

20 MICRONSTM L I M I T E D

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27th March, 2012

TO :

BOMBAY STOCK EXCHANGE LIMITED Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Fort, MUMBAI – 400 001. SCRIP CODE : 533022	NATIONAL STOCK EXCHANGE OF INDIA LIMITED Listing Department Exchange Plaza, Bandra – Kurla Complex, Bandra [East], MUMBAI – 400 051. SCRIP CODE : 20MICRONS
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Dear Sirs,

Re : Notice & Explanatory Statement - Extra – Ordinary General Meeting.

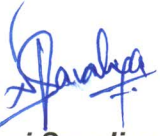
This has reference to our letter dated 23.03.2012 conveying inter-alia of convening of an extra – ordinary general meeting of the Shareholders of the Company on Monday, the 23rd April, 2012.

In terms of the Clause 31[b] of the Listing Agreements entered into with your esteemed Exchange, we are sending herewith 6 [six] copies of the Notice and Explanatory Statement to be annexed thereto, for your ready reference and records.

We request you to kindly arrange to take the above on records and acknowledge receipt.

Thanking you,

Yours faithfully
20 Microns Limited


Nikunj Savaliya
Company Secretary

20 MICRONSTM

L I M I T E D

Regd. Office: 9/10, GIDC Industrial Estate, Waghodia - 391760, Dist.: Vadodara, Gujarat, India

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 **Monday, the 23rd day of April, 2012 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:

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

1. **"RESOLVED THAT** pursuant to the provisions of Sections 198, 309, 310, 314 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") including any statutory modification or re-enactment thereof for the time being in force read with Schedule XIII of the Act and applicable provisions of the Articles of Association of the Company and subject to the approval of the Central Government, if and to the extent necessary and such other approvals, permissions and sanctions, as may be required in that behalf and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment of Mr. Atil C. Parikh as Whole Time Director designated as the Joint Managing Director of the Company whose office shall be liable to retirement by rotation for a period starting from 29th January, 2012 to 31st March, 2013, on such remuneration and commission and on such other terms and conditions more particularly set out in the Agreement entered into with him, detailing inter alia the pattern of remuneration and Commission payable to him, in accordance with the requirements of the Schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "the Board" which term shall be deemed to include the Remuneration Committee constituted to exercise its powers) of the Company be and is hereby authorised without any reference / approval of the Company in General Meeting to increase, alter and/or vary the terms and conditions and/or remuneration and perquisites including the monetary value thereof, subject to the limits as prescribed under Section II of Part II of the Schedule XIII of the Act and/or as may be permitted or authorised in accordance with the provisions under the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT pursuant to Section 198(4) of the Act read with Schedule XIII and other applicable provisions of the Companies Act, 1956, as amended, and subject to such approvals as may be necessary, in absence or inadequacy of the Net Profit, Mr. Atil C. Parikh will be paid the said remuneration as minimum remuneration, within the ceiling limit prescribed under Section II of Part II of the Schedule XIII of the Act, or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things, as the Board may, at its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

2. **"RESOLVED THAT** in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, the provisions of Securities and Exchange Board of India Act, 1992 (SEBI Act) and Guidelines, Regulations and other applicable provisions of, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the relevant Regulations for Preferential Issue of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI (ICDR) Regulations') and any other Guidelines or Regulations of SEBI, Listing Agreements entered into with the Stock Exchanges, where the shares of the Company are listed, and any other applicable laws/rules/regulations and subject to the consent/approval of any other Authority(s)/Institution(s), consent of the Company be and is hereby accorded to the Company to create, offer, issue and allot up to 11,00,000 (Eleven Lacs) Warrants on a preferential basis to the following Promoters as set out herein below (herein after to be referred to as "Warrants") with each Warrant Convertible in to 1 (one) Equity Share of the Company of the face value of Rs. 10/- each at a premium of Rs. 80/- per share so that the total number of Equity Shares to be issued by the Company upon conversion of the Warrants does not exceed 11,00,000 (Eleven Lacs) 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 the Proposed Allottees	No. of Warrants
1	Rajesh C. Parikh	5,50,000
2	Atil C. Parikh	5,50,000
Total		11,00,000

"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 24/03/2012, being the 30 days prior to the date of passing of this resolution."

