



VAPI PAPER MILLS LTD.

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

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

Date : April 16th, 2013

RE: Listing Agreement Information under BSE Code: 502589

SUB: OUTCOME OF EXTRAORDINARY GENERAL MEETING HELD ON TUESDAY, 16TH APRIL, 2013 AT 3:00 P.M. AT 213, UDYOG MANDIR NO. 1, 2ND FLOOR, 7/C PITAMBER LANE, MAHIM (WEST), MUMBAI – 400 016

Dear Sir,

The following Special Business Agenda items 1 and 2 were taken up one by one, discussed and put to vote and the following resolutions were passed with majority :-

ITEM NO. 1

FURTHER ISSUE OF SECURITIES:

"**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



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combination of Securities to any person including but not limited to 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 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



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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."

The Managing Director of the company Shri. Manoj R. Patel satisfied the queries of the members on various issues about the current working, future plans, company strategies and acquisitions etc.

The meeting ended with the vote of thanks to the Chair.

**Thanking You,
Yours' Faithfully,
For Vapi Paper Mills Limited**

**Manoj R. Patel
Managing Director**