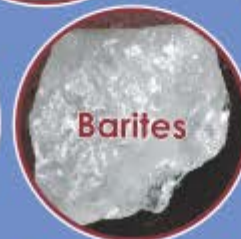
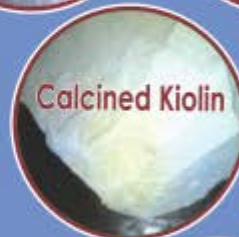


2014-15

Annual Report

28th

Global Leader in Ultrafine & Nano
Industrial Mineral & Speciality Chemicals



20 MICRONS[®]

L I M I T E D

Board of Directors

[As on 7th August, 2015]

Mr. Chandresh S. Parikh
Executive Chairman

Mr. Rajesh C. Parikh
CEO & Managing Director

Mr. Atil C. Parikh
Managing Director

Mr. Sudhir R. Parikh
Director

Mr. Naresh Makhija
IDBI – Nominee Director
(upto 5th February, 2015)

Mr. Pravinchandra M. Shah
Independent Director

Mr. Ram Devidayal
Independent Director

Mr. Atul H. Patel
Independent Director

Mrs. Darsha R. Kikani
Independent Director
(w.e.f. 6th August, 2014)

Dr. Ajay Ranka
Independent Director
(w.e.f. 27th September, 2014)

Chief Financial Officer
Mr. Bharat Kanani

Company Secretary
Mrs. Anuja Muley

Audit Committee
Mr. Ram A. Devidayal - Chairman
Mr. Pravinchandra M. Shah
Mr. Atul Patel

Nomination & Remuneration Committee
Mr. Pravinchandra M. Shah - Chairman
Mr. Naresh Makhija
(upto 5th February, 2015)
Mr. Ram Devidayal
Mr. Atul Patel
Mr. Chandresh Parikh
(w.e.f. 11th February, 2015)

**Stakeholders Relationship and
Share Transfer Committee**
Mr. Pravinchandra M. Shah - Chairman
Mr. Rajesh C. Parikh
Mr. Sudhir R. Parikh
Mr. Ram Devidayal

Statutory Auditors
M/s. Manubhai & Shah, Ahmedabad

Bankers
State Bank of India
IDBI Bank Limited

Registered Office
9/10, GIDC Industrial Estate,
Waghodia – Dist. Vadodara – 391760
Gujarat, India
Tel : +91 2668 292297
Fax : +91 2668 264003

Corporate Office
134-135, Hindustan Kohinoor Industrial Estate,
L. B. S. Marg, Vikhroli (W),
Mumbai, India
Tele : +91 22 32401006
Fax : +91 22 25771333
E-Mail : corporate@20microns.com

Registrars and Share Transfer Agents
CAMEO CORPORATE SERVICES LIMITED
“Subramanian Building”,
No. 1, Club House Road,
Chennai-600 002
Tel : 044-28460390-95
Email ID : narasimhan@cameoindia.com

Website
<http://www.20microns.com>

Contents

Notice ...1, Report of the Board of Directors ...13, Report on Corporate Governance ...50, Secretarial Audit Report ...65, Auditor's Report ...69, Balance Sheet ...71, Profit & Loss Account ...72, Cash Flow Statement ...73, Schedules to the Accounts ...75, Auditor's Report on Consolidated Statements ...96, Consolidated Balance Sheet ...100, Consolidated Profit & Loss Account ...101, Consolidated Cash Flow Statement ...102, Consolidated Schedules to the Accounts ...104



20 MICRONS®

CHAIRMAN'S LETTER

Dear Shareholders,

India's economy is in the midst of recovery with lower fiscal and current account deficit, lower inflation and weak commodity prices. Our country's growth seems poised to return to a high-growth path. The slowing growth in some of the leading global economies impacted currencies. But there was positive news in terms of faster-than-anticipated economic growth recovery in the United States, which provided momentum for the global economic recovery.

In this context, for 20 Microns the capacity utilization of newly expanded capacity was very low due to sluggish demand, the expected cash generation was not taking place and it was expected to have impact on the repayment schedule of various term loans availed by the Company. The Company had approached its Bankers with a request to restructure repayment schedule of various terms loans, consortium bank approved the same in the Month of March 2015.

