

RAMCO SYSTEMS LIMITED

REGISTERED OFFICE: 47, P.S.K NAGAR, RAJAPALAYAM - 626 108.

CORPORATE OFFICE: 64, SARDAR PATEL ROAD, TARAMANI, CHENNAI - 600 113.

CIN: L72300TN1997PLC037550, Website : www.ramco.com

PHONE : +91 44 2235 4510 / 3090 4000, Fax : +91 44 2235 2884

ramco

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of Ramco Systems Limited, will be held on Thursday, the 6th August 2015 at 11.45 A.M.at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Statement of Profit and Loss for the year ended 31st March 2015, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date and the notes, Board's Report and Auditors' Report thereon and pass the following Resolution, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Statement of Profit and Loss for the year ended 31st March 2015, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date and the notes, Board's Report and Auditors' Report thereon be and are hereby considered and adopted."

2. To appoint a Director in the place of Shri A V Dharmakrishnan (DIN: 00693181), who retires by rotation and being eligible, offers himself for re-appointment and pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Shri A V Dharmakrishnan (DIN: 00693181), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To ratify the appointment of Auditor, and pass the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT in terms of section 139 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s.CNGSN & Associates LLP, Chartered Accountants, holding Firm Registration No:004915S, as Auditors of the Company for the second consecutive year, viz. from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, out of their term of three consecutive years as approved at the Annual General Meeting held on 28th July 2014 be and is hereby ratified."

SPECIAL BUSINESS:

4. To consider appointment of Smt. Soundara Kumar (DIN: 01974515), as an Independent Director and pass the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Smt. Soundara Kumar (DIN: 01974515), appointed by the Board of Directors in the category of an Independent Director in the designation of Additional Director on 27th March 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offers herself for appointment as a Director and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose her candidature for the office of Director, be and is hereby appointed as a Director of the Company, under Independent Director category for a period of five (5) consecutive years from the date of her appointment by the Board, viz., 27th March 2015".

5. To remunerate Shri A V Dharmakrishnan, Non-Executive Director and pass the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 197 and other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder and subject to previous approval of the Central Government if required, approval of the Company be and is hereby accorded for payment of remuneration to Shri A V Dharmakrishnan (DIN 00693181), Non-Executive and Non Independent Director of the Company, notwithstanding that it may result in the payment of total managerial remuneration in any financial year (during his tenure as a Director of the Company) in excess of the thresholds prescribed under the Act, pursuant to his exercise of upto 1,66,966 (one lakh sixty six thousand nine hundred sixty six only) employee stock options granted to him till date under various Employee Stock Option Schemes of the Company on account of his position as a Director of the Company, which exercise would result in an allotment to him of an equal number of equity shares of Rs.10/- each of the Company".

"RESOLVED FURTHER THAT the Board (including any Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution".

By Order of the Board,
For RAMCO SYSTEMS LIMITED

Place : Chennai
Date : 29th May 2015

P R RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Ramco Systems Limited, INDIA

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business is annexed hereto. Information in respect of the Director seeking re-election as required to be disclosed under the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges is included in the statement.
2. A Member entitled to attend at the meeting is entitled to appoint a Proxy to attend instead of himself and the Proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and the Share Transfer Books of the Company will remain closed on the date of the Annual General Meeting (i.e. on 6th August 2015).
4. Electronic copy of the Notice for the Annual General Meeting and the Annual Report for 2014-15 are being sent to all the Members whose E-mail IDs are registered with the Company / Depository Participant(s). Physical copy of the Notice together with the Annual Report are being sent in permitted mode, to Members for whom the E-mail IDs are not available and who have requested for physical copies. The Notice and the Annual Report are also available on the Company's Website – www.ramco.com for their download.
5. Under Rule 18 of Companies (Management and Administration) Rules, 2014 Members holding shares in electronic mode who have not got their E-mail addresses updated with the Depository Participants are requested to update their E-mail address and any changes therein. Members holding shares in physical mode are requested to update their E-mail address, quoting their Folio Number, to our Registrar and Share Transfer Agent, viz., Cameo Corporate Services Limited, (Unit: Ramco Systems Limited), by writing to them at Subramanian Building, No.1, Club House Road, Chennai 600 002, or by E-mail to investor@cameoindia.com.
6. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is providing members facility to exercise their right to vote at the 18th Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting, through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Select "RAMCO SYSTEMS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login).
- (v) 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. If you are a first time user follow the steps given in points (vi) and (vii).
- (vi) Fill up the following details in the appropriate boxes:

