

20 MICRONS[®]

L I M I T E D

Regd. Office: 9/10, GIDC Industrial Estate, Waghodia - 391760, Dist.: Vadodara, Gujarat, India
CIN # L99999GJ1987PLC009768. Phone # 02668 - 292297 Fax # 02668 - 264003
E-Mail : co_secretary@20microns.com Website : www.20microns.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an **Extra-Ordinary General Meeting of the Shareholders of 20 Microns Limited** will be held on **Friday, the 12th day of December, 2014** at **3.00 pm** at the Conference Room at 347, GIDC Industrial Estate, Waghodia - 391 760. Dist.: Vadodara to transact the following business:

SPECIAL BUSINESS:

Item - 1:

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

"RESOLVED THAT subject to all necessary approval(s) and in accordance with the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any strategy modification or re-enactment thereof, for the time being in force), read with the rules made thereunder, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (hereinafter referred to as the "SEBI Regulations"), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and such other applicable statutes, notifications, clarifications, circulars, regulations, and guidelines (including any amendment thereto or re-enactment thereof) issued by the Government of India (the "GOI"), the Reserve Bank of India (the "RBI"), the Foreign Investment Promotion Board (the "FIPB"), the Securities and Exchange Board of India (the "SEBI"), Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be applicable, and the enabling provisions of the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Listing Agreements") and the Memorandum of Association and Articles of Association of the Company, and subject to all such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary or desirable, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting any such consents, permissions, approvals and/or sanctions (hereinafter singly or collectively referred to as "the requisite approvals") which may be agreed to by the Board (or any Committee(s), constituted or hereafter constituted by the Board in this behalf), *approval of the Members is accorded* to create, offer, issue and allot upto 14,70,600 (Fourteen Lacs Seventy Thousand Six Hundred) compulsorily convertible Warrants on a preferential basis to the following Investors as set out herein below (herein after to be referred to as "Warrants") with each Warrant Convertible into 01 (One) Equity Share of the Company of the face value of Rs. 5/- each at a premium of Rs. 29.00/- per share so that the total number of Equity Share to be issued by the Company upon conversion of the Warrants does not exceed 14,70,600 (Fourteen Lacs Seventy Thousand Six Hundred) Equity Shares, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter to be referred to as the Board which shall be deemed to include any duly constituted/authorised Committee thereof) at the time of the issue and/or allotment:

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants
1.	Pratik Minerals Pvt. Ltd.	Non-Promoter	882360
2.	Indian Trading Corporation	Non-Promoter	294120
3.	Ramniklal Shivlal Gosalia	Non-Promoter	73530
4.	Hiren Ramniklal Gosalia	Non-Promoter	73530
5.	Yojit Ramniklal Gosalia	Non-Promoter	73530
6.	Nihar Hiren Gosalia	Non-Promoter	73530

“RESOLVED FURTHER THAT the fresh equity shares allotted on conversion of warrants shall rank pari passu in all respects with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT the aforementioned issue of Warrants shall be subject to the following terms and conditions:

1. The Warrants shall be compulsorily Convertible (at the option of the Warrant Holder) at any time within a period of 18 months from the date of allotment of Warrants, after the expiry of which the said warrants shall stand lapsed.
2. Each Warrant shall be Convertible into 01 (One) Equity Share of the face value of Rs. 5/- each at a premium of Rs. 29.00/- per share of the Company.
3. The Warrants, per se, shall not carry any voting rights with them.
4. The Warrant Holder(s) shall, on or before the date of allotment of Warrants, minimum pay an amount equivalent to 25% of the total consideration per Warrant viz. Rs. 8.50/- per Warrant.
5. The Warrant Holder(s) shall, on or before the date of the conversion of the Warrants into Equity Shares, pay the balance 75% viz. Rs. 25.50/- per Warrant, of the balance consideration towards the subscription to each Equity share.
6. The amount referred to in (4) above, shall be forfeited, if the option to convert into the shares is not exercised subject however to the enabling powers being vested in the Board herein.
7. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 2013 and SEBI Guidelines, for corporate actions such as bonus issue, rights issue, stock split, merger, de-merger, transfer of undertaking, sale of division or any such capital or corporate restructuring.
8. The lock in period of Warrants and Equity Shares acquired by exercise of Warrants shall be in accordance with the SEBI (ICDR) Regulations.
9. Warrants by itself do not give to the proposed allottees any rights of the Equity Shareholders of the Company unless converted into Equity Shares of the Company.
10. The resultant Equity Shares will be subject to Memorandum and Articles of Association of the Company in all respects.”

“RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of Warrants in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 12th November, 2014, being the 30 days prior to the date of passing of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to deal with any issue arising out of the proposed issue including powers to dispose off the Warrants not exercised in any manner whatsoever including powers to forfeit the application monies on account of the unexercised Warrants in the best interest of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/Committee thereof be and is hereby authorized, on behalf of the Company, to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid warrants and equity Shares if allotted upon exercise of rights attached to such warrants & to list such Equity Shares with the Stock Exchange(s), as may be appropriate, and to resolve and settle all question(s) or difficult(ies) or doubt(s) that may arise in connection with the proposed offer, issue and allotment of any of the said warrants and /or the Equity Shares if allotted upon exercise of options attached to such warrants and to do all acts, deeds and things in connection there with and incidental thereto as the Board may, in its absolute discretion, deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate any or all the powers conferred upon it by this Resolution, to any Committee formed thereof, or to any individual so authorized by the Board.”

Place: Waghodia
Date: 12.11.2014
Notes:

By order of the Board,
20 Microns Limited
Anuja K. Muley
Company Secretary

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. **The proxies to be effective, must be lodged at the registered office of the Company not later than 48 hours before the commencement of the meeting. The person shall not be appointed as proxy on behalf of more than fifty members. A Proxy Form is sent herewith.**
3. Members/Proxies should bring duly filled in and signed Attendance Slip sent herewith for attending the Meeting. The Members holding shares in de-materialised form are requested to bring their Client ID and DP ID for easy identification of attendance at the Meeting.
4. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 07.11.2014.
5. The Company has appointed M/s. J.J. Gandhi & Co., the Practicing Company Secretary, as a Scrutinizer for conducting the e-voting process in a transparent manner.
6. Explanatory statement pursuant to SECTION 102 OF THE COMPANIES ACT, 2013 in respect of the Items stated in the Notice is annexed herewith.
7. In compliance with provisions of the New Companies Act, 2013 the Company is pleased to offer **e-voting facility** as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically.

e-voting:

In compliance with Section 108 of the Companies Act, 2013 and the relevant Rules made there under, the Company is also required to conduct the voting process electronically. *The business to be transacted at the EGM may be transacted through electronic voting system and the Company is providing the facility for voting by electronic means.* **ELECTRONIC VOTING PARTICULARS**

EVSN Sequence Number	[E-Voting Sequence Number]
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1. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name followed by last 8 digits of Folio No in the PAN Field. In case the Folio No. is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with Folio number 1 then enter RA00000001 in the PAN field.	
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository or Company please enter the folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

2. In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

3. Once you have voted on the resolution, you will not be allowed to modify your vote.

4. Institutional Members [i.e. other than individuals, HUF, NRI etc.] are required to send scanned copy [PDF/JPG format] of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory[s] who are authorized to vote through e-mail at narasimhan@cameoindia.com or co_secretary@20microns.com with a copy marked to helpdesk.evoting@cdslindia.com, without which the vote shall not be treated as valid.

5. In case you have any queries or issues regarding e-voting, please contact the Company or Registrars & Share Transfer Agents or send mail to helpdesk.evoting@cdslindia.com, co_secretary@20microns.com or at narasimhan@cameoindia.com

6. E-voting period will commence from Saturday, 6th December, 2014 at 10.00 am and will end on Monday, 8th December, 2014 at 6.00 pm.

