

20 MICRONSTM

L I M I T E D

347, GIDC Industrial Estate, Waghodia - 391760, Dist. Vadodara, Gujarat, India.

14th December, 2012

TO:

BOMBAY STOCK EXCHANGE LTD.

Department of Corporate Services

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001.

SCRIP CODE : 533022

**NATIONAL STOCK EXCHANGE OF
INDIA LTD.**

Listing Department

Exchange Plaza, Bandra – Kurla Complex,

Bandra [East], MUMBAI – 400 051.

SCRIP CODE : 20 MICRONS

Dear Sirs,

Re: Ordinary Resolution to be passed by Postal Ballot.

This is to inform you that the Members of the Company will consider to approve the Ordinary Resolution, as detailed in the enclosed Notice and Explanatory State dated 7th December, 2012 by Postal Ballot in terms of the provisions of the Companies Act, 1956.

Dispatch of the Notice, Explanatory Statement, Postal Ballot Form and self addressed Business Reply Envelope for the above has been completed on 14.12.2012 and specimen copy of each of the same are enclosed for your ready reference and records.

We request you to arrange to take note of the above.

Thanking you,

Yours faithfully

20 Microns Limited



Nikunj Savaliya

Company Secretary

Encl. : as above.

An ISO 9001 : 2008 Certified Company

Regd. Office : 9-10, GIDC Ind. Estate, Waghodia - 391 760 Dist. Vadodara, Gujarat, INDIA

F: +91 2668 264003 **W:** www.20microns.com **E:** baroda@20microns.com

20 MICRONSTM

L I M I T E D

Registered Office: 9/10, GIDC Industrial Estate, Waghodia – 391 760 Dist. Vadodara.
Gujarat, India. Website: www.20microns.com email: investors@20microns.com

POSTAL BALLOT FORM

(Please read the instructions carefully before completing this form)

Serial No.

(1) Name(s) of Member(s) :

(Including Joint holders, if any)

(2) Registered address of the Sole /
First named Member :

(3) Registered Folio No. /
DP ID No. and Client ID No.*
(*applicable to Members holding
Shares in dematerialized form)

(4) Number of Shares held :

(5) I/we hereby exercise my/our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the notice of the Company by conveying my/our assent or dissent to the said resolution by placing the tick (•) mark in the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for Split/Sub-division of Equity Share and consequential amendments in the Memorandum of Association of the Company			

Place:

Date:

Signature(s) of the Member(s)

Note: Last date for receipt of Postal Ballot Forms by the Scrutinizer is 15th January, 2013.

(P.T.O.)

INSTRUCTIONS

12-12

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Company.
3. This form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company in respect of shares held in the physical form or dematerialized form respectively) by the first named Member and in his/her absence, by the next named Member. In case of other than Individual Members, this form should be signed by an authorised signatory whose signature is already registered with the Company.
4. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authorization giving requisite authority to the person voting on the Postal Ballot Form.
5. There will be one Postal Ballot Form for every Registered Folio/Client ID, irrespective of the number of Joint Members.
6. The right of the voting by Postal Ballot shall not be exercised by a proxy.
7. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms will be rejected.
8. Duly completed Postal Ballot form should reach the Scrutinizer not later than the close of working hours on 15th January, 2013. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member(s) has not been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at Sr. No. 8 above.
10. The voting rights shall be reckoned on the paid up value of shares registered in the name of the Member(s) on the date of completion of dispatch of the Notice.
11. Member(s) are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. Scrutinizer's decision on the validity of the Postal Ballot will be final.
13. The result of the Postal Ballot will be displayed at the Registered Office of the Company as specified in the Notice. The result will thereafter be posted on the Company's website www.20microns.com for the information of the Members.

— SPECIAL —

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L I M I T E D

Registered Office: 9/10, GIDC Industrial Estate, Waghodia – 391 760 Dist. Vadodara, Gujarat, India.
Website: www.20microns.com email: investors@20microns.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 192A(2) & other applicable provisions of the Companies Act, 1956)

To
The Members of 20 Microns Limited

Notice is hereby given pursuant to Section 192A & other applicable provisions of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 that it is proposed to transact the business by passing resolution through Postal Ballot:

PROPOSED ORDINARY RESOLUTION:

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Sections 13, 16, 94 and 97 and all other applicable provisions, if any, of the Companies Act, 1956 [including any amendments thereto or re-enactment thereof] and provisions of Article 14 of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority(s) and subject to such conditions as may be agreed by the Board of Directors of the Company [hereinafter to be referred to as the Board, which terms shall include Management Committee thereof], consent of the Members be and is hereby accorded for sub-division of the equity shares of the Company, including the paid-up shares, such that each existing equity share of the Company of the face value of Rs. 10/- [Rupees Ten] each be sub – divided into 2 [Two] equity shares of Rs. 5/- [Rupees Five] each and consequently, the Authorised Share Capital of the Company of Rs. 30,00,00,000/- [Rupees Thirty Crores] would be comprised of 6,00,00,000 [Six Crore] equity shares of Rs. 5/- [Rupees Five] each."