We can assure you that we are extremely mindful of the aspirations and expectations that you have as members and as regional stakeholders. There is still much to do, and there are still many areas, where we need to refine our focus and lift our performance. But we believe we are well placed to respond to these challenges in a very positive and strategic fashion.

I would like to thank each and every one of our Bankers, customers, employees, shareholders, partners and supporters for their continued faith in building 20 Microns for this exciting future. As we enter in another Financial Year, we look forward to receiving your continued Trust and Support.

Very Sincerely,

Chandresh Parikh
Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the TWENTY EIGHTH ANNUAL GENERAL MEETING of the Shareholders of **20 Microns Limited** will be held on Friday, the 25th day of September, 2015 at 03.00 p.m. at the Conference Room at 347, GIDC Industrial Estate, WAGHODIA - 391 760. Dist.: Vadodara, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Audited Profit and Loss Account of the Company for the year ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Rajesh C. Parikh (DIN 00041612), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Manubhai & Shah, Chartered Accountants, Ahmedabad (Membership No. 106041W), the retiring Statutory Auditors of the Company, who hold office up to the date of this Annual General Meeting and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the relevant Rules and offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Ratification of remuneration of Cost Auditors

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the Financial

Year ending 31st March, 2016 to M/s. Y.S. Thaker & Co., Cost Accountants having Firm Registration No. 000318 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2015-16, amounting to ₹ 75,000/- (Rupees Seventy Five Thousand Only) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

Appointment of Dr. Ajay I. Ranka as an Independent Director

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Ajay I. Ranka (DIN 01676073), who was appointed as an Additional Director of the Company w.e.f. 27th September, 2014 and who vacates his office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold the office upto the conclusion of the annual general meeting of the Company to be held in the calendar year 2019."

6. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

Re-appointment of Mr. Chandresh S. Parikh as Executive Chairman

"**RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment of Mr. Chandresh S. Parikh, (DIN 00041584) as a Whole-time Director, designated as Executive Chairman of the Company under the Companies Act, 2013 to be designated as Executive Chairman for a period of three years, w.e.f. 01st April, 2016, whose office shall not be liable to retirement by rotation, on the terms and conditions including remuneration as set out in the

NOTICE OF ANNUAL GENERAL MEETING [Contd.]

Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions more particularly set out in the Agreement entered into with him, detailing interalia the pattern of remuneration and Commission payable to him, in accordance with the requirements of the Schedule V of the Companies Act, 2013;

"RESOLVED FURTHER THAT the approval of the company be and is hereby accorded for re-appointment of Mr. Chandresh S. Parikh, who will attain the age of seventy years on 6th March, 2016, as Whole-time Director, designated as Executive Chairman of the Company for a period of three years, w.e.f. 01st April, 2016."

"RESOLVED FURTHER THAT pursuant to Section 197(3) of the Act read with Schedule V and other applicable provisions of the Companies Act, 2013, as amended, and subject to such approvals as may be necessary, in absence or inadequacy of the Net Profit, Mr. Chandresh S. Parikh will be paid the said remuneration as minimum remuneration, within the ceiling limit prescribed under Section II of Part II of the Schedule V of the Act, or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Re-appointment of Mr. Rajesh Parikh as Chief Executive Officer and Managing Director

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment of Mr. Rajesh C. Parikh, (DIN 00041610) as the Chief Executive Officer & Managing Director of the Company under the Companies Act, 2013 to be

designated as Chief Executive Officer & Managing Director for a period of three years, w.e.f. 01st April, 2016, whose office shall be liable to retirement by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions more particularly set out in the Agreement entered into with him, detailing interalia the pattern of remuneration and Commission payable to him, in accordance with the requirements of the Schedule V of the Companies Act, 2013;

"RESOLVED FURTHER THAT pursuant to Section 197(3) of the Act read with Schedule V and other applicable provisions of the Companies Act, 2013, as amended, and subject to such approvals as may be necessary, in absence or inadequacy of the Net Profit, Mr. Rajesh 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 V of the Act, or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Re-appointment of Mr. Atil Parikh as Managing Director