The result of voting will be announced by the Chairman of the Meeting at the EGM to be held on Friday, 12th December, 2014. The result of the voting will be communicated to the stock exchanges and will be placed on the website of the Company www.20microns.com.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item – 1:

Preferential Allotment of Compulsorily Convertible Warrants (CCW)

As per Sections 42 and 62 of the Companies Act, 2013 and Regulation 72(1)(a) of SEBI (ICDR) Regulations, approval of shareholders in General Meeting by way of Special Resolution is required to Issue, offer and allot upto 14,70,600 compulsorily convertible share Warrants on a preferential basis.

Hence, the resolution is placed before the shareholders. Your Directors recommend the resolution for your approval.

The following disclosure for preferential issue is made in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations.

1. Objects of the Issue:

The Company is presently engaged into manufacturing and trading of Non-metallic Industrial Minerals, which makes the business of the Company volume driven. The Company has been consistently utilizing all the manufacturing facilities across 8 plants at almost 100% capacity levels. There is a huge demand for industrial mineral products in the Indian as well as in Global market and in order to meet the said demand, apart from 100% utilization of manufacturing capacities, the Company is required to depend on third party manufacturers for manufacturing of certain products of the Company.

To meet this increasing demand of Industrial Minerals, the Board of Directors has been reviewing Strategies and Policies for expansion of operational and up-gradation of the manufacturing activities mainly for the enhancement of quality of products as well as catering consistent growing demands not only for industrial minerals but also of specialized chemical products. It is therefore, proposed that the requirement be partly funded through preferential allotment of warrants to the promoters and persons other than promoters.

2. The proposal of the promoters /directors/ key management persons to subscribe to the offer:

None of the Promoters/ Directors / Key Management Personnel intend to subscribe to this offer.

3. The shareholding pattern of the issuer before and after the preferential issue:

Category code	Category of Shareholder	Pre-Issue Holding		Conversion of Warrants	Post Conversion Holding	
		No. of Shares	%		No. of Shares	%
(A)	Promoter and Promoter Group					
1	Indian					
(a)	Individuals/ Hindu Undivided Family	9450214	27.95	0	9450214	26.79
(b)	Bodies Corporate	8250235	24.40	0	8250235	23.39
	Total(A)	17700449	52.34	0	17700449	50.18
(B)	Public shareholding					
B 1	Institutions	0	0	0	0	0
B 2	Non-institutions :					
(a)	Bodies Corporate	7062473	20.88	882360	7944833	22.51
(b)	Individuals :					
I	Individual shareholders holding nominal share capital upto Rs 1 Lac	2629066	7.77	0	2629066	7.45
II	Individual shareholders holding nominal share capital in excess of Rs. 1 Lac	4157359	12.29	588240	4745599	13.44
(c-i)	Clearing Members	98752	0.29	0	98752	0.28
(c-ii)	Hindu Undivided Families	283390	0.83	0	283390	0.80
(c-iii)	Non Resident Indians	1883797	5.57	0	1883797	5.34
(c-iv)	Trusts	616	0.01	0	616	0.00
	Total (B)	16115453	47.65	1470600	17586053	49.82
	GRAND TOTAL (A)+(B)	33815902	100.00	1470600	35286502	100.00

Notes with respect to shareholding pattern: (a) The above shareholding pattern is prepared as on 07.11.2014; (b) The above shareholding pattern has been arrived on the assumption of full conversion of warrants; (c) The post shareholding pattern may vary depending upon any other corporate action in between.

4. The time within which the preferential issue shall be completed:

The Board proposes to allot the Convertible Warrants within a period of 15 days from the date of passing of the resolution by the shareholders or within 15 days from the date of approval of any regulatory authority, whichever is later.

