

ICVL CHEMICALS LIMITED

CIN: L24233MH2011PLC214264

Registered Office: 63, 7th Floor, Rajgir Chambers, Shahid Bhagat Singh Marg,
Opp. Old Custom House, Fort, Mumbai- 400 001.

Tel No.: 022-22626301

Website: www.icvlchemicals.com

Email-id: icvlchemicals@gmail.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below, in relation to:

- I. Shifting of Registered Office of the Company.
- II. Alteration/ Adoption of Object clause of the Memorandum of Association of the Company as per Companies Act, 2013.
- III. Change of name of the Company.
- IV. Adoption of new set of Articles of Association as per Companies Act 2013
- V. Commencement of business of Rice and setting up of the plant.
- VI. Commencement of business of mineral extraction and allied activities, and;
- VII. Commencement of business of traders

are proposed to be passed by the Members through postal ballot/electronic voting (e-voting).

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed Mr. Yogesh Pahuja of M/s Grover Ahuja & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:30 Hours (IST) on **21st February, 2015** (Saturday).

Members desiring to opt for e-voting as per the facilities arranged by the company are requested to read the instructions in the notes under the section 'Voting through electronic means' in this notice

The Scrutinizer will submit his report to the Chairman or any other Director of the Company

after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on or before **24th February, 2015** (Saturday) and communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.icvlchemicals.com.

1. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE NATIONAL CAPITAL TERRITORY OF DELHI

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

"RESOLVED THAT pursuant to the provisions of Section 12(5), Section 13(4) of the Companies Act, 2013 read with Rule 27, 28 & 30 of the Companies (Incorporation) Rules, 2014 and subject to the sanction of the Regional Director, Western Region and such other approvals as may be necessary, approval of shareholders be and are hereby accorded for change in the registered office of the Company from the State of Maharashtra to the National Capital Territory of Delhi.

RESOLVED FURTHER THAT the existing clause II of the Memorandum of Association of the Company, pertaining to the Registered Office of the Company is substituted with the following clause:

II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution."

2. ALTERATION/ ADOPTION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, approval of shareholders be and are hereby accorded to adopt the object clause of the Memorandum of Association of the Company as per Companies Act 2013, by adding all clauses appearing in the other objects to the main objects of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the

Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. NAME CHANGE OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 4(4) and Section 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, the existing name of the company be changed from “**ICVL Chemicals Limited**” to “**Ram Minerals and Chemicals Limited**” or such other name as may be made available by the Registrar of Companies and agreed upon by the Board of Directors of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to make necessary application for obtaining approval to the change of name of the Company to the Registrar of Companies, and to do all such acts and things as may be deemed necessary in this regard.”

4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and are hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. COMMENCEMENT OF BUSINESS OF RICE AND SETTING UP OF THE PLANT

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of shareholders be and are hereby accorded to set up a rice unit & to carry on the business and trading of rice, as newly incorporated clause under main objects of the memorandum of association of the Company.

RESOLVED FURTHER THAT the clause III (A) 1 of the Memorandum of Association of the Company, pertaining to the main objects of the Company be and is hereby altered by substitution of the following clause:

1. To plant, cultivate, produce, raise, make marketable, manufacture, import, export, distribute, process machine, grind, extract, grow, buy, sell, refine, prepare, crush, act as wholesaler, retailer, agent, stockiest, deal in all kinds of oil seeds, wheat, rice and rice brans and other agricultural products and oleaginous and saponaceous substances and all kinds of by - products or ingredients thereof, ghee from whatever source and method including oil seeds, oil cakes rice bran and other oil containing medias, de-oiled cakes, de- oiled meals for consumption, balanced food and baby food, tea, coffee, jute, sugar, sugar cane and other types of produce of land to manufacture, process, trade, import, export, sell or otherwise deal in fertilizers of all varieties, D.D.T. and other insecticidal and fungicidal sprays.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to take all such necessary steps to implement the decision of the members of the Company as they may consider appropriate in the interest of the Company and to do all such acts, deeds and things from time to time for and on behalf of the Company.”

6. COMMENCEMENT OF BUSINESS OF MINERAL EXTRACTION AND ALLIED ACTIVITIES

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

“RESOLVED THAT Pursuant to the provisions of Section 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of shareholders be and is hereby accorded to carry on the business of mines and minerals extraction activities, as newly incorporated clause under main objects of the memorandum of association of the Company.

