

**Ram Minerals & Chemicals Limited**  
**(Formerly Known as ICVL Chemicals Limited)**

CIN: L24233DL2011PLC282949

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

Tel: 011-43760032 Website: [www.icvlchemicals.com](http://www.icvlchemicals.com) E-mail: [icvlchemicals@gmail.com](mailto:icvlchemicals@gmail.com)

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Dear Member(s),

**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 2 of the Companies (Management and Administration) Rules, 2014]**

**NOTICE** is hereby given that the following proposed resolutions are being circulated for the approval of the Members of **Ram Minerals and Chemicals Limited** to be accorded by Postal Ballot, in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Consent of the Members is being sought for the resolutions proposed as follows:

**Special Business(s)**

**1. Increase in Authorised Share Capital**

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 61 read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs. 4,50,00,000/- (Four Crores Fifty Lakhs Only) divided into 4,50,00,000 Equity Shares of face value of Re. 1/- (Rupee One Only) each to Rs. 20,60,00,000/- (Twenty Crores Sixty Lakhs Only) to be divided into 20,60,00,000 Equity Shares of face value of Re. 1/- (Rupee One Only) each by creation of additional 16,10,00,000 Equity Shares of Re. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company.”

**2. Alteration in the Capital Clause of Memorandum of Association**

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 13, 61 and 64 of the Companies Act, 2013 and any other applicable provisions thereof (including any amendment or re-enactment thereto) and the rules framed there under, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V of the Memorandum of Association thereof by the following:

V. The Authorised Share Capital of the Company is Rs. 20,60,00,000/- (Rupees Twenty Crores Sixty Lakhs Only) divided into 20,60,00,000 (Twenty Crores Sixty Lakhs) Equity Shares of face value of Re. 1/- (Rupee One) each.

### **3. Approval for Issue of Bonus Shares**

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 63 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 (as amended from time to time) and any other applicable provisions of SEBI, and such permissions, sanctions and approvals as may be required in this regard, a sum of Rs. 21,806.14 crores be hereby capitalized out of Security Premium Account and set free for distribution amongst the existing Equity Shareholders of the Company by issue of 16,46,32,080 (Sixteen Crores Forty Six Lakhs Thirty Two Thousand and Eighty Only) new equity shares as fully paid-up shares to the existing shareholders whose names appear in the Register of Members maintained by the Company’s Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 'Record Date' i.e. 21<sup>st</sup> February, 2016, in the proportion of 4:1 i.e. 4 (Four) Bonus Equity Shares for every 1 (one) existing Equity Share held by the Members. Such shares shall rank pari passu with the existing equity shares.”

By the Order of the Board  
**For Ram Minerals and Chemicals Limited**  
Sd/-  
**VikashRana**  
**(Managing Director)**  
DIN: 05181168

**Date:** 16<sup>th</sup> February, 2017

**Place:** Delhi

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

**Item 1.** The Company is required to increase its Authorised Share Capital, as per the provisions of Section 61 read with Section 64 of Companies Act, 2013 from Rs. 4,50,00,000/- (Four Crores Fifty Lakhs Only) divided into 4,50,00,000 equity shares of face value of Re. 1/- (Rupee One Only) each to Rs. 20,60,00,000/- (Twenty Crores Sixty Lakhs Only) to be divided into 20,60,00,000 equity shares of face value of Re. 1/- (Rupee One Only) each by creation of additional 16,10,00,000 Equity Shares of Re. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company, to cope up with the requirement of new Bonus issue of shares to the existing shareholders of the Company.

**Item 2.** Alteration in the Capital Clause of Memorandum of Association of the Company pursuant to the provisions pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 and any other applicable provisions thereof (including any amendment or re-enactment thereto) and the rules framed there under, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company.

**Item 3.** The Company is proposed to issue the Bonus Shares to its existing shareholders in pursuance to Section 63 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable provisions of the Companies Act, 2013, thereto the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 (as amended from time to time) and any other applicable provisions of SEBI, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of Securities Premium (Share Premium) Account / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re.1/- (Rupee one only) each, credited as fully paid-up shares to the existing shareholders of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 4:1 i.e. 4 (Four) Bonus Equity Shares for every 1 (one) existing Equity Share

held by the Members.

Such Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

By the Order of the Board  
**For Ram Minerals and Chemicals Limited**  
Sd/-  
**VikashRana**  
**(Managing Director)**  
DIN: 05181168

**Date:** 16<sup>th</sup> February, 2017

**Place:** Delhi

**Notes:**

1. The Explanatory Statement as required under Section 102 of the Act, is annexed to this Notice. A Postal Ballot Form for casting the vote by shareholders is also enclosed.
2. The Postal Ballot Notice is being sent to all the Shareholders, whose names appear in the Register of Members/ Beneficial Ownership Position maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 21<sup>st</sup> February, 2017.
3. Voting right shall be reckoned in proportion to the Paid up Equity Shares registered in the name of the Shareholders as on 21<sup>st</sup> February, 2017 (Cut-off date).
4. Resolution passed by the shareholders through Postal Ballot and E-voting are deemed to have been passed effectively at a general meeting.
5. In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is providing the facility to its shareholders to exercise their right to vote by electronic means as an alternative mode of voting which will enable them to cast their votes electronically.

Necessary arrangements have been made by the Company with M/s Skyline Financial Services Private Limited to facilitate the E-voting.

6. The Company has appointed CS Ajay Kumar of M/s Ajay Kumar & Associates,

Practicing Company Secretaries, as Scrutinizer, to conduct the Postal Ballot and E-voting process in a fair and transparent manner.

