

GUJARAT METALLIC COAL & COKE LIMITED

Regd. Office: 155 Lenin Sarani, 4th Floor, Room No. 402, Kolkata-700013, CIN: L24298WB1992PLC054815
Telefax: (033) 22155899, E-mail: investor@gujaratmetallic.com, Website: www.gujaratmetallic.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the members of **GUJARAT METALLIC COAL & COKE LIMITED** will be held at The Circle Club, on the Rajarhat Newtown Way, VIP Road, Opp.: Charnock Hospital, Kolkata-700052, on Thursday, 29th September, 2016 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet, Statement of Profit & loss of the Company for year ended 31st March, 2016 and the Reports of Board of Directors and Auditors thereon.
2. To appoint Auditors and to fix remuneration. In this connection, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s.N.C.Banerjee & Co., Chartered Accountants, (Firm Registration No. 302081E) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of Next Annual General Meeting at such remuneration as may be decided by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

3. To Consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013, Ms.Rashmeetkaur Balwantsingh Arora (DIN-07253221), who has been appointed as an Additional Director on 9th September’ 2015 and who holds office upto the date of this Annual General Meeting and for whom the company has received a Notice under section 160(1) of the Companies Act, 2013 from a member, be and is hereby appointed as a Director of the company for a term of 5 Consecutive Years upto 8th September 2020.”

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

“RESOLVED THAT pursuant to the provisions of sections 152 and any other applicable provisions of the Companies Act , 2013 and the rules made there under, Ms.Kajal Ramesh Bhatia (DIN-07539116), who has been appointed as an Additional Director on 13th August’ 2016 and who holds office upto the date of this Annual General Meeting and for whom the company has received a Notice under section 160(1) of the Companies Act, 2013 from a member, be and is hereby appointed as a Director of the company and who will be liable to retire by rotation .”

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

“RESOLVED THAT pursuant to the provision of section 196,197, and 203 of Companies Act, 2013 read with schedule V and all other applicable provisions of the Companies Act, 2013 and rules made there under the appointment of Mr.Sajjan Kumar Tailor (DIN-02022077) as Managing Director of the Company for a tenure of five years w.e.f. 9th September’ 2015 to 8th September’ 2020 be and is hereby approved as per following remuneration and terms with power to the Board of Directors of the Company to alter and vary the terms and conditions and/or remuneration and other benefits, from time to time, subject to the provisions of Schedule V of the Companies Act, 2013.”

- a) Basic Salary - Rs. 15,000/- per month.
- b) House Rent Allowance - The Company will provide House Rent Allowance to the Managing Director subject to ceiling of 50% of Basic Salary.
- c) Other Perquisites and Allowance - The Managing Director would be allowed Special Allowance of Rs. 10,500/- per month and an Ex-gratia of 20% of Basic Salary.
- d) Reimbursement of Medical Expenses - Expenses incurred for the Managing Director and his family subject to ceiling of one month basic salary.
- e) Leave Travel Allowance - For the Managing Director and his family once in a year incurred in accordance with the rules of the company subject to a maximum of one month basic salary.
- f) Managing Director would be entitled for reimbursement of car expenses incurred for official purposes like Driver’s Salary, Fuel Expenses and car maintenance expenses etc.

6. 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of notwithstanding that the monies to be borrowed along with the monies to be borrowed by the Company, if any, (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves, provided however that the total amount of monies to be borrowed by the Board together with monies already borrowed and remaining outstanding shall not exceed Rs.1,000 Crores (Rupees One Thousand Crores Only) at any point of time.”

“RESOLVED FURTHER THAT in connection of with the above, the Board of Directors be and is hereby authorised to take all such actions, deeds matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and the matter connected therewith or incidental thereto.”

7. 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 186 of the Companies Act,2013 read with The Companies (Meeting of Board and its Powers) Rules, 2014 as amended from time to time, if any, the approval of the members of the company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s)/ person(s);(b) give any guarantee or provide any security in connection with the loan to any body corporate(s)/ person(s); (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more trenches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the company, for an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores Only) outstanding at any time notwithstanding such loan, investments, guarantees and security provided are in excess of the limits prescribed in Section 186 of the Companies Act, 2013.”

“FURTHER RESOLVED THAT for the purpose of giving effect to the above, Board of Directors of the Company be and are hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise and to sign and execute deeds, applications, documents and writings that may be required on behalf of the company and generally to do all such acts, deeds, matters as may deem fit or expedient thereto.”

NOTES:

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of the members not exceeding fifty (50) 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 and such person shall not act as a proxy for any other person or shareholder.
2. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 23rd day of September 2016 to Thursday, the 29th day of September, 2016 (both days inclusive).
4. Shareholders desiring any information on the accounts for the year ended 31st March, 2016 are requested to write to the Company at least ten days in advance, so as to enable the management to keep the information ready at the meeting.
5. Physical Copy of the Annual Report for 2015-2016 and copy of the notice of this Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all members in the permitted mode.
6. Shareholders are requested to bring the admission slip(s) along with their copy of Annual Report to the meeting.
7. Members are requested to update their e-mail Id with respective Depository Participant in case they hold shares in electronic mode or to write to the Share Department of the company / Registrar & Transfer Agent in case they hold shares in Physical form.
8. Shareholders desirous of having a complete text of Annual Report 2015-2016 may write to us at investor@gujaratmetallic.com or at the Registered Office of the Company.

