20 MICRONS™
LIMITED
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 **Monday**, the **30th day of June, 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:
To consider and if thought fit, to pass, with or without modification(s) the following resolutions as Special Resolutions:

Item - 1:
"RESOLVED THAT in terms of the provisions of Section 188 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and Listing Agreement, the Related Party Transactions made by the Company for the period from 01.04.2014 to 24.05.2014, with 20 Microns Nano Minerals Limited; 20 Microns ESOS Trust & DMC Limited, the details of which have been given in the Explanatory Statement annexed hereto, be and are hereby approved, ratified and confirmed AND THAT the proposed Related Party Transactions by the Company with 20 Microns Nano Minerals Limited; DMC Limited & Eriez Finance & Investment Ltd. [the details of which have also been given in the Explanatory Statement annexed hereto] from 25th May, 2014 up to the date of the Annual General Meeting of the Shareholders of the Company to be held in the year 2015, be and the same are hereby approved AND THAT the Audit Committee and/or Board of Directors be and is hereby authorized, to do all such acts, deeds, matters and things as may be necessary, expedient and required to implement this resolution."

Item - 2:
"RESOLVED THAT in supersession of the Ordinary Resolution passed by the Shareholders of the Company by way of Postal Ballot on 22.02.2012, in terms of the provisions of Section 180 and all other applicable provisions, if any, of the Companies Act, 2013, Consent of the members be and is hereby accorded to the Board of Directors [hereinafter to be referred to as "the Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board of Directors to exercise its powers including the powers vested and conferred by this Resolution] for borrowing, on behalf of the Company, any sum or sums of money from time to time as they may consider fit, in any manner and without prejudice to the generality thereof, by way of loan(s), advance(s), credits, acceptance of deposits or otherwise in Indian Rupees or any other foreign currency(s), from any Bank(s)and/or Financial Institution(s)and/or other person(s) and whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties including un-called capital, stock-in-trade [including raw materials, stores, spares and components in stock or stock in transit], notwithstanding that the money to be borrowed together with the money already borrowed by the Company [apart from temporary loans obtained from the Company's Banker(s) in the ordinary course of business] and remaining un-discharged at any given time, will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes so however that the total amount upto which money may be borrowed by the Board under this resolution, at any one time shall not

exceed, in the aggregate, the sum of Rs. 300 Crores (Rupees Three Hundred Crores) and/or in equivalent foreign currency."

"RESOLVED FURTHER THAT the Board be and is hereby authorised, to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."

By order of the Board,
20 Microns Limited

Place: Waghodia **Anuja K. Muley**
Date: 24.05.2014 **Company Secretary**

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, 30th May, 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 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 [E-Voting Sequence Number]	**140603002**

<u>e-Voting User Manual for Security Holders to vote</u>

1. Login to e-Voting

- Double click on the Internet Explorer Icon located on the desktop and launch the web browser. Type the following address in the address bar **www.evotingindia.co.in** and click on "**Enter**" key.
- Click on SHAREHOLDERS and enter your User id (For NSDL :– 8 Character DP ID followed by 8 Digits Client ID / For CDSL :– 16 digits beneficiary ID / For Members holding shares in Physical Form - Folio Number registered with the Company) & then enter the Captcha Code as displayed and click on Login
- Enter your PAN & at least one detail amongst Bank Account Number and DOB or Date Of Incorporation (i.e. 29.06.1987) has to be mentioned. Kindly provide your details as available on the demat account / folio number provided, then click on submit.
- The system will mandate for demat account holder to change their initial password. Password should be minimum 8 characters long. Enter the password of your choice which you wish to keep for e-Voting purpose. Confirm the Password and then click on Submit.
- If you are holding shares in Demat form and had logged on to www.evotingindia.co.in and casted your vote earlier for EVSN of any company, then your existing password is to be used. So after you

enter the User ID and Captcha Code and click on Login you will directed directly to the screen shown below to enter your password.

- The System will check the EVSN for which you are eligible to vote on the day you have logged in. Click on the EVSN for which you wish to vote for.

2. To cast your vote:

1. Read the Resolution Description carefully. In case you want to refer to the entire resolution file, click on "**Resolution file**" link
2. The total number of securities you hold is already mentioned in the system. Select whether you assent or dissent for a resolution.
3. Repeat the voting process for all the resolutions on which you want to vote.
4. You can either vote on all the resolutions in one login or vote partially on certain resolutions.
5. Click on Submit.