5. The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Details of proposed allottees:

Proposed Allottees	PAN of proposed allottee	Pre-Issue Equity Holding	%	Number of shares to be converted	Post Issue Holding	% of post conversion*
Pratik Minerals Pvt. Ltd.	AAACP9193N	2153846	6.37	882360	3036206	8.60
Indian Trading Corporation	AAAFI7164D	0	-	294120	294120	0.83
Ramniklal Shivilal Gosalia	AABPG1285G	0	-	73530	73530	0.21
Hiren Ramniklal Gosalia	AABPG1287E	0	-	73530	73530	0.21
Yojit Ramniklal Gosalia	AABPG1286F	0	-	73530	73530	0.21
Nihar Hiren Gosalia	AFQPG2318N	0	-	73530	73530	0.21

*% of post conversion is calculated after considering the increased capital

In terms with SEBI (ICDR) Regulations, the Company has obtained PAN details from the proposed allottees.

Change in Control:

There is no change in the management of the Company pursuant to the preferential issue.

6. Undertaking

In terms of Regulation 73(1) (f) and (g) of SEBI (ICDR) Regulations, the Company undertakes to : (i) recompute the price of the specified securities (if required) as per the regulations and (ii) if the amount on account of re-computation of price is not paid as per regulation, the specified securities shall remain locked-in till the such amount is paid.

7. Certificate from Auditors:

M/s. Manubhai & Shah., Chartered Accountants, the Statutory Auditors of the Company, have certified that the said preferential issue is in accordance with the requirements contained in the Regulations/Guidelines and the said Certificate will be placed before the Extraordinary General Meeting. The Memorandum & Articles of Association of the Company, Auditors Certificate and other documents referred to in the proposed resolution and in the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11.00 am to 4.00 pm upto the date of the EGM.

8. Lock-in:

The pre-preferential and post-preferential allotment shall be locked in terms with the SEBI [ICDR] Regulations.

9. Pricing of preferential issue

The warrants will be issued and allotted/converted at price not less than the higher of the following in terms of the Regulation 76 of SEBI (ICDR) Regulations:

- a) The average of the weekly high and low of the Volume Weighted Average prices of the related shares quoted on the stock exchange during twenty six weeks preceding the relevant date; or
- b) The average of the weekly high and low of the Volume Weighted Average prices of the related shares quoted on the stock exchange during two weeks preceding the relevant date.

Explanation : "Relevant Date" as per Regulation 71 of SEBI (ICDR) Regulations for the purposes of this clause means, the date thirty days prior to the date on which the meeting of the shareholders is held to consider the proposed preferential issue.

The convertible share warrants are being issued/offered at a price of Rs. 34/- per convertible warrant/share which is higher than the price as calculated under Regulation 76 of the SEBI (ICDR) Regulations.

10. Allotment and Terms of payment

The convertible share warrants will be allotted as mentioned in the Point No. 4 hereinabove.

The proposed allottees shall pay at least 25% of the value of convertible warrants immediately on allotment. The balance amount will be paid and the option to convert into equity shares will be exercised not later than 18 months from the date of allotment of the warrants. Each convertible share warrant may be converted into one equity share of the face value of Rs. 5/- at a price of Rs. 34/- including a premium of Rs. 29/- per share. In case the warrant holders do not exercise the option to take equity shares against any of the warrants held by them, the consideration paid in respect of such warrants shall be forfeited to the Company.

11. Identity of the natural persons who are the ultimate beneficial owners of the Warrants/Shares proposed to be allotted and/or who ultimately control proposed allottees is as under :

Name[s] of the proposed non-natural allottee	Ultimate Beneficial Owner
Pratik Minerals Private Limited	An Investor being managed by the Board of Directors with paid up share capital being distributed amongst the shareholders including some companies.
Indian Trading Corporation	An Investor is a Partnership Firm being controlled by the Partners viz. Mr. Upendra K. Parekh, Mrs. Varsha U. Parekh, Mr. Naresh K. Parekh, Mrs. Swati N. Parekh & Mr. Ruchit N. Parekh

None of the Promoters/ Directors and/or Key Managerial Personnel may be considered to be concerned or interested in the above resolution.

Place: Waghodia
Date: 12.11.2014

By order of the Board,
20 Microns Limited
Anuja K. Muley
Company Secretary