**7. Instructions for E-voting:**

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on 27<sup>th</sup> February, 2017 (at 2 P.M.) and ends on 28<sup>th</sup> March, 2017 (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) 21<sup>st</sup> February, 2017 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Postal Ballot Notice and holds shares as of the cut-off date i.e. 21<sup>st</sup> February, 2017 may obtain the login ID and password by sending a request at [icvlchemicals@gmail.com](mailto:icvlchemicals@gmail.com).
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
- (vi) For CDSL: 16 digits beneficiary ID,
- (vii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (viii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (xi) 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:

	<b>For Members holding shares in De-mat Form(first time user) and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both De-mat 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 <b>sequence number*</b> 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 1 then enter RA00000001 in the PAN field.
DOB	Please enter the <b>DOB OR DIVIDEND BANK DETAILS</b> 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

(xii) After entering these details appropriately, click on "SUBMIT" tab.

(xiii) 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.

(xiv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xv) Click on the **EVSN (170219001)** for the <Ram Minerals and Chemicals Limited> on which you choose to vote.

(xvi) 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.

(xvii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xviii) 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.

(xix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify

your vote.

(xx) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xxi) 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.

**(xxii) 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**

(xxiii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.

(xxiv) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- 8.** Shareholders who opt to vote by Postal Ballot shall ensure that the duly completed form should reach the Scrutinizer or at Company’s Registered Office before 5:00 P.M. (IST) on 28<sup>th</sup> March, 2017.
- 9.** Any Shareholder who has not received the Postal Ballot Form may write to the Company or Registrar & Share Transfer Agents (RTA) of the Company for obtaining a duplicate/ additional form.
- 10.** Shareholders who cast their votes electronically should not vote through ballot paper attached with this notice. However, in case a shareholder votes electronically as well as through ballot paper, the vote cast through ballot paper will be ignored.

- 11.** In case of any query pertaining to E-voting, please contact with Ms. Pallavi Mehra, Company Secretary of the Company or Registrar & Share Transfer Agents (RTA) of the Company.
- 12.** The voting rights of the shareholders shall be in proportion to their share of the paid up equity share capital of the Company, as on the Cut-Off date.
- 13.** The date of declaration of the result of the Postal Ballot shall be deemed to be the date of passing of the said resolution.
- 14.** The Scrutinizer shall submit the Scrutinizer's Report to the Chairman of the Company or such other officer authorized by the Chairman. Further the result of the Postal Ballot will be announced on Wednesday, 29<sup>th</sup> March, 2017 at 5 P.M. (IST) at the Registered Office of the Company at 209, 2<sup>nd</sup> Floor, Rishabh Corporate Tower, Karkardooma Community Centre, Delhi-110092
- 15.** The results of voting along with the Scrutinizer's Report(s) there on would be available on the website of the Company ([www.icvlchemicals.com](http://www.icvlchemicals.com)) immediately after the declaration of the results and would also be communicated simultaneously to the BSE Limited.
- 16.** 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



**POSTAL BALLOT FORM**

<b>Name of Member or any Joint – holder(s), if any</b>	
<b>Address</b>	
<b>DP-ID/CLIENT-ID*</b>	
<b>Regd. Folio No.</b>	
<b>No. of shares held</b>	

I/We hereby exercise my/our vote in respect of the following Ordinary 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:

<b>S. No.</b>	<b>Resolution</b>	<b>No. of shares for which votes cast</b>	<b>I/We assent to the Resolutions (FOR)</b>	<b>I/We dissent to the Resolutions (AGAINST)</b>
<b>SPECIAL BUSINESS(S):</b>				
1	<p><b><u>Increase in Authorised Share Capital</u></b></p> <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 61 read with Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs. 4,50,00,000/- (Four Crores Fifty Lakhs Only) divided into 4,50,00,000 Equity Shares of face value of Re. 1/- (Rupee One Only) each to Rs. 20,60,00,000/- (Twenty Crores Sixty Lakhs Only) to be divided into 20,60,00,000 Equity Shares of face value of Re. 1/- (Rupee One Only) each by creation of additional 16,10,00,000 Equity Shares of Re. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company.”</p>			
2	<p><b><u>Alteration in the Capital Clause of Memorandum of Association</u></b></p> <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section Section 13, 61 and 64 of the Companies Act, 2013 and any</p>			

	<p>other applicable provisions thereof (including any amendment or re-enactment thereto) and the rules framed there under, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V of the Memorandum of Association thereof by the following:</p> <p>V. The Authorised Share Capital of the Company is Rs. 20,60,00,000/- (Rupees Twenty Crores Sixty Lakhs Only) divided into 20,60,00,000 (Twenty Crores Sixty Lakhs) Equity Shares of face value of Re. 1/- (Rupee One) each.</p>			
3	<p><b><u>Approval for Issue of Bonus Shares</u></b></p> <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 (as amended from time to time) and any other applicable provisions of SEBI, and such permissions, sanctions and approvals as may be required in this regard, a sum of Rs. 21,806.14 crores be hereby capitalized out of Security Premium Account and set free for distribution amongst the existing Equity Shareholders of the Company by issue of 16,46,32,080 (Sixteen Crores Forty Six Lakhs Thirty Two Thousand and Eighty Only) new equity shares as fully paid-up shares to the existing shareholders whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 'Record Date' i.e. 21<sup>st</sup> February, 2016, in the proportion of 4:1 i.e. 4 (Four) Bonus Equity Shares for every 1 (one) existing Equity Share held by the Members. Such shares shall rank pari passu with the existing equity shares."</p>			

Date:  
Place:

(Signature of the Member)