

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 : -

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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

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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 Leasehold 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,

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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

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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."

Place: Mumbai
Dated: 1st August, 2012

By order of the Board



Manoj R. Patel
Managing Director

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NOTES :

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and on a Poll, vote instead of himself and a proxy need not be a Member of the Company, Proxies in order to be effective must be received by Company not less than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, the 21st September, 2012 to Friday, the 28th September, 2012 (both days inclusive) for the purpose of Annual General Meeting.
3. Members are requested to notify immediately any change in their address to the Company or its Registrars and Transfer Agents of the Company M/s Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400 072.
4. Members desirous of seeking any information about the Accounts of the Company are requested to address their queries in writing, to the Company at least Seven days in advance of the meeting so that the requested information can be made readily available at the time of the meeting.
5. The Company has been allotted ISIN No. INE464D01014. Members are requested to approach their DPs for dematerialization of equity shares of the Company.

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EXPLANATORY STATEMENT

Pursuant to Section 173(2) of the Companies Act, 1956

The following Explanatory Statement sets out all material facts relating to Item Nos. 4 to 7 of the accompanying Notice of the Annual General Meeting to be held on 28th September, 2012.

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ITEM NO.4

The change in the name of the Company can be effected by a Special Resolution and will require the approval of the Central Government under Section 21 of the Companies Act, 1956.

In order to have operational flexibility it is considered expedient and desirable that the Board of Directors should have authority to decide when the Company should file the application to the Central Government for its approval for the change of name.

After the Central Government approves change in name, it will be necessary to substitute the name of the Company wherever it occurs in the Memorandum and Articles of Association and other documents of the Company.

Upon the change of name being approved by the Central Government, the Company proposes to send stickers bearing the new name to the shareholders holding share certificates in physical form, so that the same can be affixed on the existing share certificates. The stickers will also be affixed on the share certificates as and when they come into possession of the Company in order to effect the required change of name. The existing share certificates will continue to be accepted for all purposes as indicating entitlement to shares of the Company.

The letter of the Registrar of Companies confirming availability of the name and the Memorandum and Articles of Association of the Company will be available for inspection by the Members at the Registered Office of the Company on any working day between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting.

None of the Directors of the Company is interested in the passing of the Special Resolutions set out in Item Nos. 4 of the Notice convening the Meeting.

ITEM NO.5

Company proposes to carry out these activities which are expected to add into the profitability of the company. It is therefore required to clearly enshrine

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this activity in the object clause of the Memorandum of Association of the company.

Accordingly, to carry out these activities, the objects clause is required to be altered by inserting new sub clauses, as specified in the resolution, after the sub clause 3 in the main object clause III (A) of the Memorandum of Association of the company. Accordingly, the Board of Directors recommend the resolution for your approval & the special resolution should be passed u/s 17(1) & the same has to be registered with the registrar within 1 month of passing the aforesaid resolution u/s 18(1)(a) of the Companies Act, 1956.

None of the directors of your company are interested or concerned in the proposed resolution. The copy of Memorandum and Articles of Association of the company together with the proposed alterations is available for inspection by the members of the Company at its Registered Office between 11.00 a.m. to 1.00 p.m. on all working days till the date of Annual General Meeting.

ITEM NO. 6 AND 7 :

Presently, the Company has an Authorised Share Capital of Rs. 3,20,00,000/- (Rupees Three Crores Twenty Lacs only) divided into 30,00,000 (Thirty Lacs) Equity Shares of Re. 10/- (Rupee Ten only) each and 20,000 Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees Hundred Only) each. Issued, Subscribed and Paid up Share Capital of Rs. 2,28,15,000/- (Rupees Two Crores Twenty Eight Lacs Fifteen Thousand only) be subdivided into 22,81,500 (Twenty Two Lacs Eighty One Thousand Five Hundred Only) Equity Shares of the face value of Re. 10/- (Rupee Ten only) each. In order to improve the liquidity of the Company's shares and with a view of keeping in mind the Long Term Prospects and Development of the existing Business Activities of the Company in the future, it is proposed to increase the Authorised Share Capital of the Company from existing of Rs. 3,20,00,000/- (Rupees Three Crores Twenty Lacs only) divided into 30,00,000 (Thirty Lacs) Equity Shares of Re. 10/- (Rupee Ten only) each and 20,000 Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees Hundred Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 98,00,0000 (Ninty Eight Lacs) 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.

Consequent to the Increase in the Authorised Share Capital of the Company as above, it is necessary to amend the Clause V of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company.

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Your Directors recommend the above Resolutions for your approval. None of the other Directors of the Company is/are in any way concerned or interested in the Resolutions except to the extent of their Shareholdings.

By order of the Board



Manoj R. Patel
Managing Director

Place: Mumbai

Dated: 1st August, 2012