

VPM

VAPI ENTERPRISE LTD. (Formerly known as VAPI PAPER MILLS LTD.)

Regd. Off.213 UDYOG MANDIR, PITAMBER LANE, MAHIM (WEST), MUMBAI 400016
Works : Plot No. 298/299, GIDC 2nd Phase, Industrial Area, VAPI, GUJARAT 396 195
TEL: 98200 68363 / 022-24449753/ 093768 15945 (Works) E-MAIL : vapipaper@gmail.com
Website : www.vapienterprise.com CIN No. L21010MH1974PLC032457

The Listing Department
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai- 400 001

Date : October 1st, 2019

SUB: Intimation of Voting Result at 45th Annual General Meeting held on 30th September 2019 under regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations 2015, please find enclosed herewith in specified format, voting result of the business transacted at the 45th Annual General Meeting of the Members of the company held on September 30th, 2019 at 10.00 AM.

You are kindly requested to take the same on record.

Thanking You,

For Vapi Enterprise Limited (formerly known as Vapi Paper Mills Ltd.)

Manoj R. Patel (DIN No. 485197)
(Managing Director)



Date of the AGM/EGM	30th September 2019
Total number of Shareholders on record date	1163 (as on 23rd September 2019)
No. of shareholders present in the meeting either in person or through proxy:	PROMOTERS 4 NON PROMOTERS 13 TOTAL 17
No. of Shareholders attended the meeting through Video	NOT ARRANGED

RESOLUTION NO. 1 : Adoption of Audited Standalone Financial Statements : To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

1.

Resolution required: (Ordinary/Special)			ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	885047	354394	40.04%	354394	NIL	100%	NIL
	Poll	885047	194200	21.94%	194200	NIL	NIL	NIL
	Postal Ballot (if applicable)	885047	NIL	NIL	NIL	NIL	NIL	NIL
	Total	885047	548594	61.98%	548594	NIL	100%	NIL
Public-Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	1396403	131931	9.44%	131928	3	99.9977%	0.0023%
	Poll	1396403	80350	5.75%	80350	NIL	NIL	NIL
	Postal Ballot (if applicable)	1396403	NIL	NIL	NIL	NIL	NIL	NIL
	Total	1396403	212281	15.20%	212278	3	99.9986%	0.0014%
Total		2281450	760875	33.35%	760872	3	99.9996%	0.0004%

RESOLUTION NO. 2 : Re-Appointment of a Director : To appoint a Director in place of Mr. RAJEEV RAMANBHAI PATEL (DIN No. 00510532) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible offers himself for reappointment.

Resolution required: (Ordinary/Special)			ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	885047	354394	40.04%	354394	NIL	100%	NIL
	Poll	885047	194200	21.94%	194200	NIL	NIL	NIL
	Postal Ballot (if applicable)	885047	NIL	NIL	NIL	NIL	NIL	NIL
	Total	885047	548594	61.98%	548594	NIL	100%	NIL
Public-Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	1396403	131931	9.44%	131928	3	99.9977%	0.0023%
	Poll	1396403	80350	5.75%	80350	NIL	NIL	NIL
	Postal Ballot (if applicable)	1396403	NIL	NIL	NIL	NIL	NIL	NIL
	Total	1396403	212281	15.20%	212278	3	99.9986%	0.0014%
Total		2281450	760875	33.35%	760872	3	99.9996%	0.0004%

RESOLUTION NO. 3 : Appointment of Auditors

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 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby appoint M/s. Chirag N. Shah and Associates, Chartered Accountants (Firm Registration No. 118215/W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2023-24 on such remuneration plus applicable tax and reimbursement of expenses as may be determined by the Board of Directors and the Statutory Auditors.”

Resolution required: (Ordinary/Special)			ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	885047	354394	40.04%	354394	NIL	100%	NIL
	Poll	885047	194200	21.94%	194200	NIL	NIL	NIL
	Postal Ballot (if applicable)	885047	NIL	NIL	NIL	NIL	NIL	NIL
	Total	885047	548594	61.98%	548594	NIL	100%	NIL
Public-Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	1396403	131931	9.44%	131928	3	99.9977%	0.0023%
	Poll	1396403	80350	5.75%	80350	NIL	NIL	NIL
	Postal Ballot (if applicable)	1396403	NIL	NIL	NIL	NIL	NIL	NIL
	Total	1396403	212281	15.20%	212278	3	99.9986%	0.0014%
Total		2281450	760875	33.35%	760872	3	99.9996%	0.0004%

RESOLUTION NO. 4: Sale of Assets/Property under Section 180 (1) (a) of the Companies Act, 2013

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

“**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to sell / transfer / dispose of its Immovable Property / Land Situated at Plot No. 298/299 GIDC Vapi, Gujarat 396195 ("Undertaking"), together with all specified immovable assets on the property on such terms and conditions as may be deemed fit by the Board.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

