AGENTS		M/s BIGSHARE SERVICES PVT. LTD. E-2/3, Ansa Industrial Estate, Saki Vihar Road, Andheri (E) Mumbai- 400 072

VPM

VAPI PAPER MILLS LTD.

213 UDYOG MANDIR, PITAMBER LANE, MAHIM (WEST), MUMBAI 400016
TEL: 98200 68363 / 022-24449753 E-MAIL : vapipaper@gmail.com

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Shareholders of **VAPI PAPER MILLS LIMITED** will be held at the Registered Office of the Company at 213, Udyog Mandir No. 1, 2nd Floor, 7/C Pitamber Lane, Mahim (West), Mumbai – 400 016 on Friday, the 28th September, 2012 at 3:00 P. M. to transact the following business :-

=====

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2012
2. To appoint a Director in place of Smt. Laxmiben J. Patel who retire from office by rotation, and being eligible, offers herself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. Change of name of the Company:-

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution :

"RESOLVED THAT pursuant to Section 21 & other applicable provisions of the Companies Act, 1956 and subject to the approval of the Central Government, the Members of the Company hereby accord their approval for changing the name of the Company from '**Vapi Paper Mills Limited**' to '**Vapi Enterprise Limited**' as name may be approved by the Central Government/ Registrar of Companies.

"RESOLVED FURTHER THAT pursuant to Sections 16, 31 and other applicable provisions, if any, of the Companies Act, 1956, upon the change of name of the Company becoming effective, the name '**Vapi Paper Mills Limited**' wherever it occurs in the Memorandum and Articles of Association be substituted by the name '**Vapi Enterprise Limited**' as may be approved by the Central Government/ Registrar of Companies."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to decide the date, time and manner of filing the application with the Central Government/Registrar of Companies for seeking

VPM

VAPI PAPER MILLS LTD.

213 UDYOG MANDIR, PITAMBER LANE, MAHIM (WEST), MUMBAI 400016
TEL: 98200 68363 / 022-24449753 E-MAIL : vapipaper@gmail.com

their approval to change the name of the Company and to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this Resolution in the best interests of the Company."

5. Alteration in the Objects Clause of the Memorandum of Association of the Company:-

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT in accordance with the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to approvals, permissions and sanctions from the appropriate authorities, if any, the main objects in the objects clause III (A) of the Memorandum of Association of the company be and is hereby altered by inserting the following sub clauses as new sub clause immediately after the sub clause 6.

7. To carry on the business of Building Construction & Civil Engineering Works of all types.
8. To carry on the business of Mechanical, Electrical, Technical, Commercial or General Engineering, Steel Fabricator, Erection and Welding, Interior Decoration & Furnishing.
9. To undertake and carry out all kinds of contracts with Government Departments, Local Bodies, Corporate or Incorporate Bodies, Individuals, Firms or other similar entities for all types of construction.
10. To construct, carry out, equip, alter, improve, develop, work, any electric light and Gasworks, and Power Plants, Telegraphs and Telephones and any markets, Water-works, Tanks, Roads/Highways, Airports and Airfields, Bridges, Staff and Workers lines and Houses and Bustees, Villages, Roadways, Tramways, Railways, Canals, Reservoirs, Aquaducts, Water course, Dykes, Drains, Wharves, Dyworks, Furnaces, Crushing Works, Hydraulic Works, Workshops, Factories, Warehouses, Sheds, Dwellings, Offices, Shops, Stores, Buildings and other works and conveniences.
11. To purchase or otherwise acquire, all or any part of the stock-in-trade, Plant-Machinery, Tools and Implements, Goodwill, Free-hold and Lease-hold premises, Liabilities of any running concern or connected with the business.
12. To erect, construct, work, improve or alter, or assist in the erection, construction, working maintenance, improvements or alteration of Mills, Factories, Plants, Machinery, Works, Railways, Tramways, Sidings, Jetties, Wharves, Bridges, Roadways, Water-works, Tanks, Wells, Reservoirs,

VPM

VAPI PAPER MILLS LTD.

213 UDYOG MANDIR, PITAMBER LANE, MAHIM (WEST), MUMBAI 400016
TEL: 98200 68363 / 022-24449753 E-MAIL : vapipaper@gmail.com

Aqueducts, Canals, Vessels, Barges, Launches, Lorries, Cars, Wagons, Carts and other works and conveniences and to contribute to the expense of construction, improvement, maintenance and working any of the same and to pull down, rebuild and repair any of the same.

13. To undertake construction of infrastructure projects related to Roads, Highways, Bridges, Airports and Hydro Thermal Power Projects, *"Technological parks and Informational Technology/ Software Parks" on Build-Operate- Transfer or any other basis as an Entrepreneur or as a Contractor.
14. To undertake construction of infrastructure projects related to Road Highways, Bridges, Airports, Hydro/ Thermal Power Projects, Technological parks and Informational Technology/ Software Parks on Build-Operate- Transfer or any other basis as an Entrepreneur or as a Contractor.

RESOLVED FURTHER THAT the Board be and is hereby authorized, to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."

6. Increase in the authorized share capital and consequent amendment to the Memorandum of Association.

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or re-enactments thereof, for the time being in force, the present Authorized Share Capital of the Company be and is hereby increased from Rs. 3,20,00,000/- (Rupees Three Core Twenty Lakhs only) divided into 30,00,000 (Thirty Lacs) Equity Shares of Re. 10/- (Rupee Ten only) and 20,000 Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees Hundred Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 98,00,000 (Ninety Eight) Equity Shares of Re. 10/- (Rupee Ten only) each and 20,000 Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees Hundred Only) each by creation of 68,00,000 (Sixty Eight Lacs) Equity Shares of Re. 10/- (Rupee Ten only) each."

"RESOLVED FURTHER THAT in accordance with the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or re-enactments thereof, for the time being in force, Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following clause:

V. "The Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 98,00,000 Equity Shares of Re. 10/- (Rupee Ten only) each and 20,000 Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees

VPM

VAPI PAPER MILLS LTD.

213 UDYOG MANDIR, PITAMBER LANE, MAHIM (WEST), MUMBAI 400016
TEL: 98200 68363 / 022-24449753 E-MAIL : vapipaper@gmail.com

Hundred Only) each with rights, privileges and conditions attached thereto as many be provided by the regulations of the Company for the time being in force, with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified deferred or special rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being permitted by the said Act or provided by the Articles of Association of the Company for the time being in force."

7. Increase in the authorized share capital and consequent amendment to the Article of Association:-

To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modifications or re-enactments thereof, for the time being in force, Clause 3 of the Articles of Association of the Company be and is hereby substituted by the following clause:

3. "The Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 98,00,000 Equity shares of Rs. 10/- (Rupees Ten) and 20,000 Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees Hundred Only) each with rights, privileges and conditions attached thereto as many be provided by the regulations of the Company for the time being in force, with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified deferred or special rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being permitted by the said Act or provided by the Articles of Association of the Company for the time being in force."

By order of the Board

Sd/-

Manoj R. Patel
Managing Director

Place: Mumbai
Dated: 1st August, 2012

