

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 Saturday, the 24th day of May, 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 a Special Resolution:

RESOLVED THAT in terms of the provisions of the Companies Act, 2013 read with Companies [Acceptance of Deposits] Rules, 2014 as may be amended from time to time, the Draft of the Unsecured Fixed Deposits Scheme for Acceptance of Deposits from SHAREHOLDERS and terms and conditions thereof, as given in the explanatory statement annexed hereto, be and the same is hereby approved AND THAT the Board of the Company be and is hereby authorized and empowered to do all acts, deeds, matters and things to give effect to the above resolution.

**By order of the Board,
20 Microns Limited**

**Anuja K. Muley
Company Secretary**

Place: Waghodia

Date: 16.04.2014

Notes:

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, 25th April, 2014.
5. The Company has appointed Mr. Devesh R. Desai, 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 Item 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.

Process for e-voting :

The Company has signed an agreement with Central Depository Services [India] Limited [CDSL] for facilitating e-voting to enable the Shareholders to cast their vote electronically.

1. Launch internet browser by typing the following URL : <http://www.evotingindia.com>
2. Click on Shareholders tab and select the relevant Electronic Voting Sequence Number – “EVSN” along with “20 Microns Limited” from the drop down menu and click on “SUBMIT” for voting.
3. The Shareholders then have to fill up the following details in the appropriate boxes :

User - ID	For Shareholders holding shares in Demat Form : a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 Digits beneficiary ID For Shareholders holding share in Physical Form : - * Folio Number registered with the Company
Password *	Your Unique password is attached Separately
PAN **	Enter your 10 Digits alpha-numeric PAN issued by the Income Tax Department

* If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing user id and password is to be used.

** Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use Default Character. After entering these details appropriately, click on “SUBMIT”

ELECTRONIC VOTING PARTICULARS		
EVSN [E-voting Sequence Number]	User ID	Password/PIN

Default Character : [for Shareholders not having PAN]

4. Members holding shares in Physical Form would have to use the User ID, Password and PAN to vote on resolution for a particular EVSN only and would be taken directly to the voting screen.
5. After logging in, Demat security holders will have to mandatorily change their password. The new password has to be minimum eight characters consisting of at least one upper case [A-Z], one lower case [a-z], one numeric value [0-9] and a special character. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. Physical shareholders will be provided with a fresh password for every e-voting.
6. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending communication[s] regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
7. Now you are ready for e-voting as Cast Vote page opens.
8. On the voting page, you will see Resolution Description with the options of “YES/NO” for voting for the resolution. Either the number of shares [which represents number of votes] under YES/NO. The total number of votes in YES and NO taken together should not exceed the total shareholding.
9. Security holders can also view the e-voting Notice and Resolution details by clicking on the Resolution File Link.
10. Cast your vote by selecting appropriate and click on “SUBMIT” and also “CONFIRM” when prompted.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. 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.
13. 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

8. E-voting period will commence from Monday, 19th May, 2014 at 10.00 am and will end on 20th May, 2014 at 6.00 pm.

The result of voting will be announced at the Registered Office of the Company situated at 9-10, GIDC Industrial Estate, WAGHODIA – 391 760. Dist. : Vadodara, by the Chairman of the Meeting at the EGM to be held on Saturday, 24th May, 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

The Company is required to obtain approval of its shareholders for a fresh scheme of acceptance of Unsecured Fixed Deposits, in terms of the provisions of the New Companies Act, 2013 and the New Companies [Acceptance of Deposits] Rules, 2014 amended from time to time. Therefore, the special resolution at item 1 to the annexed notice is recommended for your approval.