For Members holding shares both in Demat and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

*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 sequence number (Sequence number has been provided as Serial number in the address label and / or in the E-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository and Company please enter the Member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
 - (viii) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
 - (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on the EVSN for Ramco Systems Limited.
 - (xi) 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.
 - (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - (xiii) 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.
 - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
 - (xvii) Additional instructions for non-individual shareholders and custodians
 - a. Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and custodians voting for the first time are required to log on to www.evotingindia.com and register themselves as corporates. Corporates and custodians already registered with CDSL should use their existing login details.
 - b. After registering online, scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. The admin login details will be sent by CDSL. After receiving these details, create a compliance user. The compliance user would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- IV. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- V. 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).
- VI. The remote e-voting period begins at 9.00 a.m. on Monday, the 3rd August 2015 and ends at 5.00 p.m. on Wednesday, the 5th August 2015. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz. Thursday, 30th July 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 30th July 2015.

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- VIII. Shri K Srinivasan, Chartered Accountant (Membership No:21510), Partner, M/s. M S Jagannathan & N.Krishnaswami, Chartered Accountants has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IX. The Chairman shall, at the General Meeting, 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 or polling paper or by using an electronic voting system for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.
- X. The scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, 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 make, with in 48 hours of the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
- XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ramco.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be displayed on the notice-board at the registered office and immediately forwarded to the stock exchanges where the Company's shares are listed.

By Order of the Board,
For RAMCO SYSTEMS LIMITED

Place : Chennai
Date : 29th May 2015

P R RAMASUBRAHMANEYA RAJHA
CHAIRMAN

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No.4

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee had appointed Smt. Soundara Kumar as an Additional Director on 27th March 2015, under Non-Executive Independent Director category.

Smt. Soundara Kumar (DIN:01974515), holds a bachelor's degree in Science and is a Certified Associate of the Indian Institute of Banking and Finance (CAIIB). Smt. Soundara Kumar is a Director of ARCIL (Asset Reconstruction Company (India) Ltd) since 26th November 2012 and is its non - Executive Chairperson from 5th December 2012, as a nominee of State Bank of India. She has 39 years of experience in SBI in various capacities from 1975 to 2014.

In terms of Section 161(1) of the Companies Act, 2013, Smt. Soundara Kumar holds office as Additional Director up to the date of the forthcoming Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a member signifying his intention to propose the appointment of Smt. Soundara Kumar as a Director.

Smt. Soundara Kumar is proposed to be appointed as an Independent Director for 5 consecutive years from the date of her appointment. She has furnished a declaration pursuant to section 149(6) of the Companies Act, 2013 that she meets the criteria of independence and is hence eligible for appointment as an Independent Director. In the opinion of the Board, Smt. Soundara Kumar fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management.

The Board of Directors is of the opinion that her vast knowledge and experience will be of great value to the Company and hence recommends the Resolution for your approval.

She is a director in the following other Companies:-

SI. No.	Names of the entities	SI. No.	Names of the entities
1	Asset Reconstruction Company (India) Limited	4	Sundaram BNP Paribas Fund Services Limited
2	Religare Finvest Limited	5	Shanthi Gears Limited
3	Orchid Chemicals & Pharmaceuticals Limited	6	Religare Housing Development Finance Corporation Limited

She is a Member in the following Committees:

Name of the Company	Name of the Committee	Position
Asset Reconstruction Company (India) Limited	CSR Committee	Chairman
	Nomination & Remuneration Committee	Member
Religare Finvest Limited	Nomination & Remuneration Committee	Member
	Audit Committee	
Religare Housing Development Finance Corporation Limited	Nomination & Remuneration Committee	Member
	Audit Committee	
Sundaram BNP Paribas Fund Services Limited	Nomination & Remuneration Committee	Chairman
	Audit Committee	Member
Shanthi Gears Limited	Audit Committee	Member

She does not hold any share in the Company.