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government 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, (DIN 00041712) as the Managing Director of the Company under the Companies Act, 2013 to be designated as Managing Director for a period of three years, w.e.f. 01st April, 2016, whose office shall be liable to retirement by rotation, on the terms and

NOTICE FOR THE ANNUAL GENERAL MEETING [Contd.]

conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions more particularly set out in the Agreement entered into with him, detailing interalia the pattern of remuneration and Commission payable to him, in accordance with the requirements of the Schedule V of the Companies Act, 2013;

"RESOLVED FURTHER THAT pursuant to Section 197(3) of the Act read with Schedule V and other applicable provisions of the Companies Act, 2013, 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 V of the Act, or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

To Approve Related Party Transactions

"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 (including any statutory modification or re-enactment thereof for the time being in force), the proposed Related Party Transactions by the Company with related parties [the details of which have also been given in the Explanatory Statement annexed hereto] from 01st October, 2015 to 30th September, 2016, 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."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

To Approve appointment of Mr. Sudhir Parikh as Consultant of the Company - Related Party Transactions

"RESOLVED THAT in terms of the provisions of Section 188 of the Companies Act, 2013, Companies (Meetings

of Board and its Powers) Rules, 2014, read with the circular(s)/notification(s) issued and amended from time to time by the Ministry of Corporate Affairs in this behalf and Listing Agreement, the Company hereby approves the appointment of Mr. Sudhir R. Parikh, for holding and continuing to hold an office or place of profit as Finance Consultant of the Company on the Consultancy Fees upto maximum of ₹ 30 Lacs p.a. (Rupees Thirty Lacs Only), with liberty to the Board and/or Committee of Directors to to finalize his terms of appointment, period and sanction increase in consultancy charges not exceeding the permissible limit as mentioned in Companies Act, 2013 or Rules made thereunder or such other amended limit from time to time or withdraw the same as the Board and/or Committee of Directors in their absolute discretion deem fit."

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Ratification about Ultimate Beneficial Owner of Pratik Minerals Pvt. Ltd. one of the allottees of Compulsorily Convertible Warrants (CCW)

"RESOLVED THAT the names of the ultimate beneficial owners who are natural persons of M/s. Pratik Minerals Private Limited as stated in the Explanatory Statement annexed hereto be and are hereby approved and ratified AND THAT the copy of the same was intimated/submitted to the stock exchanges at the time of in-principal prior approval granted for allotment of Compulsory Convertible Warrants in terms of the notice dated 12.11.2014 and explanatory statement annexed thereto in respect of the Extraordinary General Meeting of the shareholders of the company held on 12.12.2014."

By Order of the Board of Directors

Anuja K. Muley
Company Secretary

Place : Waghodia, Dist. Vadodara

Date : 07th August, 2015

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. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.
3. The Proxy form duly completed must reach the Registered

NOTICE OF ANNUAL GENERAL MEETING [Contd.]

- Office of the Company not later than forty-eight hours before the time of holding the meeting.
4. 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.
 5. The Registers of Members and Share Transfer Books shall remain closed from Friday, the 18th day of September, 2015 to Friday, the 25th day of September, 2015 [both days inclusive].
 6. All the work related to share registry in terms of both - physical and electronic - are being conducted by Company's R & T Agents - M/s. Cameo Corporate Services Ltd., "Subramanian Building", No. 1, Club House Road, Chennai - 600 002. Tel: 044-28460390 - 95. Email ID - narasimhan@cameoindia.com. The Shareholders are requested to send their communication to the aforesaid address in future.
 7. The Company has appointed M/s J. J. Gandhi & Co., the Practicing Company Secretaries, as a Scrutinizer for conducting the e-voting process in a transparent manner.
 8. In compliance with provisions of the New Companies Act, 2013 the Company is pleased to offer e-voting facility, 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.
 9. The Company also provides the facility for voting either through electronic voting system or ballot or polling paper at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
 10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to co_secretary@20microns.com mentioning your Folio/DP ID & Client ID.
 11. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filing required form.
 12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m to 5.00 p.m) on all working days except 2nd and 4th Saturdays and Sundays, upto and including the date of the Annual General Meeting of the Company.
 13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to M/s. Cameo Corporate Services Ltd.
 14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Cameo Corporate Services Ltd, for consolidation into a single folio.
 15. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Directors seeking appointment/reappointment, as required in terms of Clause 49 of the Listing Agreement entered with the Stock Exchange is annexed.
 16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
 17. 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 within three days from the date of Annual General meeting. 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.
 18. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
- 1. 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 AGM is transacted through electronic voting system and the Company is providing the facility for voting by electronic means.