The Schemes, Terms and Conditions and other details of the fresh Schemes for acceptance of Unsecured Fixed Deposits Scheme is given hereunder :

20 MICRONS LIMITED
SCHEME FOR ACCEPTANCE OF DEPOSIT

1. GENERAL INFORMATION

- | | | |
|----|--|--|
| A. | Name of Company | 20 Microns Ltd.
9/10, GIDC Industrial Estate, Waghodia, Dist.
Vadodara (Gujarat) – 391 760
Phone No. – 02668 - 264006
Fax No. – 02668 - 264003
Email ID – fd@20microns.com
Website – www.20microns.com |
| B. | Date of Incorporation | 29th June, 1987 |
| C. | Business carried on by the Company | The Company is engaged in Manufacturing, Selling and Export of Micronised Minerals and Speciality Chemicals |
| D. | Name of Subsidiaries | 1. 20 Microns Nano Minerals Ltd.
2. 20 Microns FZE
3. 20 Microns SDN. BHD. |
| E. | Branches | Vadodara, Waghodia, Vadadla, Chhota Udepur, Mundra, Bhuj, Mumbai, Kolkotta, Delhi, Chennai, Hosur, Tirunelveli, Hyderabad, Udaipur, Swaroopgunj, Alwar, Beawar,. |
| F. | Brief particulars of Management of the Company | The Company is managed by the Board of Directors. |

G. Name, Address, Occupation and DIN of the Directors-

Name of KMP	Address	Occupation	DIN
Mr. Chandresh S. Parikh Executive Chairman	604-B, Bhadrlok, Near tube Company, J. P. Road, Vadodara - 390 015	Industrialist	00041584
Mr. Rajesh C. Parikh CEO & Managing Director	B-604, Bhadrlok Apartment, Near Tube Company, Old Padra Road, Vadodara - 390 015	Business	00041610
Mr. Atil C. Parikh Managing Director	66, Atmajyotnagar, Ellora Park, Vadodara - 390 007.	Business	00041712
Mr. Sudhir R. Parikh Director (Finance) & CFO	55, Shivashray Society, Saiyed Vasana Road, Vadodara - 390 015	Chartered Accountant	00041649

Mr. Naresh Makhija IDBI Nominee Director	4, Isha Apartment, B/h. Navrangpura Telephone Exch., Navrangpura Ahmedabad - 390 018.	Service	03546745
Mr. Pravinchandra M. Shah Independent Director	M-42, Saptgiri Duplex, Opp. Taj Hotel, Nr. Reliance Fresh, Akota, Vadodara	Service	00017558
Mr. Ram A. Devidayal Independent Director	33, Alkapuri Society, Nr. HDFC Bank, Alkapuri, Vadodara - 390 007.	Business	00238853
Mr. Atul H. Patel Independent Director	1 - 2, Akashvan Bungalows, Gotri - Sevasi Road, Vadodara - 391 101.	Business	00009587

H. Management Perception of risk factors:-

The deposits accepted by the company are unsecured and rank pari passu with other unsecured liabilities of the company.

The Company will take insurance of deposit and interest thereon for the full amount of deposit and interest if the amount does not exceeding rupees twenty thousand, and in the case of deposit and interest in excess of rupees twenty thousand, the deposit insurance shall cover for payment upto Rupees twenty thousand in respect of each depositor as per the requirement of the Companies Act, 2013 and Rule made thereunder.

The Company has not made any default in -

- repayment of Deposits or interest thereon
- payment of statutory dues
- repayment of debentures or interest thereon
- Loan from Bank or Financial Institution and interest thereon

2. PARTICULARS OF DEPOSIT SCHEME

A.	Date of Passing Board Resolution	10th April, 2014
B.	Date of Passing Resolution at General Meeting	24th May, 2014
C.	Type of Deposits	Unsecured
D.	Amount of Deposit the Company can raise by way of deposit as per the provisions of Companies Act, 2013 and Rules made thereunder	Deposits shall be accepted from the Members only upto 25% of aggregate of Paid Up share Capital and Free Reserves of the Company

E. The aggregate of deposits actually held on the last date of immediately preceding Financial Year i.e. 31st March, 2014 as per Companies Act, 1956 & Rules made thereunder.

	(Rs. in Lacs)
a. From Shareholders	516.75
b. From Public	1619.13
TOTAL	2135.88

The deposits accepted upto the 31st March, 2014 and interest thereon will be repaid to the depositors on the date of maturity.

