

VAPI PAPER MILLS LIMITED

39 TH ANNUAL REPORT

F.Y. 2012-2013



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 - Wholetime Director
		Smt. Laxmiben J. Patel - Director
COMPANY SECRETARY		Shri Prakash V. Kotak
AUDITORS		Messrs, Chirag N Shah & Associates Chartered Accountants Mumbai
REGISTERED OFFICE		213, Udhyog Mandir No.1,2nd 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

NOTICE

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NOTICE is hereby given that the 39th 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 27th September, 2013 at 3:00 P. M. to transact the following business : -

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AS 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, 2013.
2. To appoint a Director in place of Shri. Rajeev R. Patel who retire from office by rotation, and being eligible , offers herself for re-appointment.
3. To reappoint 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.

AS 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 in Supersession of Resolution No. 4 passed at the Annual General Meeting of the Company held on 28th September, 2012, Section 21 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of Central Government, the name of the Company be changed from 'Vapi Paper Mills Limited' to 'Vapi Enterprise Limited'."

"RESOLVED FURTHER THAT pursuant to Sections 16, 31 and other applicable provisions, if any, of the Companies Act, 1956, the name 'Vapi Paper Mills Limited' wherever it appears in the Memorandum of Association and Articles of Association of the Company be substituted with the new name 'Vapi Enterprise Limited'."

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

Alteration in the Objects Clause of the Memorandum of Association of the Company 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 sub clauses as new sub clause immediately after the sub clause 6. The following resolution is taken up by the Shareholders 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.

6. To carry on the business of building, construction and civil Engineering Works of all types.

7. To carry on the business of Mechanical, Electrical, Technical, Commercial or General Engineering, Steel Fabricator, Erection and Welding, Interior Decoration & Furnishing, Electricity and Energy Generation.
8. 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.
9. 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, aqua ducts, Water course, Dykes, Drains, Wharves, Dye works, Furnaces, Crushing Works, Hydraulic Works, Workshops, Factories, Warehouses, Sheds, Dwellings, Offices, Shops, Stores, Buildings and other works and conveniences.
10. 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.
11. 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, aqua ducts, 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.
12. 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.
13. To undertake construction of infrastructure projects related to Roads Highways, Bridges, Airports, Hydro/ Thermal energy in the form of heat steam and 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."

By order of the Board

Place: Mumbai

Dated: 15th July, 2013

SD/-

Manoj R. Patel

Managing Director

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 5 of the accompanying Notice of the Annual General Meeting to be held on 27th September, 2013.

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 this activity which is expected to add into the profitability of the company. It is therefore required to clearly enshrine 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 recommends the resolution for your approval.

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.

By order of the Board

Place: Mumbai
Dated: 15th July, 2013

SD/-
Manoj R. Patel
Managing Director

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 & Share Transfer Books of the Company will remain closed from September 20, 2013 to September 27, 2013 (both days inclusive) for the purpose of 39th Annual General Meeting (AGM) of the Company to be held on September 27, 2013.
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.

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Friday, the 27th September, 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)

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 ANNUAL GENERAL MEETING of the Company to be held on _____, the _____ 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

DIRECTORS' REPORT

To,
The Members of
VAPI PAPER MILLS LIMITED,

Your Directors have pleasure in presenting the 39th Annual Report of the Company together with Audited statement of Accounts for the year ended 31st March, 2013.

1. FINANCIAL RESULTS :

	(Rupees in Lacs)	
	2012-13	2011-12
	=====	=====
Net Sales and Other Income	95.51	85.05
Gross Profit / (Loss)	(132.59)	39.12
Less: Depreciation	14.89	9.90
Profit / (Loss) before Tax	(147.48)	29.22
Less : Provision for Income Tax	-	(0.16)
Deferred Tax	-	-
Net Profit / (Loss) After Tax	(147.48)	29.38
Less: Extra Ordinary Items	(20.34)	-
Net Profit / (Loss) After Tax & Extra Ordinary Items	(167.82)	29.38
Add : Balance of Profit/(Loss) brought forward	(1453.40)	(1482.78)
Surplus available for Appropriations:	(1621.22)	(1453.40)
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Surplus / (Deficit) carried to Balance Sheet	(1621.22)	(1453.40)
	=====	=====

2. DIVIDEND:

The Directors do not recommend any Dividend on Equity Shares for the year ended 31st March, 2013

3. OPERATIONS:

The Company has earned Net Revenue of Rs. 95.51 lacs during the year. The company has incurred Net Loss of Rs. 167.82 lacs during the year. The category of other expenses for FY 2012-2013 include a onetime expense on account of write offs against bad debts, loans and advances and other balances, related to the discontinued manufacturing and financing activities of the company to the amount of Rs. 187.02 lacs. The operating profit for the year excluding these write offs mentioned above is Rs. 19.20 lacs. The cash profit from operations pertaining to current year excluding these write offs mentioned above is Rs. 34.09 lacs.

The company and the management continue to look for opportunities to enter new businesses at the opportune time of the business cycle. Currently, the economy is in a stressed environment, and as per the conservative policy of the company, the management will take value enhancing decisions at the appropriate time.

4. FIXED DEPOSITS:

At the end of the financial year, there was no overdue Deposits.

5. DIRECTORS:

In accordance with the provisions of the Companies Act, 1956, Smt. Rajeev R. Patel retires by rotation at the ensuring Annual General Meeting and being eligible, offer himself for re-appointment.