A copy of the letter of appointment issued to Smt. Soundara Kumar would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Disclosure of Interest:

Except Smt. Soundara Kumar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested financially or otherwise in the Resolution. The Notice and this Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Item No.5

Shri A V Dharmakrishnan, 58 years, Non- Executive Director and Non- Independent Director, is a member of Institute of Chartered Accountants of India and qualified as a Chartered Accountant in the year 1980. Shri A V Dharmakrishnan has about 35 years of professional experience. He is currently the Chief Executive Officer of The Ramco Cements Limited (TRCL) and has been associated with TRCL for 33 years since May 1982. He has been on our Board since 31st January 2008. Considering his contribution to the Company, the Compensation Committee of the Company had granted stock options to him under various Employee Stock Option Scheme of the Company from time to time and the total stock options granted to him is 1,66,966. Out of the same, 91,966 stock options had been already vested. The stock options granted to him on various occasions is as given below:

Sl. No	Date of the Compensation Committee Meeting	No of options granted	Terms and Conditions
1	27 th October 2009	20,000 (Revised to 20,983 options due to Rights Issue)	20,000 options (revised to 20,983 options due to Rights Issue) was granted under ESOS 2009 - Plan A at an exercise price of Rs. 98/- (re-priced to Rs.93/- due to Rights Issue) per share as per SEBI guidelines with a vesting period of 3 years and an exercise period of 10 years from the date of vesting of the final lot, i.e. 25 th October 2022
2	22 nd December 2011	20,000 (Revised to 20,983 options due to Rights Issue)	20,000 options revised to 20,983 options due to Rights Issue) was granted under ESOS 2009 - Plan A at an exercise price of Rs. 61/- (re-priced to Rs.58/- due to Rights Issue) per share as per SEBI guidelines with a vesting period of 3 years and an exercise period of 10 years from the date of vesting of the final lot, i.e. 21 st December 2024
3	17 th May 2012	45,000	20,000 options was granted under ESOS 2009- Plan A and 25,000 options under ESOS 2009– Plan B at an exercise price of Rs.10/- per share as per SEBI guidelines with a vesting period of 1 year and an exercise period of 10 years from the date of vesting of the final lot, i.e. 16 th May 2023
4	31 st May 2013	5,000	5,000 options was granted under ESOS 2009 - Plan A at an exercise price of Rs. 10/- per share as per SEBI guidelines with a vesting period of 1 year and an exercise period of 10 years from the date of vesting of the final lot, i.e. 30 th May 2024
5	8 th August 2014	18,750	18,750 options was granted under ESOS 2009 – Plan B at an exercise price of Rs. 10/- per share as per SEBI guidelines with a vesting period of 3 years and an exercise period of 10 years from the date of vesting of the final lot, i.e. 7 th August, 2027
6	8 th August 2014	37,500	37,500 options was granted under ESOS 2013 at an exercise price of Rs. 155/- per share as per SEBI guidelines with a vesting period of 3 years and an exercise period of 10 years from the date of vesting of the final lot, i.e. 7 th August 2027
7	8 th August, 2014	18,750	18,750 options was granted under ESOS 2013 at an exercise price of Rs. 356/- per share as per SEBI guidelines with a vesting period of 3 year and an exercise period of 10 years from the date of vesting of the final lot, i.e. 7 th August, 2027

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Under section 2(78) of the Companies Act, 2013, “remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites under the Income-tax Act, 1961. In accordance with section 17(2) of the Income tax Act, 1961, the difference between the market price of the securities on the date on which the stock option is exercised and the price at which the stock options were granted is considered as perquisite. Hence, the value of perquisite if any arising at the time of exercise of the stock options by Shri A V Dharmakrishnan would amount to remuneration and if it exceeds the limit specified under Section 197(1) of the Companies Act 2013, the same would require approval of the Central Government. The Board of Directors recommends the Resolution for your approval.