RESOLVED FURTHER THAT the clause III (A) 2 of the Memorandum of Association of the Company, pertaining to the main objects of the Company is altered by substitution of the following clause:

2. To carry on in India or elsewhere the business of prospecting, exploring, extracting, processing, refining, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply, and to act as agent, broker, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sort of present and future ores, minerals, deposits, goods, substances & materials, including feldspar, quartz, sands, stones, soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the object and to search, survey, discover and find out and to acquire by concession, grant, purchase, barter, lease, purchase, license, degrees & tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporations and other persons, such rights, powers, and privileges whatsoever for obtaining mines, open cast mines, bucket mines, quarries, deposits, etc. for the accomplishment of the object.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to take all such necessary steps to implement the decision of the members of the Company as they may consider appropriate in the interest of the Company and to do all such acts, deeds and things from time to time for and on behalf of the Company."

7. COMMENCEMENT OF BUSINESS OF TRADERS

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

"RESOLVED THAT Pursuant to the provisions of Section 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of shareholders be and is hereby accorded to carry on the business of trading activities, as newly incorporated clause under main objects of the memorandum of association of the Company.

RESOLVED FURTHER THAT the clause III (A) 3 of the Memorandum of Association of the Company, pertaining to the main objects of the Company is altered by substitution of the following clause:

3. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in rice and rice products, food grains & food articles, mines & minerals, chemicals and all types of goods and their by-products including their intermediates, auxiliaries, derivatives, distillations or fractions and whether directly from raw materials

or from by-products and products of all kinds and of any nature, form and description whatsoever on retail as well as on wholesale basis in India or elsewhere and to carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company and to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to take all such necessary steps to implement the decision of the members of the Company as they may consider appropriate in the interest of the Company and to do all such acts, deeds and things from time to time for and on behalf of the Company."

**By the Order of the Board
For ICVL Chemicals Limited**

Date: 9th January, 2015

Place: Mumbai

**Sd/-
Vinay Kumar
(Director)**

NOTES:

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot.
2. Explanatory Statement pursuant to Section 102 Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
3. The Company has appointed Mr. Yogesh Pahuja of M/s Grover Ahuja & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on January 9, 2015. Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners (received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on January 9, 2015 will be considered for the purpose of voting.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members as on January 9, 2015.
6. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in Maharashtra, where the registered office of the Company is situated, and published on the Company website.
7. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope.
8. In compliance with clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with related rules, the Company is pleased to provide voting facility to all its member, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the service of CDSL purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast their votes and is optional.
9. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall

prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.

10. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to icvlchemicals@gmail.com. The Registrar and Share Transfer Agent of the Company/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
11. A Member cannot exercise his/her vote by proxy on postal ballot.
12. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches Scrutinizer not later than close of working hours (i.e 17:30 Hours (IST)) on **21st February, 2015** (Saturday). The postage will be born by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expenses of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
13. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not latter than 17:30 Hours (IST) on **21st February, 2015** (Saturday) to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
14. In case of joint- holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
15. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
16. The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared by the chairman or any other Director on or before **24th February, 2015** (Tuesday) at the registered office of the Company and will also be displayed on the website of the Company (www.icvlchemicals.com), besides being communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agents on the said date.
17. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
18. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
19. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the company during the office hours on all working days from the date of dispatch of the notice till **21st February, 2015** (Saturday).

20. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and 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. Yogesh Pahuja of M/s Grover Ahuja & Associates, Company Secretaries, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

Instructions for E- Voting:

- (i) The voting period will begin on **23rd January, 2015** (Friday) at 10:00 a.m. and ends on **21st February, 2015** (Saturday) at 6:00 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 i.e. 9th January, 2015, 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 which is:
- (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 and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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.</p>

	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 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 De-mat account or in the company records for the said De-mat account or folio. 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 Number of Shares in the Dividend Bank details field as mentioned in instruction (v).

- (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 D-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 (150116007)** for the ICVL Chemicals Limited.
- (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) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves as Corporates and Custodians respectively.
 - 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 they have to create 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.
 - 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.
- (xx) Mr. Yogesh Pahuja of M/s Grover Ahuja & Associates, Company Secretaries, New Delhi has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1

The Company was incorporated under the provisions of Companies Act, 1956 in the erstwhile State of Maharashtra. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the State of Maharashtra.

The Company wants to enlarge its business operations by exploring new market with new and improved means by shifting its registered office. Therefore, the Board of directors of the company proposed that the registered office of the company is to be shifted from , 7th Floor, Rajgir Chambers, Shahid Bhagat Singh Marg, Opp. Old Custom House, Fort, Mumbai- 400 001 to 131, Antriksh Bhawan, 22, K.G. Marg, New Delhi- 110001.