You will see a dialog box stating Are you sure, you wish to Confirm your vote?
If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

If you wish to take print out of voting done by you then click on OK and you can take out the print out. If you do not wish to take print out then click on Cancel. Click **OK** again.

You will be directed to your login home page you can vote for the remaining resolutions or you can re-login later to cast your vote for the remaining resolutions till the expiry of the voting period. The resolutions against which you have cast your vote will not be available for voting but would contain a message in the Choice field

Select the decision for the resolution for which you have not voted as yet and click on Submit.

Click on OK if you wish to confirm your vote.

The user can re-login after casting his/her vote with the user id and password provided to them any number of times.

If you do not wish to vote after logging in you can simply Logout.

For Demat Account Holders - If you have forgotten your password to login to the e-Voting system and wish to vote on resolutions proposed by your company, the Forgot Password would enable you to login.

After you select Enter the User ID and Captcha Code click on Forgot Password.

After you click on Forgot Password, Enter your PAN and any one detail from Email id, Mobile No, Bank Account Number or DOB or Date of Inc. Please note if your Email id, Mobile No. is uploaded in the Master file by the Company / RTA then you will be able to enter details in this field otherwise this fields will not be editable. After entering the details click on submit.

If you enter your email ID the re-set password will come to your email id, If you enter your Mobile no. then an SMS will come informing you about the re-set password.
In case your Email id and Mobile No. is not editable then you can enter either your Bank Account Number or DOB or Date of Inc. Once you enter this details click on submit

Click on OK you will be directed to the change password screen. Enter the New Password of your choice and confirm the same.

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 Wednesday, 25th June, 2014 at 10.00 am and will end on Thursday, 26th June, 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 Monday, 30th June, 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 Members are hereby informed that in terms of the New Companies Act, 2013, the companies are required to obtain prior approval of its shareholders for the Related Party Transactions with the Associates and to get ratification of related party transaction made from 01st April, 2014. Accordingly, budgeted related party transactions to be made till Annual General Meeting to be held in 2015 and related party transactions already made from 01.04.2014 to 24.05.2014 are as under -

Actual transaction incurred during period 01.04.2014 to 24.05.2014						
		PURCHASES/SALES OF				**VALUE OF GOODS & SERVICES (RS. IN LACS)**
Sr No.	Name of Related Party	**Nature of Relationship**	**Director/ Trustee Related**	Sale / purchase / advance recd /advance paid for Material*	Lease paid/ received	Sale/purchase of Assets
(1)	20 Microns Nano Minerals Ltd.	Subsidiary	MR. Chandresh S Parikh, Mr. Rajesh C Parikh, Mr. Atil C Parikh, Mr. Sudhir R Parikh, Mr. Ram Devidayal	77.25	4.70	19.00
(2)	DMC Ltd.	Directors Interested	Mr. Chandresh S Parikh, Mr. Rajesh C Parikh	1.86	-	.0
(3)	Eriez Finance and Investment Ltd	Directors Interested	Mr. Chandresh S Parikh, Mr. Rajesh C Parikh, Mr. Sudhir R Parikh	7.38	-	.0

The Related Party Transactions to be carried out From 25.05.2014 till AGM to be held in 2015						
			PURCHASES/SALESOF			VALUE OF GOODS & SERVICES (RS. IN LACS)
Sr No.	Name of Related Party	**Nature of Relationship**	**Director/ Trustee Related**	Sale / purchase /of goods & services	Lease rent paid/ receivable	Assets sale & purchase **
(1)	20 Microns Nano Minerals Ltd.	Subsidiary	MR. Chandresh S Parikh, Mr. Rajesh C Parikh, Mr. Atil C Parikh, Mr. Sudhir R Parikh, Mr. Ram Devidayal	4479.52	57.16	1621.99
(2)	20 Microns ESOS Trust	Control Exist	Mr. Chandresh S Parikh, Mr. Sudhir R Parikh, Mr. Ram Devidayal	18.61	-	-
(3)	DMC Ltd.	Directors Interested	Mr. Chandresh S Parikh, Mr. Rajesh C Parikh	71.55	-	-

* Sale/purchase of goods includes minerals (raw materials and finished goods) and packing materials, additives etc. and repayment and recovery of trade advances.

** Selling/disposal of/buying of Plant & Machinery and Land & Building

A. Terms and Conditions for sale/purchase of Goods and Services

i. All Sales or purchases of Goods and Services with each others will be made in order to ensure growth of either of the parties to meet market requirement and to ensure optimize use of production facilities installed,
ii. Price to be paid shall be based on the most competitive market rates prevailing at the time of purchase/sale of raw materials and finished goods and services.
iii. Payment Terms: Normally within 60-90 days from the date of supply.
iv. Abnormal delay in payment shall carry interest not exceeding the rates applicable to the bank borrowings.
v. Regular purchase orders, confirmations containing the quantities and prices and delivery schedules shall be issued for purchase/sale of Goods and services from time to time.