Disclosure of Interest:

None of the Directors and Key Managerial Personnel and their relatives except Shri A V Dharmakrishnan is concerned or interested financially or otherwise in the Resolution.

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING:

As per the provisions of Section 152 of the Companies Act, 2013, Shri A V Dharmakrishnan, Director, retire by rotation and is seeking re-election at the ensuing Annual General Meeting.

In terms of Clause 49 of the Listing Agreement, the following information is provided in respect of Shri A V Dharmakrishnan:

Shri A V Dharmakrishnan, 58 years, Non- Executive Director and Non- Independent Director, is a member of Institute of Chartered Accountants of India and qualified as a chartered accountant in the year 1980. Shri A V Dharmakrishnan has about 35 years of professional experience. He is currently the Chief Executive Officer of The Ramco Cements Limited (TRCL) and has been associated with TRCL for 33 years since May 1982. He has been on our Board since 31st January 2008.

He is a Director on the Board of the following other Companies:

SI.No.	Names of the Entities	Nature of Interest	SI.No.	Names of the Entities	Nature of Interest
1	Rajapalayam Mills Limited	Director	4	Madurai Trans Carrier Limited	Director
2	Ontime Industrial Services Limited	Director	5	Shri Harini Media Limited	Director
3	Ramco Windfarms Limited	Director			

List of Committees in which he is a Chairman / member:

Name of the Company	Name of the Committee	Position
Ramco Systems Limited	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Stakeholders Relationship Committee	Member
	Fund Raising Committee	Member
Rajapalayam Mills Limited	Audit Committee	Member
	Nomination & Remuneration Committee	Member
Shri Harini Media Limited	Audit Committee	Member
	Compensation Committee	Member
	Nomination & Remuneration Committee	Member

Shri A V Dharmakrishnan holds 3,726 equity shares in the Company.

Disclosure of Interest:

None of the Directors and Key Managerial Personnel and their relatives except Shri A V Dharmakrishnan is concerned or interested financially or otherwise in the Resolution.

By Order of the Board,
For RAMCO SYSTEMS LIMITED

Place : Chennai
Date : 29th May 2015

P R RAMASUBRAHMANEYA RAJHA
CHAIRMAN

RAMCO SYSTEMS LIMITED

REGISTERED OFFICE: 47, P.S.K NAGAR, RAJAPALAYAM - 626 108.
 CORPORATE OFFICE: 64, SARDAR PATEL ROAD, TARAMANI, CHENNAI - 600 113.
 CIN: L72300TN1997PLC037550, Website : www.ramco.com
 PHONE : +91 44 2235 4510 / 3090 4000, Fax : +91 44 2235 2884

PROXY FORM

Name of the Member(s) :
 Registered address :
 E-mail ID :
 Folio No/DP ID - Client ID :

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
2. Name : Address :
 E-mail Id : Signature :, or failing him
3. Name : Address :
 E-mail Id : Signature :

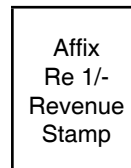
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Thursday, the 6th August 2015 at 11.45 AM at P.A.C.R. Centenary Community Hall, Sudarsan Gardens, P.A.C. Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
Ordinary Business	
1	Adoption of Financial Statements for the year ended 31 st March 2015
2	Appointment of director in the place of Shri A V Dharmakrishnan (DIN: 00693181), who retires by rotation and being eligible, offers himself for re-appointment.
3	Ratifying the Appointment of M/s. CNGSN & Associates LLP, Chartered Accountants, as Auditors
Special Business	
4	Appointment of Smt. Soundara Kumar (DIN: 01974515) as Independent Director
5	Payment of remuneration to Shri A V Dharmakrishnan, Non-Executive Director

Signed this day of2015.

Signature of Shareholder

Signature of Proxy holder(s)



Member's Signature

Note: A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing a Proxy must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

