



RB PATEL GROUP LIMITED

NOTICE OF ANNUAL GENERAL MEETING OF RB PATEL GROUP LTD

NOTICE IS HEREBY GIVEN that the Annual General Meeting of RB Patel Group Ltd (the Company) will be held at Tower 11, Reserve Bank of Fiji, Pratt Street, Suva on Wednesday the 24th of October 2018 commencing at 4.30 pm to transact the following business;

(Explanatory Notes containing information in relation to each resolution item are included with this Notice.)

GENERAL BUSINESS

Item 1 Minutes of the Previous AGM Meeting held on 25th September 2017

To receive, consider and adopt the Minutes of the previous Annual General Meeting held on 25 September 2017 as a correct record of the meeting.

ORDINARY BUSINESS

Item 2 Consideration of Financial Statements:

To receive, consider and adopt the audited financial statements of the company for the financial year ending 30 June 2018 together with the reports of the Board of Directors and auditors thereon.

Item 3 Confirmation of Interim Dividend Declarations

To confirm declarations made during the financial year of Interim Dividends of 11 cents and 5 cents per ordinary share, on 31 July 2017 and 31 January 2018 respectively.

Item 4 Election of Directors

To consider and if thought fit, to pass the following resolutions as ordinary resolutions:

“RESOLVED THAT Mr Nouzab Fareed, director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.”

“RESOLVED THAT Mr Malakai Naiyaga, director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, is re-elected as a director of the Company.”

Item 5 Appointment of Auditors

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the Articles of Association of the Company M/s BDO, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.”

Special Business

Any other business for which the required notice has been provided.

By order of the Board of Directors



Deepak Rathod

Company Secretary

1 October 2018

NOTES:

1. A member who is unable to attend the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf.
2. The proxy need not be a member of the Company.
3. A proxy form is enclosed with this notice of meeting. To be effective the form must reach the registered office of the Company not less than 48 hours before the time of the meeting.

Explanatory Notes to AGM Notice

This Explanatory Notes are intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting (AGM).

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The following information should be noted in respect of the various matters contained in the Notice of Meeting.

Item 1 Adoption of Minutes of the last AGM

The minutes of the AGM held on 25 September 2017 require to be received, considered and adopted by the members present as a correct record of the proceedings of the meeting.

Item 2 Consideration of Financial Statements

As required by Section 401 of the Companies Act 2015, the Financial Report, the Director's Report and the Auditor's Report of the Company for the recently completed financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company, however, there will be no formal resolution put to the meeting.

Item 3 Confirmation of Interim Dividend or Declaration of Final Dividend:

The interim dividends of 11 cents and 5 cents per ordinary share, declared by the company, during the financial year ended 30 June 2018, be ratified by the shareholders of the company.

Item 4 Election of Directors

The Board proposes that Messrs Nouzab Fareed and Malakai Naiyaga be re-appointed as directors of the company. The Board considers that each nominee possesses attributes necessary for the development of the company.

(a) Mr Nouzab Fareed

Mr Fareed is the Chief Executive Officer for the FHL Group of companies and is a Chartered Accountant member of the Fiji Institute of Accountants and a Fellow of CPA Australia. He has over 28 years of Corporate Finance and Investment Banking experience and has received executive training from Harvard Business School, Australian Graduate School of Management, Graduate Business School of Auckland, Asian Productivity Organisation and AOTS (Japan). He holds directorships of FHL subsidiaries.

(b) Mr Malakai Naiyaga

Mr Naiyaga is the Managing Director of BSP Life (Fiji) Ltd and holds a Bachelor of Arts degree from the University of the South Pacific and is a Chartered Accountant member of the Fiji Institute of Accountants. He has held various executive positions in the former Colonial Fiji Group in Fiji, Australia and Indonesia. Mr Naiyaga has extensive Corporate Finance and Investment Management experience and holds a Post Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia and a Bank Indonesia Risk Management Certification (BSMR) Level 5. He holds directorships in BSP Life companies including Richmond Limited (owners of Sofitel Fiji Resort & Spa on Denarau).

Item 5 Re-Appointment of Auditors

The Board proposes to re-appoint the retiring Auditors in accordance with the Clause 98 of Articles of Association of the Company, to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors M/s. BDO, Chartered Accountants, being eligible, offer themselves for appointment.



PROXY FORM

RB PATEL GROUP LIMITED

Company Secretary
RB Patel Group Limited
GPO Box 943
Suva

I/ We.....
of.....
being a member of RB Patel Group Limited
hereby appoint.....
of

or failing this the Chairperson of the meeting has my /our proxy to vote for me /our behalf at the annual general meeting of the company to be held on Wednesday the 24th of October 2018 and at the Tower 11, Reserve Bank of Fiji, Pratt Street, Suva and any adjournment thereof.

As witnessed to my / our hand(s) this day of 2018.

Name of member.....

Signature of member.....

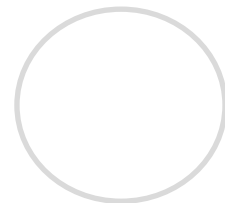
Name of witness.....

Signature of witness

For Companies:

.....
Director

.....
Director/Company Secretary



Company Seal

In the case of a body corporate, this form should be under its Seal and be signed by the appropriate officers or an attorney duly authorized by it.

The completed form can be faxed to 3340087, scanned and emailed to drathod@rbpatel.com.fj, delivered to our registered office or posted to PO Box 943, Suva.

The duly completed proxy should **reach** the company's registered office at RB Patel CentrePoint, Ratu Dovi Road, Nasinu by **4.00 pm on Monday 22nd of October 2018** i.e. 48 hours (2 business days) before the time for holding the Annual General Meeting.

Voting on business at the General Meeting

Resolution No.	Resolutions	For	Against	Abstain
	General Business			
1	To receive, consider and adopt the Minutes of the previous Annual General meeting held on 25 September 2017 as correct record of the proceedings of the meeting.			
	Ordinary Business			
2	To adopt the Audited Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income together with the Directors' Report, Declaration by Directors, Declaration by Independent Auditors and the Independent Auditors' Report thereon and the declaration of dividends for the year ended 30 June 2018.			
3	Confirmation of interim dividends declared by the directors during the financial year.			
4	Re-election of Mr Nouzab Fareed as director			
	Re-election of Mr Malakai Naiyaga as director			
5	Appointment of BDO, Chartered Accountants, as auditors of the company for the ensuing year and that the Board be authorized to fix their remuneration.			

Please note:

1. If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.
2. A member may direct a proxy how to vote by marking one of the boxes opposite each item of business.
3. Where a box is not marked, the proxy may vote as they choose.
4. Where more than one box is marked on an item the vote will be invalid on that item. However, in case of a vote by show of hands only one proxy shall be entitled to vote.

PROCEDURE FOR VOTING ON A POLL

General Requirements of Voting on a Poll

1) When a Poll is effectively demanded

- a) At a meeting of a Company's Members, a poll shall be demanded by –
 - i) At least 5 members entitled to vote on the resolution:
 - ii) Members with at least 5% of the votes that shall be cast on the resolution on a poll: or
 - iii) The chair.
- b) At a meeting a Poll may be demanded –
 - i) Before a vote is taken:
 - ii) Before the voting results on a show of hands are declared: or
 - iii) Immediately after the voting results on a show of hands are declared.

2) When and How Polls must be taken

- a) A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner, the chair directs.
- b) A poll on the election of a chair or on the question of an adjournment must be taken immediately.
- c) In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a casting vote.

Voting Process