“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 in to 1 (one) Equity Share of the face value of Rs. 10/- each at a premium of Rs. 80/- 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, pay an amount equivalent to 25% of the total consideration per Warrant viz. Rs. 22.50/- per Warrant, each Warrant priced at Rs. 90/-.
5. The Warrant Holder(s) shall, on or before the date of the conversion of the Warrants in to Equity Shares, pay the balance 75% viz. Rs. 67.50/- 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 in to 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, 1956 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 re-structuring.
8. The Equity Shares shall be under lock in for a period of three years and the lock in date shall commence from the date of conversion of Warrants into Equity Shares.
9. In the event of the Warrant holder(s) is not interested in conversion of the Warrants, they shall be at a liberty to transfer the said warrants to any person in the Promoters Group.”

“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 the Board be and is hereby authorised to delegate all or any of the powers vested herein conferred to any Committee of Directors of the Company to give effect this resolution.”

3. **“RESOLVED THAT** in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, the provisions of Securities and Exchange Board of India Act, 1992 (SEBI Act) and Guidelines, Regulations and other applicable provisions of, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the relevant Regulations for Preferential Issue of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘SEBI (ICDR) Regulations’) and any other Guidelines or Regulations of SEBI, Listing Agreements entered into with the Stock Exchanges, where the shares of the Company are listed, and any other applicable laws/rules/regulations and subject to the consent/approval of any other Authority(s)/Institution(s), consent of the Company be and is hereby accorded to the Company to create, offer, issue and allot up to 4,00,000 (Four Lacs) 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 in to 1 (one) Equity Share of the Company of the face value of Rs. 10/- each at a premium of Rs. 80/- per share so that the total number of Equity Share to be issued by the Company upon conversion of the Warrants does not exceed 4,00,000 (Four Lacs) 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 the Proposed Allottees	No. of Warrants
1	Ramkishan A. Devidayal	60,000
2	Sumita Devidayal	60,000
3	Ritika Devidayal	60,000
4	Raghuvir Devidayal	60,000
5	Madhur Todi	60,000
6	Savitaben Haribhai Patel	1,00,000
Total		4,00,000

“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 24/04/2012, being the 30 days prior to the date of passing of this resolution.”

"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 in to 1 (one) Equity Share of the face value of Rs. 10/- each at a premium of Rs. 80/- per shares 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, pay an amount equivalent to 25% of the total consideration per Warrant viz. Rs. 22.50/- per Warrant, each Warrant priced at Rs. 90/-.
5. The Warrant Holder(s) shall, on or before the date of the conversion of the Warrants in to Equity Shares, pay the balance 75% viz. Rs. 67.50/- 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 in to 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, 1956 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 re-structuring.
8. The Convertible warrants allotted shall be under lock in for a period of 1 year from the date of Allotment. The Equity Shares shall be under lock in for a period of one year and the lock in date shall commence from the date of conversion of Warrants into Equity Shares."

"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 the Board be and is hereby authorised to delegate all or any of the powers vested herein conferred to any Committee of Directors of the Company to give effect this resolution."

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

Sd/-
**Nikunj Savaliya
Company Secretary**

**Place: Waghodia
Date: 23.03.2012**

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. 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 dematerialised form are requested to bring their Client ID and DP ID for easy identification of attendance at the Meeting.
4. Relevant documents referred to in the accompanying notice are open for inspection by the shareholders 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 Meeting.
5. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Items stated in the Notice is annexed herewith.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 [2] OF THE COMPANIES ACT, 1956

Item 1:

Mr. Atil C. Parikh was appointed for a period of 3 years effective 29.01.2009 as the Joint Managing Director of the Company at the 21st Annual General Meeting of the Shareholders of the Company held on 20.08.2009. The term of his office has expired on 28.01.2012.

Looking to the contribution made by Mr. Atil C. Parikh as the Joint Managing Director in achieving phenomenal growth and development of the Company and the qualities of Management viz. business acumen, sagacity, practical wisdom and such other qualities which he developed during the tenure of his office as such which enabled the Company to touch the new heights, the Board of Directors of the Company at their meeting held on 24.01.2012, re-appointed Mr. Atil C. Parikh as the Joint Managing Director of the Company for a further period from 29.01.2012 to 31.03.2013 on the following terms & conditions including remuneration as recommended by the Remuneration Committee of Directors of the Company:

