

**VPM**

**VAPI PAPER MILLS LTD.**

Regd Office : 213 Udyog Mandir, Pitamber Ln, Mahim (West), Mumbai 400 016

E-Mail : [yapipaper@gmail.com](mailto:yapipaper@gmail.com) Tel: 91-22-24449753

Factory : Plot No. 298/299 GIDC Vapi Gujarat. Tel : 098200 68363

**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF  
THE EQUITY SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF VAPI PAPER MILLS LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY 16<sup>th</sup> APRIL AT 3.00 PM. AT THE REGISTERED OFFICE OF THE COMPANY AT 213, UDYOG MANDIR NO. 1, 2ND FLOOR, 7/C PITAMBER LANE, MAHIM (WEST), MUMBAI – 400 016 TO TRANSACT THE FOLLOWING BUSINESSES:**

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**SPECIAL BUSINESS:**

**ITEM NO. 1**

**FURTHER ISSUE OF SECURITIES:**

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 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments modifications, variation or re-enactment thereof) (the "Companies Act"), the Foreign Exchange Management Act, 1999, as amended ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through. Depository Receipt Mechanism) Scheme, 1993, as amended, rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("SEBI") including the Securities and Exchange Board of India (issue of Capital) and Disclosure Requirements) Regulations 2009, as amended (the "ICDR Regulations"), the Reserve Bank of India ("RBI") and the Government of India ("GOI") and/or any other competent authorities as may be required and clarifications, if any issued thereon from time to time, the equity listing agreements entered into by the Company with the stock exchanges where the Company's equity shares of face value of Rs. 10 each (the "Equity Shares") are listed (the "Listing Agreement"), and subject to any approval, consent, permission and/or sanction of GOI, SEBI, RBI and the stock exchanges, as may be required, and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to all other necessary approvals, permissions, consents and/or sanctions of concerned statutory and other relevant authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (herein referred to as the "Board", which term shall include any Committee thereof constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law), consent, authority and approval is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of a right issue, public issue, including issuance of Equity Shares through an institutional placement program under Chapter of the ICDR Regulations, private placement or a combination thereof, of Equity Shares or through an issuance of preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of Securities to any person including but not limited to

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foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), foreign institutional investors, Indian and/or multilateral financial institutions, non-resident Indians, employees of the Company, and/or any other categories of investors', whether they be holders of shares of the Company or not (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), (collectively referred to as the "Investors") at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary as may be decided by the Board in its absolute discretion at the time of issue of Securities in one or more offerings/tranches.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, Chapter of the ICDR Regulations. FEMA and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and subject to all necessary approvals, permissions, consents and / or sanctions of the relevant authorities and subject to such conditions and modifications as maybe prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board, consent, authority and approval is hereby accorded to the Board to create, issue, offer and allot such number of Equity Shares.

**RESOLVED FURTHER THAT:**

- (a) the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- (b) the relevant date for the purposes of determining the floor price of the Securities (where applicable) would be in accordance with the guidelines prescribed by SEBI, RBI, GOI through its various departments or any other regulator, as applicable, and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable adjustments In the applicable rules/guidelines/ statutory provisions; and
- (c) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the approval is hereby accorded to the Board to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees bankers lawyers advisors and all such agencies as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements contracts/ agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more recognized (national and international) stock exchange(s).

**RESOLVED FURTHER THAT** the approval is hereby accorded to the Board to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of the Securities or as may be necessary in accordance with the terms of the issue/

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offering and all such Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized for finalisation and approval of the preliminary and the final offer document determine the form, terms and timing of the issue(s)/offering(s), including the type of Security(ies) to be issued and allotted, the class of Investors to whom the Securities are to be offered/issued and allotted, number of Securities to be issued and allotted in each tranche, issue price, face value, number of Equity Shares or other securities to be allotted upon conversion or redemption or cancellation of Securities, premium or discount amount on issue/conversion of Securities/exercise of warrants/redemption of Securities/rate of interest/period of conversion or redemption, listings on one or more stock exchanges in India and/or abroad and related or incidental matters as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, and to do all acts, deeds, matters and things including creation of mortgage or charge in accordance with provisions of the Companies Act in respect of any security as may be required either on pari passu basis or otherwise as it may in its absolute discretion deem fit and to settle any questions or difficulties that may arise in regard to the issue(s)/offering(s), allotment and conversion of any of the aforesaid Securities, utilization of issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized jointly/ severally to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies, Mumbai, Maharashtra.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

### **ITEM NO. 2**

#### **APPOINTMENT OF NEW AUDITORS IN PLACE OF RETIRING AUDITORS:**

“**RESOLVED THAT** M/S Chirag N Shah & Associates, Chartered Accountants, Mumbai be and is hereby appointed as Statutory Auditors of the Company, to fill the vacancy caused by the resignation of M/s Manubhai & Co., chartered Accountants, Ahmedabad and to hold office from the conclusion of this Extra Ordinary General Meeting until the conclusion of next Annual General Meeting of the Company and their remuneration and out of pocket expenses as may be determined by the Board of Directors.

**RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized jointly/ severally to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies, Mumbai, Maharashtra.”

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### **NOTES:**

1. A member entitled to attend and vote at the extraordinary general meeting ("meeting") is entitled to appoint a proxy to attend and vote on poll at the meeting instead of himself/ herself and the proxy need not be a member.
2. Proxies in order to be valid must be received by the Company not later than 48 hours before the commencement of the Meeting. The relevant proxy form is attached herewith.
3. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of resolutions set out hereinabove is annexed hereto and forms part of this Notice.
4. Only registered members of the Company may attend and vote at the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the directors or company secretary or any other authorized signatory and/ or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
6. No gifts/ coupons will be distributed before or at the Meeting to the members. Members shall make their own travel arrangements at their costs for attending the Meeting.
7. For the convenience of the members and for proper conduct of the Meeting, members are requested to bring their copy/ printout of Notice along with the attendance slips to the Meeting and hand over the slips at the entrance duly signed by them.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their folio no. in the attendance slip for attending the Meeting.
9. For security reasons, no gadgets, mobile phones, cameras, article/ baggage will be allowed at the venue of the Meeting. The members/ attendees are strictly requested not to bring any gadgets, mobile phones, cameras, article/ baggage, etc. to the venue of the Meeting. If any such gadgets are brought by any member, the same shall be deposited with the security personnel at the risk of such member/ attendee.

**By Order of the Board of Directors  
For Vapi Paper Mills Limited**



**Manoj Patel  
Managing Director**

**Place:Mumbai**

**Date:11 th March,2013**



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956  
IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE  
EXTRAORDINARY GENERAL MEETING OF VAPI PAPER MILLS LIMITED ("THE COMPANY")  
WILL BE HELD ON 16<sup>th</sup> April 2013 at 3:00 PM**

**Item No. 1**

The Company has major growth plans for expanding, therefore seeks to give the Board powers to issue Securities in one or more tranches or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion and/or in consultation with the advisors, lead managers, underwriters and such other authority or authorities as maybe necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/issue/allotment/conversion/redemption would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

Section 81(1A) of the Companies Act and the relevant clauses of the Listing Agreement with the stock exchanges where the Equity Shares of the Company are listed provide, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing provisions of the Listing Agreement executed by the Company with the stock exchanges where the Equity Shares of the Company are listed.

The Resolution at Item no.1, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the Investors, who may or may not be the existing shareholders of the Company.

The Directors of the Company may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are director or members. Save as aforesaid none of the Directors of the Company is in any way interested in this resolution.

The Board of Directors of the Company commends the resolution for the approval of the members as a Special Resolution.

**Item No. 2**

The present Auditors Manubhai & Co., Chartered Accountants, have expressed their unwillingness to continue as auditors due to the age of the principal partner.

The Company has received resignation of auditor M/s Manubhai & Co., Chartered Accountant, Ahmedabad. M/s Chirag N Shah & Associates, Mumbai Chartered Accountants, are proposed to be appointed as Statutory Auditor of the Company to hold office until the conclusion of the next Annual General Meeting.

The Directors recommend adoption of the Resolution.

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None of the Directors is concerned or interested in the resolution.

By Order of the Board of Directors  
For Vapi Paper Mills Limited



Manoj Patel  
Managing Director

Place: Mumbai

Date: 11<sup>th</sup> March 2013

Registered Office:

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7/C Pitamber Lane, Mahim (West), Mumbai – 400 016

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### ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

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I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, the 16<sup>th</sup> April, 2013 at the Registered Office of the Company at 213 Udyog Mandir No.1, 7/C Pitamber Lane, Mahim-West, Mumbai -400016.

**Member's / Proxy's Signature**

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)

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### PROXY FORM

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

I / We

\_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_

Being a Member / Members of \_\_\_\_\_ Limited hereby appoint Mr. / Ms.

\_\_\_\_\_

as my / our Proxy to attend and vote for me / us and on my / our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company to be held on TUESDAY, 16<sup>TH</sup> APRIL, 2013, and at any adjournment(s) thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Affix  
Re.1/-  
Revenue  
Stamp

Signature(s)

Proxy form must reach company's registered office not later than 48 hours before the commencement of the meeting

FOR OFFICE USE ONLY

DATE OF RECEIPT



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