F. Terms of Acceptance of Unsecured Deposits:-

* INTEREST RATES ARE EFFECTIVE ON AND AFTER 24/05/2014

SCHEME 'A'
Monthly Income Plan Interest Payable Monthly

PERIOD		MINIMUM DEPOSIT Rs.	RATE OF INTEREST (p.a.)	RATE OF INTEREST (p.a.) Senior Citizen
12	MONTHS	50,000	10.00%	10.25%
24	MONTHS	50,000	10.50%	10.75%
36	MONTHS	50,000	11.00%	11.25%

SCHEME 'B'
Half Yearly Income Plan Interest Payable Half Yearly

PERIOD		MINIMUM DEPOSIT Rs.	RATE OF INTEREST (p.a.)	RATE OF INTEREST (p.a.) Senior Citizen
12	MONTHS	25,000	10.50%	10.75%
24	MONTHS	25,000	11.00%	11.25%
36	MONTHS	25,000	11.50%	11.75%

SCHEME 'C'
Cumulative Deposit Plan Interest Compounded Half Yearly

PERIOD		MINIMUM DEPOSIT Rs.	Yield (p.a.)	Yield (p.a.) Senior Citizen
12	MONTHS	25,000	10.78%	11.04%
24	MONTHS	25,000	11.94%	12.24%
36	MONTHS	25,000	13.29%	13.62%

- * **THE COMPANY WILL ACCEPT UNSECURED FIXED DEPOSITS FROM ITS SHAREHOLDERS ONLY.**
- * In case of cumulative deposits, interest will be compounded half yearly basis.
- * No tax will be deducted at source on interest payment up to Rs. 5000/-in aggregate per annum.
- * Outstation depositors may send demand drafts/cheques payable at Baroda only after deduction of Bank charges paid, if any.
- * Post dated interest warrants will be provided for each financial year for monthly interest unsecured deposits scheme.
- * Interest will be paid at par at selected centers across the country.
- * Additional 0.25% rate of interest is payable over and above the prescribed rates to Senior Citizen (aged 60 and above) in support of age. Senior citizens are required to submit any documents like (i) PAN card (ii) Driving License (iii) Passport copy (iv) Voter Card along with their application for unsecured deposits.
- * Unsecured Deposits of Minimum amount stipulated in each Scheme held continuously for a period of 3 years can be renewed on maturity for the same principle amount in all the scheme except monthly income plan.
- * The First named Depositor will be regarded as the beneficial owner of the unsecured deposit and will be treated as the payee for the purpose of deduction of tax under Section 194A of the Income Tax Act, 1961.
- * Deposits will not be accepted in cash and Fixed Deposit cannot be placed out of/utilizing any kind of borrowed funds

& Depositors will have to give a declaration that the deposit is not made out of the borrowed funds from any source.

* Application Forms containing terms and conditions subject to which application will be accepted are available at the Fixed Deposit Dept. of the company or approved brokers of the Company.

* **PRINCIPLE TERMS AND CONDITIONS GOVERNED BY UNSECURED FIXED DEPOSIT SCHEME OF THE COMPANY**

* **APPLICATION**

1. APPLICATION FOR UNSECURED DEPOSITS FROM SHAREHOLDERS ONLY will be accepted in the prescribed form, duly completed, at the Fixed Deposit Department of the Company or at the offices of the brokers of the Fixed Deposit Schemes.
2. Deposit should be made by an "A/c Payee" cheque/bank draft payable at Vadodara and drawn in favor of "20 Microns FD Principal and Int. Repa.".
3. Signature should be in English or in any of the Indian languages. Thumb impression must be attested by a Magistrate/ Notary Public under his/her Official seal.
4. Unsecured Deposits will be accepted from resident, non-resident individuals, overseas corporate bodies (subject to RBI approval), either in single name or in joint names, registered association of persons, trusts, societies and institutions, domestic companies, minor through their guardians and HUF, who are shareholders of the Company.

Unsecured Deposits will not be accepted from partnership firm. Application for unsecured deposit from registered association of persons, trusts, societies and institutions and domestic companies must be supported by additional documentary evidence showing authority to make such deposits.