1. Mr. Atil C. Parikh, the joint Managing Director, shall report to Mr. Chandresh S. Parikh, the Chairman & Managing Director of the Company and shall look after Marketing, Technical matters and Administration and such other matters as may be assigned by the Chairman & Managing Director from time to time.
2. He shall devote entire time and attention for the business & operations of the Company.
3. He will not be paid any sitting fees for attending the meeting of Board of Directors or Committees thereof.
4. As stipulated in Section 198(4) of the Companies Act, 1956, he would receive minimum remuneration in absence or inadequacy of profits.
5. If the tenure of office is determined by any reason whatsoever before the expiration of their respective term of offices, they shall be entitled to compensation for loss of office in accordance with Section 318 of the Companies Act, 1956.
6. He shall maintain secrecy during the continuance of his employment.
7. His re-appointment may be terminated by giving 90 days notice on either side or equivalent payment of salary in lieu thereof.

Necessary Agreement for re-appointment of Mr. Atil C. Parikh was executed and the same are available for inspection by the Members between 11.00 am to 4.00 pm at the Registered Office of the Company on all working days except, Saturdays, Sundays and Holidays upto 23.04.2012.

The Re-appointment as stated above is completely in accordance with the norms laid down in Schedule XIII to the Companies Act, 1956 and therefore approval of the Central Government would not be necessary. However, as per Part III of the Schedule XIII, approval of the shareholders would be necessary for such appointments.

The accompanying notice together with Explanatory Statement is and may be treated as an abstract of the terms and memorandum of interest under Section 302 of the Companies Act, 1956.

A combined statement containing therein information as required under Schedule XIII of the Companies Act, 1956 including abstract of the terms of remuneration is reproduced hereunder.

Your Directors commend the resolution at Item No. 1 for your approval and acceptance.

Except Mr. Atil C. Parikh, Mr. Chandresh S. Parikh, his father and Mr. Rajesh C. Parikh, his brother, none of the other Directors may be deemed to be concerned or interested in passing the special resolution at item 1 above.

STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER SCHEDULE XIII OF THE COMPANIES ACT, 1956

I. GENERAL INFORMATION:

1. Nature of industry:

Manufacturing of Micronised Minerals

2. Date or expected date of commencement of commercial production: 29th June, 1987

3. Financial performance:

For the Year ending	(Rs. In Lacs)		
	31.03.2011	31.03.2010	31.03.2009
Turnover (Gross)	24072.38	17999.13	14520.62
Profit before Depreciation, Interest and Tax	2555.41	2300.13	1809.92
Net Profit for the year	550.19	729.74	133.95

4. Export performance:

For the year ended 31st March, 2011, the Company has earned Foreign Exchange of Rs. 1914.47 Lacs and utilization of the same has been at Rs. 2867.40 Lacs.

5. Foreign investments or collaboration:

The Company has two Subsidiaries outside India viz. 20 MICRONS SDN. BHD. and 20 MICRONS FZE.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details and Past Remuneration:

Mr. Atil C. Parikh, whole time director designated as the Joint Managing Director of the Company, reports to Chairman & Managing Director and looks after Marketing, Technical matters and Administration and such other matters as may be assigned by the Chairman & Managing Director from time to time. Prior to this re-appointment, he was serving as the Joint Managing Director drawing remuneration within the overall ceiling of Rs. 26.45 Lacs p.a. plus Commission on Net Profit.

2. Job profile and his suitability:

Mr. Atil C. Parikh has vision and farsightedness, acquired business acumen and developed other qualities of Management which could not only lead them to greater heights, but have the potential to put the Company on a sound footing front, year on year.

Mr. Atil C. Parikh, aged 34 years, holds a Bachelor's degree in Chemical Engineering from Gujarat University. He then began his career working as a Management Trainee with 20 Microns Limited in 1999-2000. Later, he relocated to USA and completed his MBA with Finance specialization from California. On completion of MBA, he joined a Financial Services firm, The Tax Credit Company, where he held a position of a Management Analyst in 2003 and worked for 2 years contributing to various aspects of the industry ranging from Marketing, Analysis, HR and Operations. In the year 2005, he rejoined the Company as Management Analyst. He contributed in developing certain strategies and revamping few departments within the organization. He was later on given full charge of the CNC division overlooking all the major activities within that division.

3. Remuneration proposed:

Abstracts of terms of Managerial Remuneration payable to Mr. Atil C. Parikh are given in the subsequent paras.

4. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Taking in to consideration, the size of the Company, the profiles of Mr. Atil C. Parikh, the responsibilities shouldered by him, the proposed remuneration is commensurate with the remuneration packages being paid to him working in the similar position in the industry.

5. Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial Personnel, if any

Mr. Atil C. Parikh does not have any pecuniary interest in the Company other than holding their offices as such and as a shareholder of the Company. Mr. Atil C. Parikh is the son of Mr. Chandresh S. Parikh, the Chairman and Managing Director and a brother of Mr. Rajesh C. Parikh, the Managing Director of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits, steps taken for improvement and expected increase in productivity:

Reasons for loss or inadequate profits is mainly due to high finance cost and fluctuations in international price of crude oil which incidentally affects the prices of various cost centers such as manufacturing costs such as Power and fuel costs. In order to improve the performance, the Company has taken various steps such as drastically reducing manufacturing costs, finance cost etc.. The turnover of the Company has also astonishingly enhanced in the last few years and crossed the figure of Rs. 240 Crores during the last fiscal year.

ABSTRACTS OF THE TERMS OF MANAGERIAL REMUNERATION PAYABLE TO MR. ATIL C. PARIKH

Period: From 29.01.2012 to 31.03.2013.

Remuneration:

- I. Basic Salary: Rs. 1,67,500/- per month with annual increment up to 25% in the Basic Salary as may be decided by the Remuneration Committee and the Board of Directors of the Company from time to time.
- II. Perquisites: 19.7% of the Basic Salary. The detailed components of the perquisites shall be worked out by the Company in consultation with Mr. Atil C. Parikh.
- III. Commission: Not exceeding 0.70% of the Net Profit as worked out as per Section 349 & 350 of the Companies Act, 1956, for every financial year, subject to overall ceiling stipulated in Schedule XIII and other applicable provisions of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof.
- IV. Company's contribution to Provident Fund, Gratuity and such other benefits as are available to other employees of the Company as per the Company's rules.

Re - Appointment of Mr. Atil C. Parikh is for a period from 29.01.2012 to 31.03.2013. If the tenure of his office is determined by any reason whatsoever before the expiration of his term of office, they shall be entitled to compensation for loss of office in accordance with the applicable provisions of the Companies Act, 1956. The said appointment may be terminated by giving 90 days of notice on either side or equivalent payment of salary in lieu thereof.

Subject to the overall ceiling laid down in Section 198 and Section 309 read with Schedule XIII of the Companies Act, 1956, he would be entitled to receive commission on net profits or performance linked bonus for such an amount as may be determined by the Board of Directors of the Company year after year, however, the Commission, salary and perquisites in any event shall not exceeds the limit laid down in said Sections of the Act.

Pursuant to Section 198(4) of the Act, read with Schedule XIII, as amended, and subject to such approvals as may be necessary, the salary, perquisites and other emoluments may be paid as the minimum remuneration to above Managerial Personnel in absence of or inadequacy of profit in any financial year.

Details of Directors seeking re-appointment (Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Mr. Atil C. Parikh
Date of Birth	September 04, 1977
Date of Appointment	January 29, 2009
Qualifications	BE (Chemical) and MBA (Finance)
Expertise	Eminent industrialist with extensive business experience
Brief Resume	Since the same have already been explained in detail hereinabove, the same is not repeated.
Directorship in other Public Limited Companies	- 20 Microns Nano Minerals Ltd. - Bruno Industrial Products Ltd.
Membership of the Committees in other Companies	Nil
No. of shares held in the Company	2,79,978

Items 2 to 3:

Preferential Allotment of Convertible Warrants

As per section 81(1A) of the Companies Act, 1956 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 up to 15,00,000 convertible share Warrants on a preferential basis.

Hence, the resolutions are placed before the shareholders. Your Directors recommend the resolutions 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 convertible share warrants to the promoters and persons other than promoters.

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

The present promoters and Directors of the Company will subscribe to this preferential allotment as enumerated below:

Sr. No.	Name	Category	Convertible Share Warrants
1	Rajesh C. Parikh	Promoter & Director	5,50,000
2	Atil C. Parikh	Promoter & Director	5,50,000
3	Ramkishan A. Devidayal	Non - Promoter & Director	60,000
4	Sumita Devidayal	Non Promoter	60,000
5	Ritika Devidayal	Non Promoter	60,000
6	Raghuvir Devidayal	Non Promoter	60,000
7	Madhur Todi	Non Promoter	60,000
8	Savitaben H. Patel	Non Promoter	1,00,000