The shifting of Registered Office from Maharashtra to the National Capital Territory of New Delhi will enable the company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution by Postal Ballot and further requires approval by Central Government.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Item No. 2

The existing Memorandum of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act').

It is thus expedient to adopt new set of Memorandum of Association (primarily deleting the other objects and adding the clauses to the main objects in clause III), in place of existing Memorandum of Association of the Company, pursuant to the provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on January 9, 2015, proposed to adopt new set of Memorandum in place of existing Memorandum of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the

office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto 21st February, 2015.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Item No. 3

As "Ram Alloy Castings Private Limited" are the Promoters of the Company, the Board of Directors of the Company in their meeting held on January 9, 2015 proposes to change the name of the Company from ICVL Chemicals Limited to Ram Minerals and Chemicals Limited and seeks your approval for proposed change of name of the Company.

Except Mr. Vikash Rana, being the Director of Ram Alloys Castings Private Limited, none of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Item No. 4

The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration / incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on January 9, 2015, proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto 21st February, 2015.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Item No. 5 ,6 & 7

In quest for newer opportunities, the Company has identified areas to carry on the business of rice unit, mines and minerals extraction and to carry on trading business, which are having good potential and future prospects of the Company and also in alignment with existing Main Objects.

Pursuant to the provisions of Section 13 of the Act, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act, the Board of Directors, in its meeting held on 9th January, 2015 has approved the alteration of Main Objects of Memorandum of Association of the company subject to your approval. By introducing clause no. 5 as to commence the business of rice and setting up of the plant, clause no. 6 as commencement of Business of minerals extraction and allied activities & clause no. 7 as commence business of traders, to the main objects of the memorandum of association of the Company, it is proposed that the funds raised by preferential allotment on September 12, 2014 will be used for the above mentioned proposed objects.

The Board commends the proposal for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

**By the Order of the Board
For ICVL Chemicals Limited**

Date: 9th January, 2015

Place: Mumbai

**Sd/-
Vinay Kumar
(Director)**

ICVL CHEMICALS LIMITED

CIN: L24233MH2011PLC214264

Registered Office: 63, 7th Floor, Rajgir Chambers, Shahid Bhagat Singh Marg,
Opp. Old Custom House, Fort, Mumbai- 400 001.

Tel No.: 022-22626301

Website: www.icvlchemicals.com

Email-id: icvlchemicals@gmail.com

POSTAL BALLOT FORM

1. **Name(s) & Registered Address of the sole / first named Member** :
2. **Name(s) of the Joint-Holder(s),if any** :
3. **Registered Folio Number / DP ID No / Client ID No.*** :
***(Applicable to investors holding Shares in dematerialized form)**
4. **Number of Ordinary Share(s) held** :
5. **E- Voting Event Number** :
6. **User ID** :
7. **Password** :

I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No	Description of Resolution	No. of Ordinary Shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Shifting of Registered Office of the Company			
2.	Alteration/ Adoption of Object clause of the Memorandum of Association of the Company as per Companies Act, 2013.			

3.	Change of name of the Company			
4.	Adoption of new set of Articles of Association as per Companies Act 2013			
5.	Commencement of business of Rice and setting up of the plant			
6.	Commencement of business of mineral extraction and allied activities			
7.	Commencement of business of traders			

Date :

(Signature of the Member)

INSTRUCTIONS

1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.

Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer Mr. Yogesh Pahuja of M/s Grover Ahuja & Associates, Company Secretaries at D-176 Lower Ground Floor, Defence Colony, New Delhi-110024 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialized form or in physical form, respectively.
- e) Completed Postal Ballot Forms should reach the Scrutinizer not later than 17:30 Hours (IST) on **21st February, 2015** (Saturday). Postal Ballot Forms received after this date will be considered invalid.
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to icvlchemicals@gmail.com. The Registrar and Share Transfer Agent of the Company/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than **21st February, 2015** (Saturday).

- g) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- (i) The voting period will begin on **23rd January, 2015** (Friday) at 10:00 a.m. and ends on **21st February, 2015** (Saturday) at 6:00 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 i.e. 9th January, 2015, 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 which is:

- (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 and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's</p>

	before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 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 De-mat account or in the company records for the said De-mat account or folio. 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 Number of Shares in the Dividend Bank details field as mentioned in instruction (v).

- (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 D-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 (150116007)** for the ICVL Chemicals Limited.
- (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) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves as Corporates and Custodians respectively.
 - 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 they have to create 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.
 - 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.
- (xx) Mr. Yogesh Pahuja of M/s Grover Ahuja & Associates, Company Secretaries, New Delhi has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.