Resolution required: (Ordinary/Special)			SPECIAL					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	885047	354394	40.04%	354394	NIL	100%	NIL
	Poll	885047	194200	21.94%	194200	NIL	NIL	NIL
	Postal Ballot (if applicable)	885047	NIL	NIL	NIL	NIL	NIL	NIL
	Total	885047	548594	61.98%	548594	NIL	100%	NIL
Public-Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	1396403	131931	9.44%	131928	3	99.9977%	0.0023%
	Poll	1396403	80350	5.75%	80350	NIL	NIL	NIL
	Postal Ballot (if applicable)	1396403	NIL	NIL	NIL	NIL	NIL	NIL
	Total	1396403	212281	15.20%	212278	3	99.9986%	0.0014%
Total		2281450	760875	33.35%	760872	3	99.9996%	0.0004%

RESOLUTION NO. 5: Adoption of new Article of Association (AOA), As per Companies Act, 2013

“RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Board of Directors of the company be and is hereby accorded and subject to the approvals of shareholders in the General meeting, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

Resolution required: (Ordinary/Special)			SPECIAL					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	885047	354394	40.04%	354394	NIL	100%	NIL
	Poll	885047	194200	21.94%	194200	NIL	NIL	NIL
	Postal Ballot (if applicable)	885047	NIL	NIL	NIL	NIL	NIL	NIL
	Total	885047	548594	61.98%	548594	NIL	100%	NIL
Public-Institutions	E-Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting	1396403	131931	9.44%	131928	3	99.9977%	0.0023%
	Poll	1396403	80350	5.75%	80350	NIL	NIL	NIL
	Postal Ballot (if applicable)	1396403	NIL	NIL	NIL	NIL	NIL	NIL
	Total	1396403	212281	15.20%	212278	3	99.9986%	0.0014%
Total		2281450	760875	33.35%	760872	3	99.9996%	0.0004%

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COMPANY SECRETARIES

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
M/s Vapi Enterprise Limited

The 45th (Forty Fifth) Annual General Meeting of the Equity Shareholders of **M/s VAPI ENTERPRISE LIMITED** held on 30th September, 2019 at 10:00 A.M. at Title Waves Basement Lounge, Title Waves Bookshop, St Pauls Media Complex, 24th Road, TPS III, Bandra (West), Mumbai 400050.

Dear Sir,

1. I, Anjana Manseta, Practicing Company Secretary, at Mumbai, was appointed as Scrutinizer by the Board of Directors of **M/s VAPI ENTERPRISE LIMITED (Formerly Known as M/s VAPI PAPER MILLS LIMITED)** for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 45th Annual General Meeting of the Equity Shareholders of the Company held on 30th September, 2019 at 10.00 a.m. at Title Waves Basement Lounge, Title Waves Bookshop, St Pauls Media Complex, 24th Road, TPS III, Bandra (West), Mumbai 400050 submit our report as under:

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2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 45th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process, both through electronic means and by use of ballot, at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by the Central Depository Services (India) Limited (CDSL) and the report generated electronically for voting by use of ballots at the meeting.
3. I have rendered Scrutinizers' Report separately on the remote e-voting and by using ballots at the meeting and I hereby submit consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice and agenda of the aforesaid Annual General Meeting.
4. The result of the consolidated voting is as under:

Item No. 1 : Ordinary Resolution

To adopt Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2019:

(i) Voted **in favour** of the resolution:

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Number of members voted	Number of votes cast by them	% of total number of valid votes cast
54	760872	99.9996%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3	0.0004%

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

Item No.2: Ordinary Resolution

Appointment of a Director in place of MR. RAJEEV RAMANBHAI PATEL who retires by rotation and being eligible, Seeks re-appointment:

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
54	760872	99.9996%

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(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3	0.0004%

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

Item No.-3: Ordinary Resolution

To appoint M/s. Chirag N. Shah and Associates, Chartered Accountants (Firm Registration No. 118215/W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2023-24 on such remuneration plus applicable tax and reimbursement of expenses as may be determined by the Board of Directors and the Statutory Auditors.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
54	760872	99.9996%

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(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3	0.0004%

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

Item No.-4 : Special Resolution

The Company to sell / transfer / dispose of its Immovable Property / Land Situated at Plot No. 298/299 GIDC Vapi, Gujarat 396195 ("Undertaking"), together with all specified immovable assets on the property on such terms and conditions as may be deemed fit by the Board.

(iii) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
54	760872	99.9996%

(iv) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3	0.0004

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(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

Item No. 5 : Special Resolution

Adoption of New set of Article of Association as per the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
54	760872	99.9996%

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3	0.0004%

(iii) **Invalid/Abstain** votes:

Total number of members whose votes were declared	Total number of votes cast by them
NIL	NIL

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5. All relevant records of electronic as well as ballot voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 45th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours faithfully

For Anjana Manseta and Co.




CS Anjana Manseta
ACS -29605
CP No. 10668
Scrutinizer

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