9. VOTING THROUGH ELECTRONIC MEANS:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September, 2016 (9:00 am) and ends on 28th September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz.; “GUJMET remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Gujarat Metallic Coal & Coke Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to skghosh_1938@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided in the Annexure enclosed herewith with this AGM Notice.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at ‘Downloads’ section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September' 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 22nd September' 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com or investor@gujaratmetallic.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr.Samir Kumar Ghosh, Practicing Company Secretary (Membership No. ACS 4740 and C.P. No. 2018) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gujaratmetallic.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
10. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.
11. The documents mentioned in Notice and Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on all working days between 12 noon and 2 p.m. upto the date of the AGM.

By order of the Board
For, **Gujarat Metallic Coal & Coke Limited**

Place: Kolkata
Date: 13th August' 2016

Rajeev Kumar
Company Secretary

Explanatory Statement in respect of the Special Business pursuant to section 102 of the Companies act, 2013.

ITEM NO. 3

The Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Act, has appointed Ms.Rashmeetkaur Balwantsingh Arora as an Additional Director with effect from 9th September' 2015 and who holds office upto the date of ensuing Annual General Meeting.

She is being eligible, offered herself for appointment as directors. She is the person of integrity and possesses relevant experience and fulfils the other criteria of the Companies Act 2013.

Your Directors therefore recommend the resolution no .3 of the notice for the approval of the same.

Ms.Rashmeetkaur Balwantsingh Arora being an appointee is interested except her none of the Directors, Key Managerial Personnel of the Company or their relatives as per section 102 of the Companies act 2013, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 4

The Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Act, has appointed Ms.Kajal Ramesh Bhatia as an Additional Director with effect from 13th August' 2016 and who holds office upto the date of ensuing Annual General Meeting.

She is being eligible, offered herself for appointment as directors. She is the person of integrity and possesses relevant experience and fulfils the other criteria of the Companies Act 2013.

Your Directors therefore recommend the resolution no .4 of the notice for the approval of the same.

Ms.Kajal Ramesh Bhatia being an appointee is interested in the relevant resolution except her none of the Directors, Key Managerial Personnel of the Company or their relatives as per section 102 of the Companies act 2013, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 5

The Board of Directors of the Company pursuant to the provision of section 196,197, and 203 of Companies Act, 2013 read with schedule V and all other applicable provisions of the Companies Act, 2013 and rules made there under has appointed Mr.Sajjan Kumar Tailor as Managing Director for a period of 5 years w.e.f. 09.09.2015 upto 08.09.2020 on the above mentioned terms and condition. As per section 197 of the Companies Act, 2013 Appointment of Managing Director and remuneration paid to him shall be approved by Shareholders in the Next Annual General Meeting if he has been appointed by the Board.

He is the person of integrity and possesses relevant experience and fulfils the all other criteria, rules, schedules of the Companies Act, 2013.

Your Directors, therefore, recommend the resolution no .4 of the notice for the approval of the same.

Mr.Sajjan Kumar Tailor, being an appointee is interested apart from him no directors, Key Managerial Personnel of the Company or their relatives as per section 102 of the Companies act 2013, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM No. 6

In terms of provisions of Section 180(1)(c) of the Companies Act ,2013, The Board of Directors of a Public Company cannot, except with the consent of the Company in General Meeting, Borrow monies (apart from temporary loans obtained from Company's bankers in the ordinary course of business) in excess of the aggregate of the paid up share capital and free reserve.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

Accordingly the Board of Directors of the company proposes to obtain approval of shareholders / members by way of special resolution, as contained in the notice of Annual General Meeting for an amount not exceeding Rs.1,000 Crores (Rupees One Thousand Crores Only).

None of the Directors, Key Managerial Personnel of the Company or their relatives or as per section 102 of the Companies act 2013, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 7

According to provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain approval of shareholders / members by way of special resolution, passed at the General Meeting in case the amount of investment, loan, guarantee, or security proposed to be made is more than the higher of the Sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account."

Accordingly the Board of Directors of the company proposes to obtain approval of shareholders / members by way of special resolution, as contained in the notice of Annual General Meeting for an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores Only) Outstanding at any time notwithstanding such loan, investments, guarantees and security provided are in excess of the limits prescribed in Section 186 of the Companies Act, 2013."

The Directors, therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives as per section 102 of the Companies act 2013, in any way, financially or otherwise, concerned or interested in the resolution.