* **PERIOD OF DEPOSITS AND INTEREST**

5. Unsecured Fixed Deposits are accepted for a period of 12, 24 and 36 months.
6. Unsecured Deposits will be accepted in multiple of Rs. 1,000/- subject to minimum amount as per the respective schemes.
7. Interest :
 - * Half-yearly interest will be paid on 30th September and 31st March.
 - * On maturity, in Scheme C, compounded half yearly.
8. The period of unsecured deposit and calculation of interest will commence from the date of realization of cheque / draft by the Company and will cease to accrue from the maturity of deposit unless the deposits are renewed.
9. Payment of interest will be made by ECS or "A/c Payee" cheques drawn on the Company's bankers. Interest warrants will be dispatched by ordinary post. Where the due date falls on a Sunday / Bank holiday, the payment will be made on the next working day.
10. Under Monthly Income deposits, interest cheques will be sent along with Unsecured Fixed Deposit Receipt and/or will be issued in advance for every financial year, payable on the last day of every month or through ECS.
11. In case the application form is not specifically marked for any particular scheme, the Company will consider the application to have been made under Scheme B, Half-Yearly Income. An option once exercised will be binding and irrevocable. Deposit once accepted under any scheme cannot be interchanged under any circumstances before the expiry of the said Deposit.
12. Notification to the Company regarding change in address etc. must be lodged at least 45 days before the date on which interest payment falls due.
13. Excess interest paid, if any, under any circumstances, will be recovered from the subsequent payment of interest or from the principal amount.

* **INCOME TAX**

14. Income Tax, wherever applicable, will be deducted at source in accordance with the provisions of section 194A of Income Tax Act, 1961 as amended from time to time. At present, Income tax is not deductible if the aggregate amount of interest paid or payable to resident individual during financial year does not exceed Rs. 5,000/-. In other cases, tax will not be deducted if the necessary statement / declaration in the prescribed form (15H/15G) is lodged with the Company, in duplicate at the beginning of each Financial Year. Tax deducted due to noncompliance with this condition will not be refunded under any circumstances.

***JOINT DEPOSITS**

15. Unsecured Deposits will be accepted in joint name not exceeding THREE. The First named depositor will be regarded as the beneficial owner of the deposits and will be treated as the payee for the purpose of deducting tax U/S. 194A of the Income Tax Act, 1961.
16. All correspondence in such deposits will be addressed to the person whose name appears first on the unsecured deposit receipt. All cheques / warrants for payment of principal amount will be drawn in favour of the person(s) opted in the application form. Any discharge given by such persons for payment of interest and the principal amount shall be valid and binding on all the joint depositors. No subsequent change in the order of names of depositor/s or replacement of the joint depositor/s will be accepted.
17. In the event of the death of the first named depositor, the repayment of the deposit and payment of interest will be made to the person first in order of the survivor(s) on production of a Death Certificate without reference to either the other survivor or to the heirs and / legal representatives of the deceased.
18. In case of instructions on any matters (except re-payment as opted in the application for overleaf), relating to this fixed deposit are to be given, application in that behalf should be signed by all the joint holders and not by any one of them. The Company shall not act upon instruction of any one of them and they shall not be binding to the Company.

*** UNSECURED FIXED DEPOSIT RECEIPTS**

19. Unsecured Fixed Deposit Receipts will be forwarded by post at the address given in the application form, within 21 days of realization of cheques / demand draft.
20. In the event of loss or destruction or mutilation of a Deposit Receipt, the Company may in its sole discretion, issue a duplicate receipt upon receiving the undertaking or indemnity and surety from the depositor(s).
21. Deposit Receipts are neither transferable nor negotiable. Request for the addition of the name of deposit holder will not be entertained.

*** RENEWAL / REPAYMENT OF DEPOSITS :**

22. Fixed Deposit will be repaid only on maturity, however, the Company at the request of depositor may repay Deposit before maturity subject to the provisions of the Companies (Acceptance of Deposit) Rules, 2014, and other Rules and Regulations as may be applicable.
23. The Unsecured Fixed Deposit Receipt, duly discharged on revenue stamp, should be sent to the office of the Company, 30 days before the date of maturity, to enable the Company to refund deposit on due date. In case of renewal of Deposit, application form for renewal duly filled in should be sent to the Company to its administrative address as stated above or through the brokers.
24. Where the date of repayment falls on a Sunday, a public or a Bank holiday or any other day on which the office of the Company is closed, repayment will be made to the depositor on the next working day.

