

20 MICRONS[®]

L I M I T E D

CIN : L99999GJ1987PLC009768

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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 **Friday, the 12th day of December, 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 Special Resolution:

"RESOLVED THAT subject to all necessary approval(s) and in accordance with the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any strategy modification or re-enactment thereof, for the time being in force), read with the rules made thereunder, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (hereinafter referred to as the "SEBI Regulations"), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and such other applicable statutes, notifications, clarifications, circulars, regulations, and guidelines (including any amendment thereto or re-enactment thereof) issued by the Government of India (the "GOI"), the Reserve Bank of India (the "RBI"), the Foreign Investment Promotion Board (the "FIPB"), the Securities and Exchange Board of India (the "SEBI"), Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be applicable, and the enabling provisions of the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Listing Agreements") and the Memorandum of Association and Articles of Association of the Company, and subject to all such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary or desirable, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting any such consents, permissions, approvals and/or sanctions (hereinafter singly or collectively referred to as "the requisite approvals") which may be agreed to by the Board (or any Committee(s), constituted or hereafter constituted by the Board in this behalf), *approval of the Members is accorded* to create, offer, issue and allot up to 14,70,600 (Fourteen Lacs Seventy Thousand Six Hundred) compulsorily convertible 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 01 (One) Equity Share of the Company of the face value of Rs. 5/- each at a premium of Rs. 29.00/- per share so that the total number of Equity Share to be issued by the Company upon conversion of the Warrants does not exceed 14,70,600 (Fourteen Lacs Seventy Thousand Six Hundred) 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 Proposed Allottees	Category	No. of Warrants
1.	Pratik Minerals Pvt. Ltd.	Non-Promoter	882360
2.	Indian Trading Corporation	Non-Promoter	294120
3.	Ramnikal Shivilal Gosalia	Non-Promoter	73530
4.	Hiren Ramniklal Gosalia	Non-Promoter	73530
5.	Yojit Ramniklal Gosalia	Non-Promoter	73530
6.	Nihar Ramniklal Gosalia	Non-Promoter	73530

"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 into 01 (One) Equity Share of the face value of Rs. 5/- each at a premium of Rs. 29.00/- 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, minimum pay an amount equivalent to 25% of the total consideration per Warrant viz. Rs. 8.50/- per Warrant.
5. The Warrant Holder(s) shall, on or before the date of the conversion of the Warrants into Equity Shares, pay the balance 75% viz. Rs. 25.50/- 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, 2013 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 lock in period of Warrants and Equity Shares acquired by exercise of Warrants shall be in accordance with the SEBI (ICDR) Regulations.
9. Warrants by itself do not give to the proposed allottees any rights of the Equity Shareholders of the Company unless converted into Equity Shares of the Company.
10. The resultant Equity Shares will be subject to Memorandum and Articles of Association of the Company in all respects."

"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 12th November, 2014, being the 30 days prior to the date of passing of this resolution."

"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 for the purpose of giving effect to this Resolution, the Board of Directors/Committee thereof be and is hereby authorized, on behalf of the Company, to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid warrants and equity Shares if allotted upon exercise of rights attached to such warrants & to list such Equity Shares with the Stock Exchange(s), as may be appropriate, and to resolve and settle all question(s) or difficult(ies) or doubt(s) that may arise in connection with the proposed offer, issue and allotment of any of the said warrants and /or the Equity Shares if allotted upon exercise of options attached to such warrants and to do all acts, deeds and things in connection there with and incidental thereto as the Board may, in its absolute discretion, deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate any or all the powers conferred upon it by this Resolution, to any Committee formed thereof, or to any individual so authorized by the Board."

Place: Waghodia
Date: 12.11.2014

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