MINUTES OF THE EXTRA – ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 20 MICRONS LIMITED (*IN PURSUANCE OF NOTICE DATED 17TH JUNE, 2013*) HELD ON WEDNESDAY, THE 17TH DAY OF JULY, 2013 AT 3.00 P.M. AT THE CONFERENCE ROOM AT 347, GIDC INDUSTRIAL ESTATE, WAGHODIA – 391 760. DIST. : VADODARA.

PRESENT:

Mr. Chandresh S. Parikh	**Chairman & Managing Director – Member**
Mr. Rajesh C. Parikh	**Managing Director – Member**
Mr. Sudhir R. Parikh	**Director [Finance] – Member**
Mr. Naresh Makhija	**IDBI Nominee Director**

30 Members present in person and proxy holding 1,39,86,567 equity shares.

At the Commencement of the Meeting, Ms. Anuja K. Muley, Company Secretary informed that there was a requisite quorum for convening this Extra – Ordinary General Meeting [EGM] and the meeting was competent enough to transact the business specified in the notice dated 17th June, 2013, already circulated to the Shareholders.

The Chairman while welcoming the Members present introduced the Directors on Dias.

He then apprised the Shareholders in detail about the need to convene this EGM and thereafter, directed the Company Secretary to read out the Notice convening this EGM which was taken as read with the consent of the Members present, since the same had been circulated to all the Members.

1. **Special Resolution at Item No. 1**
Issue of Un-secured Fully Convertible Debentures.

The Chairman thereafter moved the following resolution for issue of 0% Unsecured Fully Convertible Debentures on a preferential basis which was seconded by Mr. Sudhir Parikh, the Directors [Finance] & Member:

"**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 3,00,000 (Three Lacs) Zero Coupon Unsecured Fully Convertible Debentures of Rs. 100/- each, on a preferential basis to M/s. Pratik Minerals Pvt. Ltd. (herein after to be referred to as "FCDs").

RESOLVED FURTHER THAT the issue will remain open for subscription for a period of 15 [fifteen] days from the Shareholders' Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to finalize the terms and conditions reflecting to issue of FCDs and all matters incidental thereto as it may in its absolute discretion think, fit, in accordance with all applicable laws, rules and regulations for the time being in force in that behalf.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid FCDs shall be made within 15 days from the date of passing of this resolution subject however to the applicable statutory regulatory provisions and the Guidelines by the Securities Exchange Board of India.

RESOLVED FURTHER THAT the FCDs shall be compulsorily convertible into Equity Shares at the end of three months from the date of allotment of FCDs.

RESOLVED FURTHER THAT the pricing of any equity shares to be issued upon conversion of FCDs shall be made subject to and in compliance with all applicable laws, guidelines, notifications, rules and regulations considering the "Relevant Date" under SEBI Regulations for the purpose of determining the issue price of resultant shares.

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determining the pricing of any equity shares to be issued upon conversion of FCDs shall be the date thirty days prior to the date on which M/s. Pratik Minerals Pvt. Ltd. becomes entitled to apply for Equity Shares.

RESOLVED FUTHER THAT the Equity shares so issued and allotted upon conversion of FCDs shall rank pari passu with the then existing Equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT the FCDs shall be subject to lock-in as per Regulation 78 of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make and accept all such term(s), condition(s) and alteration(s) as it may deem fit, including conditions(s), modifications(s) and alterations(s) stipulated or required by any relevant authorities or by their bye-laws, rules regulations or guideline and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer. issue and allotment, to finalise and execute all agreements, documents and writings and to do all acts, deeds and things in this connections and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have give approval thereto expressly by the authority of this resolution."

The special resolution as aforesaid, was thereafter put to vote by on show of hands and the same was passed unanimously.

The Meeting was concluded with vote of thanks to the Chair.

Sd/-.
(Chandresh Parikh)
Chairman & Managing Director

Date: 19.07.2013
Piace: Waghodia