*** GENERAL**

25. In the event of death of the sole depositor fixed deposit amount together with the interest thereon, will be paid to the Joint Holders, surviving and in absence, to the nominee of the depositor, if nomination made, upon production of death certificate, and in absence of nomination to the legal heirs of the deceased on submission of death certificate of the depositor and such other documents viz., probate of the will, succession certificate and letter of administration granted by a court of competent jurisdiction, as the case may be.
26. **Nomination Facility**
 - (a) Individual Depositors, singly or jointly, can nominate under this facility. Non - individuals including societies, trusts, bodies corporate, partnership firms, Kartas of Hindu Undivided Families and holders of power of attorney cannot nominate. The nominee shall have the right to receive the amount due in respect of deposits on death of all the depositors.
 - (b) The nomination stands automatically rescinded upon repayment/renewal of deposits made.
27. The company will not recognize any lien on or assignment of unsecured fixed Deposits and/or interest thereon.
28. The Company reserves the right, subject to the provisions of the Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time.
 - (a) To accept deposit only for such period as it may decide from time to time
 - (b) To reject any application for a fresh deposit or for renewal without assigning any reason.
 - (c) To repay deposits prematurely before the due date.

29. Deposits will be subject to the Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time and any other regulation prescribed by the Central Government, the Reserve Bank of India, or any other statutory authority.
30. In case of Deposit is made under Power of Attorney; the relevant Power of Attorney must be lodged with the Company at the time of Application.
31. All the correspondence for change of name, address, loss of Fixed Deposit Receipt/Interest Warrant etc., should be addressed to:
- 307-308, Arundeeep Complex, Race Course Circle,
VADODARA - 390 007. (GUJARAT STATE)
Monday to Friday 9.30 to 13.00hrs., and 14.00 to 17.30 hrs.,
(Except on Bank/Public Holidays)

* Unsecured Fixed Deposits accepted are subject to Waghodia Jurisdiction.

“A Committee of Directors comprising of Shri Pravinchandra M. Shah, Shri Ram Devidayal, Shri Rajesh C. Parikh and Shri Sudhir R. Parikh has been constituted in terms of the resolution passed by the Board of Directors of the Company in their meeting held on 22.10.2011 for redressal of Share Transfers & Investors’/Depositors’ Grievances. All complaints / grievances may be sent to any of the above committee members at the address of the company.”

G. Proposed Schedule

This Scheme is applicable on the date on which the shareholders of the Company will approve the same. The Circular issued under this scheme is valid until expiry of the six months from the date of closure of Financial Year in which it is issued or until the date on which the financial statement is laid before the company in annual general meeting or, where the annual general meeting for any year has not been held, the latest day on which that meeting should have been held in accordance with the provisions of the Act, whichever is earlier.

H. Object of raising the deposits

To meet the financial requirement for running the business of the Company.

I. Extent of Deposit Insurance:

The Company will obtain insurance cover for the unsecured deposit and interest due thereon. The deposit insurance contract shall provide that in case the company defaults in repayment of principal amount and interest thereon, the depositor shall be entitled to the repayment of principal amount of deposits and the interest thereon, in the case of any deposit and interest not exceeding Rupees Twenty Thousand, the deposit insurance contract provides for payment of the full amount of deposit and interest and in the case of any deposit and interest thereon in excess of Rupees Twenty Thousand, the deposit insurance covers for payment of upto Rupees Twenty Thousand for each depositor.

J. Credit Rating:- The Company is falling under the category of other than Eligible Company. Therefore the Company is not required to obtain any Credit Rating for accepting deposits from the Shareholders.

K. The same terms and conditions including rate of interest etc. are also applicable to Directors, Promoters or Key Managerial Personnel. No special financial or other material benefits are provided to them.

None of the Directors, Key Managerial Personnel or relative of Director or Key Managerial Personnel, of the Company is concerned or interested in passing of the Special Resolution at item 1 of the Notice.

**By order of the Board,
20 Microns Limited**

**Place: Waghodia
Date: 16.04.2014**

**Anuja K. Muley
Company Secretary**