B. Terms and Conditions for Selling/leasing out property:

i. All lease rentals shall be fixed in advance for a period of Lease and shall be valid for the leased period.
ii. Payment of Lease rentals shall be effected normally on monthly/quarterly basis.
iii. Abnormal delay in settlement shall be subject to interest not exceeding the bank borrowing rates.

C. In case of Purchase/Sale of Land/Buldings and other Fixed Assets, the Value will be determined based on the prevailing Market Value of the Asset proposed to be sold/purchased at the time of sale/purchase.

The Members are requested to also approve the above Item no. 1 of the annexed notice.

Except Mr. Chandresh S. Parikh, Executive Chairman; Mr. Rajesh C. Parikh, CEO & Managing Director; Mr. Atil C. Parikh, Managing Director; Mr. Sudhir R. Parikh, Director [Finance] & CFO and Mr. Ram Devidayal, an Independent Director of the Company and their relatives, none of the other Directors and Key Managerial Personnel or relative of other Directors and Key Managerial Personnel of the Company are considered and concerned or interested in passing of the Special Resolution at item 1 of the Notice.

Item – 2:

The Company is presently engaged into manufacturing and trading of Non-metallic Industrial Minerals, which makes the business of the Company volume driven. Since last about 4 – 5 years, the Company has been consistently utilizing all the manufacturing facilities across 8 plants. There is a huge demand for industrial mineral products in Indian as well as in Global market and in order to meet the said demand, the Company has to depend on third parties for manufacturing of certain products of the Company.

To meet this increasing need of Industrial Minerals, the Board of Directors has been reviewing policies and strategies for expansion of manufacturing operations and upgradation of existing manufacturing facilities of the Company keeping in mind followings:

- Cater to consistently growing demand for industrial mineral as well as Specialized Chemical products;
- Reduce dependence on third-party manufacturers;
- Achieve higher profitability due to Economies of Scale;
- Maintainenance of Quality Standards through greater control on Manufacturing operations;
- Increase the Profitability of the Company by efficient utilization of the Production facilities.
- Up gradation of manufacturing facilities involves automation and/or increase in size of the processing plant deploying latest technologies, which would not only reduce overall power cost, manpower cost and wastage but will also add to overall profitability of the Company by improving operating margins and meeting the growing demand on time;
- Greater automation would help the Company to maintain the consistency in quality / particle size of products of the Company; and
- Overall operating margins would increase as there is greater margin in manufacturing operations as compared to trading / outsourcing of Minerals.

To meet with part of the funding requirements in future for expansion of operations of the Company as stated above, the Company be assisted by its Bankers as also the Company may have to raise funds by way of further issue of securities in Domestic/International Markets through various instruments including issue of Shares Warrants/ Convertible or Non-convertible Debentures through Qualified Institutional Placements and/or Private Equity or any other forms of Capital raising instruments.

Moreover, the Company may approach Bank(s) and/or financial Institution(s) for availing credit facilities and for the purposes of borrowing and mortgaging, it was decided to increase the respective limits of borrowing and mortgaging of properties to the extent of Rs. 300 Crores (Three hundred crores).

In terms of the provisions of Section 180 of the Companies Act, 2013 and relevant Rules framed thereunder, approval of the Shareholders is required and therefore your Directors commend the Special Resolution at item 2 for your approval and acceptance.

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

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

Place: Waghodia
Date: 24.05.2014

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014*]*

CIN: L99999GJ1987PLC009768
Name of the company: 20 MICRONS LIMITED
Registered office: 9/10, GIDC Industrial Estate, Waghodia, Dist. – Vadodara – 391 760

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:	

I/We, being the member (s) of ……. shares of the above named company, hereby appoint
1. Name: ……
Address:
E-mail Id:
Signature:……., or failing him

2. Name: ……
Address:
E-mail Id:
Signature:……., or failing him

3. Name: ……
Address:
E-mail Id:
Signature:…….

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on the Monday, 30th June, 2014 At 3.00 p.m. at Conference Room at 347, GIDC Industrial Estate, Waghodia – 391 760. Dist.: Vadodara and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
1…….
2……

Signed this…… day of…… 2014

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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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 30th day of June, 2014 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.