NOTICE FOR THE ANNUAL GENERAL MEETING [Contd.]

ELECTRONIC VOTING PARTICULARS

EVSN [E-Voting Sequence Number] 150721015

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 22nd September, 2015 at 10.00 a.m. and ends on 24th September, 2015 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 18th September, 2015 (the cut-off date) date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The sequence number is serial number which is printed on address sticker. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. 	
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). 	

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code

NOTICE FOR THE ANNUAL GENERAL MEETING [Contd.]

and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

M/s. Y. S. Thaker & Co., Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2015-16 by the Board of Directors of the Company at its meeting held on 27th May, 2015. The Board has fixed remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand only) exclusive of applicable service tax and out-of-pocket expenses. In terms of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors as fixed by the Board of Directors shall be ratified by the members.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, in any way, concerned or interested, financially or otherwise in the Resolution set out at item No. 4 of the Notice.

The Board commends the Ordinary Resolution for approval of the members.

Item No. 5

Dr. Ajay I. Ranka (DIN 01676073) was appointed as an Additional Director of the Company on 27th September, 2014.

As per the provisions of section 161 of the Companies Act, 2013, he holds directorship upto the ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 together with a deposit of ₹ 100,000/- from a member proposing his candidature as a Non-Executive Independent Director of the Company. As per requirements of provisions of the Companies Act, 2013 and rules made thereunder, the Independent Directors are not liable to retire by rotation. Therefore it is proposed to appoint Mr. Ranka as a Non-Executive Independent Director to hold office upto the conclusion of the annual general meeting of the Company to be held in the calendar year 2019.

A brief profile of Mr. Ranka together with other details as required under clause 49 of the Listing Agreement is provided in the Corporate Governance Report.

In the opinion of the Board, Mr. Ranka fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. A copy of the draft letter for appointment of Mr. Ranka as an Independent Director would be available for inspection without any fee for the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ranka as an Independent Director. Accordingly, the Board recommends the resolution set out at item 5 in relation to appointment of Mr. Ranka as an Independent Director, for the approval by the shareholders of the Company.

Brief resume of Dr. Ajay Ranka

Dr. Ajay Ranka, the Independent Director, is Ph.D. (Polymer Science and Engg), USA besides, a Chemical Engineer. He has worked with PPG Industries, USA, as R & D Specialist. He is recognized as a top notch scientist for outstanding pioneering work in Polymer Chemistry & Nanotechnology. He has to his credit many American, European & Indian patents. He is associated with many social, business & trade organizations and a staunch supporter of education through philanthropy. He is presently working as CEO of Zydex Industries Pvt. Ltd. He does not hold any shares of the Company in his name.

As required under Schedule IV, appointment of Dr. Ajay Ranka is set out in the item 5 of the Notice for approval of shareholders.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives, except Dr. Ajay I. Ranka, in any way, concerned or interested, financially or otherwise in the Resolution set out at item No. 5 of the Notice.

Your Directors commend the resolution at Item No. 5 for your approval and acceptance.

Item No. 6 TO 8

It may be re-called that Mr. Chandresh S. Parikh, Mr. Rajesh C. Parikh and Mr. Atil C. Parikh were re-appointed for a period

NOTICE FOR THE ANNUAL GENERAL MEETING [Contd.]

of 3 years effective from 1st April, 2013 as the Chairman and Managing Director, Managing Director & Joint Managing Director of the Company by the shareholders of the Company by way of passing respective special resolutions on 25.05.2013. The term of their respective offices, therefore, would expire on 31st March, 2016. The designation of the aforesaid Managerial Personnel was changed to Executive Chairman, Chief Executive Officer & Managing Directors and Managing Director respectively vide Board Resolution dated 12th February, 2014.