By order of the Board
For, **Gujarat Metallic Coal & Coke Limited**

Place: Kolkata
Date: 13th August' 2016

Rajeev Kumar
Company Secretary

INFORMATION REQUIRED TO BE FURNISHED UNDER REGULATION 36(2) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTOR SEEKING APPOINTMENT/CONFIRMATION OF APPOINTMENT)

| | | | |
|---|-------------------------------|---|-------------------------------|
| Name of the Director/Managing Director | MR.SAJJAN KUMAR TAILOR | MS.RASHMEETKAUR BALWANTSINGH ARORA | MS.KAJAL RAMESH BHATIA |
| Designation | Managing Director | Director | Director |
| Date of Birth | 09.12.1959 | 15.05.1990 | 10.07.1989 |
| Date of Appointment | 09.09.2015 | 09.09.2015 | 13.08.2016 |
| Qualifications | Graduate | Graduate | Post Graduate |
| Expertise in specific functional areas | Business and Administration | Business and Administration | Business and Administration |
| Directorship in other Public Limited Companies | Nil | Nil | Nil |
| Chairmanship/Membership of Companies in other Public Limited Companies | Nil | Nil | Nil |
| No. of shares held | Nil | Nil | Nil |

GUJARAT METALLIC COAL & COKE LIMITED

Regd. Office: 155, Lenin Sarani, 4th Floor, Room No.402, Kolkata-700013, **CIN:** L24298WB1992PLC054815
Telefax: (033) 22155899, **E-mail:** investor@gujaratmetallic.com, **Website:** www.gujaratmetallic.com

ELECTRONIC VOTING PARTICULARS

| EVSN (E-voting Sequence Number) | USER ID | PASSWORD |
|--|----------------|-----------------|
| <u>105257</u> | | |

Please refer to the AGM Notice for e-voting instruction

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| ATTENDANCE SLIP I / We hereby record my / our presence at the 23rd Annual General Meeting held on Thursday, 29th September, 2016 at 11.00 a.m. at The Circle Club, On the Rajarhat Newtown Way, VIP Road, Opp. Charnock Hospital, Kolkata-700052. | Name of Sole / First Shareholder: |
| | Address: |
| | Name(s) of Joint Holder(s), if any: |
| | Folio / DP ID & Client ID: |
| | Share Holding: |

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Notes:

- Members / Proxy holders who wish to attend the Annual General Meeting (AGM) must bring their Admission Slips to the AGM and hand over the same duly signed at the entrance. Duplicate Admission Slips will not be issued at the venue.
- Members / Proxy holders desiring to attend the meeting are requested to bring their copy of Annual Report for reference at the Meeting.

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| GUJARAT METALLIC COAL & COKE LIMITED Regd. Office: 155, Lenin Sarani, 4th Floor, Room No.402, Kolkata-700013, CIN: L24298WB1992PLC054815 Telefax: (033) 22155899, E-mail: investor@gujaratmetallic.com , Website: www.gujaratmetallic.com | PROXY FORM (MGT-11) |
|--|----------------------------|

| | |
|---------------------------------------|-------------------|
| Folio / DP ID & Client ID: | E-mail ID: |
| Name of the Member(s): | |
| Address: | |

| | |
|---|------------------------------------|
| I/We, being the member(s), holding.....shares of the above named company, hereby appoint: | |
| (1) Name | Address |
| E-mail Id | Signature or failing him/her |

| | |
|-----------------|------------------------------------|
| (2) Name | Address |
| E-mail Id | Signature or failing him/her |
| (3) Name | Address |
| E-mail Id | Signature |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Thursday, the 29th September' 2016 at 11.00 A.M. at The Circle Club, on the Rajarhat Newtown Way, VIP Road, Opp.: Charnock Hospital, Kolkata-700052 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Optional* | |
|--------------------------|--|-----------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1. | Adoption of the Audited Balance Sheet, Statement of Profit and Loss for the year ended 31st March' 2016 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution) | | |
| 2. | Appointment of M/s.N.C.Banerjee & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office to the conclusion of next annual general meeting. (Ordinary Resolution) | | |
| Special Business | | | |
| 3. | Approval of appointment of Ms.Rashmeetkaur Balwantsingh Arora as Director of the Company. (Ordinary Resolution) | | |
| 4. | Approval of appointment of Ms.Kajal Ramesh Bhatia as Director of the Company. (Ordinary Resolution) | | |
| 5. | Approval of appointment of Mr.Sajjan Kumar Tailor as a Managing Director of the Company. (Ordinary Resolution) | | |
| 6. | Authority to the Board of Directors for Borrowing power upto Rs.1000 Crores (Rupees One Thousand Crores Only). (Special Resolution) | | |
| 7. | Authority to the Board of directors for giving loan to any person, body corporate, giving guarantee in connection with the loan and making investment upto Rs.500 Crores (Rupees Five Hundred Crores Only). (Special Resolution) | | |

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|---------------------------|
| Affix Revenue Stamp |
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Signed this day of2016 Signature of Shareholder(s)

Signature of 1st Proxy Holder

Signature of 2nd Proxy Holder

Signature of 3rd Proxy Holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 23rd Annual General Meeting.
- *3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.