"RESOLVED FURTHER THAT existing Clause – V of the Memorandum of Association of the Company be and shall always be deemed to have been substituted by the following:

"V - The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 6,00,00,000/- (Six Crores only) Equity Shares of Rs. 5/- (Rupees Five only) each."

"RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, the issued, subscribed and paid-up equity shares of the face value of Rs. 10/- [Rupees Ten] each, shall stand sub-divided in to equity shares of the face value of Rs. 5/- [Rupees Five] each, fully paid-up."

"RESOLVED FURTHER THAT upon the sub-division of the equity shares as aforesaid, no letter of allotment shall be issued to the allottees of the new equity shares of Rs. 5/- each on sub-division and the existing physical share certificates in relation to the issued equity shares of the Company shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date fixed by the Board of Directors and/or Management Committee of Directors of the Company and the Company may without requiring the surrender of the existing share certificates, issue new share certificates in lieu thereof, with regards to the sub-divided equity shares in accordance with the provisions of the Companies (Issue of Share Certificates) Rules, 1960 as amended from time to time and in case of Members who hold the equity shares/opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares shall be credited to the respective beneficiary account of the Members, with their respective Depository Participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares."

"RESOLVED FURTHER THAT the Board/Management Committee of Directors be and is hereby authorised to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirements of the listing agreements, execution of all necessary documents with stock exchanges and the depositories, Reserve Bank of India and/or any other relevant statutory authority(s), if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regards to the sub-division of the equity shares as aforesaid or for any matters connected herewith or incidental thereto."

By Order of the Board of Directors,

Registered Office: -
9/10, GIDC Industrial Estate,
Waghodia – 391760
Dist. Vadodara, Gujarat, India
Dated: 07.12.2012

Nikunj Savaliya
Company Secretary

NOTES:

1. In terms of the applicable provisions of the Companies Act, 1956 proposal mentioned in the Notice requires the approval of the members by way of Ordinary Resolution.
2. In terms of Section 192A and other applicable provisions of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, Ordinary Resolution as mentioned in the Notice is proposed to be passed by postal ballot.
3. The Company has appointed Mr. Devesh R. Desai, Practising Company Secretary as a Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
4. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return duly completed form in the attached self addressed postage pre-paid envelope so as to reach to the Scrutinizer on or before the close of working hours on 15.01.2013.
5. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballots received.
6. The Chairman & Managing Director or Director (Finance) or the Company Secretary of the Company will announce the result of the Postal Ballot on the 16th day of January, 2013 at 3.00 p.m at the Company's Registered Office at 9/10, GIDC Industrial Estate, Waghodia – 391760, Dist. Vadodara, Gujarat, India.
7. The Result will be displayed at the Registered Office and at the Company's website, besides being communicated to the Stock Exchanges on which the Company's Equity shares are listed.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

The equity shares of Company being listed on BSE and NSE, are actively traded. The average of the closing price quoted during November, 2012, on the BSE for a Rs. 10 share is Rs. 145.40. With a view to improve the liquidity of the shares of the Company, widen shareholder base, and to make the shares affordable for smaller investors, the Board of Directors at their meeting held on October 29, 2012 have considered it desirable to sub-divide (split the face value) the existing nominal value of the equity shares of the authorised, subscribed and paid up share capital of the Company.

It is proposed to sub-divide the nominal value of equity share capital of the Company from the present Rs. 10 each paid up per equity share in to two equity shares of Rs. 5 each paid up. The proposal of sub-division of share also calls for the corresponding alteration in Clause V of the Memorandum of Association of the Company.

In terms of the provisions of Article 14 of the Articles of Association of the Company and Sections 13, 16, 94 and 97 approval of the shareholders is required for passing Ordinary resolution for split/sub-division of equity shares and consequent alternation in Memorandum of Association of the Company.

Your Directors therefore commend the Ordinary Resolution for approval of the shareholders.

None of the Directors of the Company may be considered to be concerned or interested in passing of the above resolution.

Registered Office: -
9/10, GIDC Industrial Estate,
Waghodia – 391760
Dist. Vadodara, Gujarat, India
Dated: 07.12.2012

By Order of the Board of Directors,

Nikunj Savaliya
Company Secretary