Looking to the responsibilities undertaken and contributions made by the Managerial Personnel viz. Mr. Chandresh Parikh, Executive Chairman, Mr. Rajesh Parikh, CEO & Managing Director and Mr. Atil Parikh, Managing Director of the Company in development of the Company and on account of trends of improved qualities of Management viz. business acumen, sagacity, practical wisdom and such other qualities which they developed during the tenure of their respective offices, the Board of Directors of the Company at their meeting held on 07.08.2015, re-appointed the said Managerial Personnel viz.:-

- Mr. Chandresh S. Parikh as the Executive Chairman;
- Mr. Rajesh C. Parikh as the CEO & Managing Director and
- Mr. Atil C. Parikh as the Managing Director

for a further period of 3 [three] years commencing from 01st April, 2016 on the following terms & conditions including remuneration as recommended by the Nomination & Remuneration Committee of Directors of the Company:

1. **Mr. Chandresh S. Parikh**, the Executive Chairman, shall be in overall charge of the business and operations of the Company. He shall act subject to direction, superintendence, and control of the Board of Directors of the Company.

Mr. Rajesh C. Parikh, the Chief Executive Officer & Managing Director, shall report to Mr. Chandresh S. Parikh, the Executive Chairman of the Company and shall look after Marketing, Technical matters and Administration and such other matters as may be assigned by the Executive Chairman from time to time.

Mr. Atil C. Parikh, the Managing Director, shall report to Mr. Chandresh S. Parikh, the Executive Chairman of the Company and shall look after Marketing, Technical matters and Administration and such other matters as may be assigned by the Executive Chairman from time to time.

2. The Managerial Personnel shall devote their entire time and attention for the business & operations of the Company.
3. The Managerial Personnel will not be paid any sitting fees for attending the meetings of Board of Directors or Committees thereof.
4. As stipulated in Section 198(3) of the Companies Act, 2013 read with Schedule V, they would receive minimum remuneration in absence or inadequacy of profits.

5. If the tenure of office is determined for any reason whatsoever before the expiration of their respective terms of offices, they shall be entitled to compensation for loss of office in accordance with Section 191 and Section 202 of the Companies Act, 2013.
6. Managerial Personnel shall maintain secrecy during the continuance of his employment.
7. The respective appointments of the Managerial Personnel may be terminated by giving 90 days notice on either side or equivalent payment of salary in lieu thereof.

Necessary Agreements for re-appointments of the above Managerial Personnel will be executed after approval of shareholders.

The re-appointments of above Managerial Personnel are completely in accordance with the norms laid down in Schedule V to the Companies Act, 2013 and therefore approval of the Central Government would not be necessary. However, as per Part II - Section II of the Schedule V, approval of the shareholders would be necessary for such re-appointments.

The accompanying notice together with Explanatory Statement is to be treated as an abstract of the terms and memorandum of interest as required under the Companies Act, 2013.

A combined statement containing therein information as required under Schedule V of the Companies Act, 2013 including abstract of the terms of remuneration is reproduced hereunder.

Your Directors commend the resolutions at Item Nos. 6 to 8 for your approval and acceptance.

Except Mr. Chandresh S. Parikh, Mr. Rajesh C. Parikh, and Mr. Atil C. Parikh, none of the other Directors and Key Managerial Personnel and their relatives may be deemed to be concerned or interested in passing the resolutions at item 6 to 8 above.

COMBINED STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

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:

(₹ In Lacs)

Financial Parameters	31.03.2015	31.03.2014	31.03.2013
Turnover (Gross)	31321.70	29041.84	27710.07
Profit before Depreciation, Interest and Tax	2975.98	3185.59	2627.47
Net Profit/(Loss) for the year	(407.41)	13.06	324.37