

RAM MINERALS & CHEMICALS LIMITED

(Formerly known as ICVL Chemicals Limited)

CIN: L24233DL2011PLC282949

Registered Office: 209, 2nd Floor, Rishabh Corporate Tower, Karkardooma Community Centre, Delhi - 110092

Tel: 011 – 43760032 Website: www.icvlchemicals.com E-mail: icvlchemicals@gmail.com

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE 5TH ANNUAL GENERAL MEETING OF RAM MINERALS AND CHEMICALS LIMITED WILL BE HELD ON WEDNESDAY, 28TH SEPTEMBER, 2016 AT 11:30 A.M. AT 209, 2ND FLOOR, RISHABH CORPORATE TOWER, KARKARDOOMA COMMUNITY CENTRE, DELHI – 110092 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES:

Item No. 1

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31st, 2016 together with the Reports of Board of Directors and the Auditors thereon.

Item No. 2

To ratify the appointment of M/s Singla and Associates, Chartered Accountants (Firm Registration No. 005104N) as approved by members at the 5th Annual General Meeting as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 9th Annual General Meeting to be held in the year 2020, subject to ratification by the members in every Annual General Meeting of the Company in pursuance of Section 139 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 and rules made there under and resolution passed by the members in their 4th Annual General Meeting held on September 28th, 2015, the appointment of M/s Singla and Associates, Chartered Accountants (Firm Registration No. 005104N) as the Statutory Auditors of the Company, is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company to be reimbursed for the financial year ending March 31, 2017.”

Item No. 3

To appoint a Director in place of Mr. Alok Kumar Rai (DIN: 07172447), who retires by rotation as per the requirement of Section 152(6) of the Companies Act, 2016 and being eligible to offer himself for re-appointment.

SPECIAL BUSINESSES

Item No. 4

To approve the sell, lease or otherwise dispose of or creation of charges or mortgages on the Company's Property, up to a tune to Rs. 500,000,000/- (Rupees Fifty Crores Only) under section 180 (1)(a) of the Companies Act, 2013, and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and all other applicable provisions if any of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter "the Board") for selling, leasing, mortgaging / charging or otherwise dispose of all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s), to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid up capital and free reserves in the ordinary course of business but not exceeding Rs. 500,000,000/- (Rupees Fifty Crores Only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any of its duly constituted committee be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion may deems fit, necessary, proper or desirable to settle any question, difficulty, doubt that may arise in respect of the such transaction(s) as aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Item No. 5

To approve the borrowing limit up to a tune to Rs. 500,000,000/- (Rupees Fifty Crores Only) under Section 180 (1)(c) of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, as may be amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013, approval of the members be and is hereby accorded to the Board of Directors of the Company, to borrow money(s), from time to time, for and on behalf of the Company, from any bank/financial institution/lenders, in any form or manner or otherwise, in one or more trenches,

whether secured or unsecured, on such terms and conditions as may be decided by the Board of Directors, notwithstanding that the moneys to be borrowed together with money(s) already borrowed by the Company, apart from the temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business exceeds the aggregate of paid up share capital and free reserves of the Company, provided that the total amount of the borrowings by the Board of Directors, at any time, shall not exceed the tune of Rs. 500,000,000/- (Rupees Fifty Crores Only) over and above the aggregate of paid up share capital and free reserves of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Item No. 6

To approve loan and advances up to a tune to Rs. 500,000,000/- (Rupees Fifty Crores Only) under Section 186 of the Companies Act, 2013, and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

"RESOLVED THAT subject to Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors of the Company for giving any loan to any person or other body corporate, giving guarantee or providing any security in connection with the loan given to any person or body corporate and /or acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate up to an amount, the aggregate outstanding of which should not exceed at any given time, an amount of Rs. 500,000,000/- (Rupees Fifty Crores Only) over and above the limits specified in Sec 186 (2) of the Companies Act 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans/guarantees to be given and securities to be provided to any person and /or any body corporate, to do all such acts, deeds and things and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Director or officer of the Company or any other person."

By the Order of the Board
For Ram Minerals and Chemicals Limited

Sd/-

Vikash Rana
(Chairman)

DIN: 05181168

Place: New Delhi
Date: 12th August, 2016

Address: 383, New Defence Colony,
Muradnagar, Ghaziabad, U.P.-201206

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEEDS NOT TO BE A MEMBER OF THE COMPANY. A PERSON CAN BE ACT AS PROXY ON BEHALF OF MORE THAN ONE MEMBER NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The relevant Explanatory Statement and reasons in respect of proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 are annexed herewith.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st September, 2016 to 28th September, 2016 (both days inclusive) in connection with the Annual General Meeting.
4. Electronic copy of the Notice of the 5th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent to all the members who's E-mail IDs are registered with the Company/ Depository Participants.
5. 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. The physical copy of the notice along with Attendance Slip and Proxy Form is being sent to such members vide registered post/courier.
6. Members are requested to notify change in their corresponding address, if any, to the Share Transfer Agent of the Company M/s Skyline Financial Services Private Limited, R/o- D-153A, 1st Floor, Okhla Industrial Area, Phase -1, New Delhi – 110020 and to the Company quoting their Folio Numbers, number of shares held etc.
7. The Register of Directors' Shareholding will be available for inspection at the meeting. Members/ Proxy holders are requested to produce at the entrance, the attached admission slip for admission into the meeting hall. Duplicate admission slips will not be provided at the hall.

8. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 and amended Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice. The Company has availed the e-voting services as provided by Central Depository Services (India) Limited (CDSL).

The Company has appointed Mr. Ajay Bansal of M/s Ajay Kumar & Associates, Practicing Company Secretaries as scrutinizer for conducting the e-voting process in a fair and transparent manner.

Instructions for E- Voting:

(i) The remote e-voting period begins on 24th September, 2016 (10.00 A.M.) and ends on 27th September, 2016 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 21st September, 2016 may obtain the login ID and password by sending a request at icvlchemicals@gmail.com.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

(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 holding shares in physical form or first time user in case holding shares in De-mat form, follow the steps given below:

	For Members holding shares in De-mat Form(first time user) and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders) 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.

	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	Please enter the DOB OR DIVIDEND BANK DETAILS in order to login. Enter the Date of Birth as recorded in your De-mat account or in the company records for the said De-mat account or Folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank details as recorded in your De-mat account or in the Company records for the said De-mat account or Folio. If the details are not recorded with the depository or company please enter the Member ID / Folio no. in the Dividend Bank details field.

*as mentioned above

(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 De-mat 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 De-mat 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 (160816030) for the <Ram Minerals and Chemicals Limited> 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 De-mat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians

(xix) 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 Corporate.

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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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.

(xxi) A member who has cast his/her vote through e-voting or duly appointed proxy/proxies of such a member shall be entitled to attend the Annual General Meeting (AGM) of the Company. However, he/she cannot vote at the AGM.

(xxii) M/s Ajay Kumar & Associates, Company Secretaries, New Delhi has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The results of the e-voting along with the Scrutinizer's Report shall be placed on the website of CDSL within three working days of passing of the resolutions at the Annual General Meeting of the Company to be held on 28th September, 2016. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

By the Order of the Board
For Ram Minerals and Chemicals Limited

Place: New Delhi
Date: 12th August, 2016

Sd/-

Vikash Rana
(Chairman)
DIN: 05181168
Address: 383, New Defence Colony,
Muradnagar, Ghaziabad, U.P. -201206

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE
COMPANIES ACT, 2013**

ITEM NO.: 4 & 5

Section 180 of the Companies Act, 2013 effective from September 12, 2013 requires that consent of the Company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital and free reserves and for creating mortgage/ hypothecation on immoveable /movable property of the company. Further, as per the clarification issued by the Ministry of Corporate Affairs approval granted by the shareholders by way of an ordinary resolution shall be valid for one year from the date Section 180 became effective.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out in the resolution above. Considering the future plans of the Company, the proposed limit for borrowing and for creating charge on the property of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only). The Board recommends these resolutions for approval by the members of the Company.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out above.

ITEM NO.: 6

Pursuant to Section 186 of the Companies Act, 2013 (Act) and the Companies (Meetings of Board and its Powers) Rules, 2014 the Board of Directors is authorized to give loan, guarantee or provide security in connection with a loan to any other body corporate or person and/ or to acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. or any other body corporate, up to amount aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company, whichever is higher. In case the Company exceeds the above mentioned limits then, prior approval of shareholders by way of a Special resolution is required to be obtained.

The company is undertaking various business activities and would, therefore, be required to provide financial assistance / support by way of giving of loans / guarantees, providing of securities, making investment in securities in order to expand its business activities and also for optimum utilization of funds. Accordingly, Board of Directors, of the Company may be authorized to given loans, guarantees or provide securities or investment as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 50,00,00,000/- (Rupees Fifty Crores only), which shall be over and above the said limit as specified in section 186 of the Companies Act, 2013. The Board of Directors had, considered and approved, subject to the approval of share holders, this proposal and recommends this resolution to the Shareholders for their approval by way of Special Resolution.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out above.

By the Order of the Board
For Ram Minerals and Chemicals Limited

Place: New Delhi
Date: 12th August, 2016

Sd/-
Vikash Rana
(Chairman)
DIN: 05181168
Address: 383, New Defence Colony,
Muradnagar, Ghaziabad, U.P. -201206