None of the other Directors /other 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	47,88,993	33.42	11,00,000	58,88,993	37.20

(c)	Bodies Corporate	36,09,414	25.19		36,09,414	22.80
	Total(A)	83,98,407	58.60		94,98,407	60.00
(B)	Public shareholding					
B 1	Institutions					
B 2	Non-institutions					
(a)	Bodies Corporate	23,60,320	16.47		23,60,320	14.91
(b)	Individuals					
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 Lac	14,56,099	10.16		14,56,099	9.20
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lac	9,84,841	6.87	4,00,000	13,84,841	8.75
(c-i)	Clearing Members	11,959	0.08		11,959	0.08
(c-ii)	Hindu Undivided Families	1,78,623	1.25		1,78,623	1.13
(c-iii)	Non Resident Indians	9,16,180	6.39		9,16,180	5.79
(c-iv)	Trusts	24,599	0.17		24,599	0.16
	Total (B)	59,32,621	41.40		63,32,621	40.00
	GRAND TOTAL (A)+(B)	1,43,31,028	100	15,00,000	1,58,31,028	100

Notes with respect to shareholding pattern: (a) The above shareholding pattern is prepared as on 31.12.2011; (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 Warrants within a period of 15 days from the date of passing of the resolutions 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	Pre-Issue Equity Holding	%	Number of shares to be converted	Post Issue Holding	% of post conversion
Rajesh C. Parikh	2,79,978	1.95	5,50,000	8,29,978	5.24
Atil C. Parikh	2,79,978	1.95	5,50,000	8,29,978	5.24
Ramkishan A. Devidayal	,	-	60,000	60,000	0.38
Sumita Devidayal	,	-	60,000	60,000	0.38
Ritika Devidayal	,	-	60,000	60,000	0.38
Raghuvir Devidayal	,	-	60,000	60,000	0.38
Madhur Todi	,	-	60,000	60,000	0.38
Savitaben H. Patel	,	-	1,00,000	1,00,000	0.63

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 & Co., 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 & Article of Association of the Company, Auditors Certificate and other documents referred to in the proposed resolutions 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 convertible share 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 closing 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 closing 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. 90/- per 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 within 15 days from the date of the EGM 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. 10/- at a price of Rs. 90/- including a premium of Rs. 80/- 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.

Except Mr. Chandresh S. Parikh, Mr. Rajesh C. Parikh, Mr. Atil C. Parikh, Mr. Ram A. Devidayal and Mr. Atul H. Patel, none of the other Directors of the Company, may be considered to be concerned or interested in the above resolution.

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

Sd/-
**Nikunj Savaliya
Company Secretary**

**Place: Waghodia
Date: 23.03.2012**

20 MICRONSTM

L I M I T E D

Regd. Office : 9/10, GIDC Industrial Estate, Waghodia - 391760, Dist. : Vadodara. Gujarat India

ATTENDENCE SLIP

DP ID/CLIENT ID :
Folio No. :
No. of Share held :

I/We hereby certify that I/We am/are registered Member/Proxy for the registered Member of the Company and hereby record my/our presence at the Extra-Ordinary *General Meeting* of the Company held on Monday, the 23rd day of April, 2012 at 3.00 p.m. at the Conference Room at 347, GIDC Industrial Estate, Waghodia – 391 760, Dist. : Vadodara.

Name of the Registered Holder/Proxy (IN BLOCK LETTERS)	Signature of the Registered Holder/Proxy

NOTE : Members/Proxies to Members are requested to sign and handover this slip at the entrance of the venue of the Meeting.

20 MICRONSTM

L I M I T E D

Regd. Office : 9/10, GIDC Industrial Estate, WAGHODIA, Dist. : Vadodara. Gujarat India

PROXY FORM

DP ID/CLIENT ID :
Folio No. :
No. of Share held :

I/We, _____ of _____ in the District of _____ being a Member(s) of 20Microns Limited, hereby appoint :

Mr. _____ in the District of _____ failing him/her,

Mr. _____ in the District of _____ failing him/her,

Mr. _____ in the District of _____,

as my/our Proxy to vote for me/us and on my/our behalf at the Extra-Ordinary *General Meeting* of the Company to be held on Monday, the 23rd day of April, 2012 and at any adjournment(s) thereof.

**Affix Re. 1
Revenue
Stamp**

Dated this _____ day of _____, 2012.

Signature

NOTE : The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.