



# **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 18<sup>th</sup> of November 2020 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 held on 17<sup>th</sup> October 2019**

To receive, consider and adopt the Minutes of the previous Annual General Meeting held on 17 October 2019 as a correct record of the meeting.

#### **ORDINARY BUSINESS**

##### **Item 2 Consideration of Financial Statements:**

To receive and consider the audited financial statements of the company for the financial year ending 30 June 2020 together with the reports of the Board of Directors and auditors thereon.

##### **Item 3 Confirmation of Interim Dividend Declarations**

To confirm declarations made by the directors during the financial year of Interim Dividends of 2.6 cents and 1.4 cents per ordinary share, on 1 August 2019 and 23 January 2020 respectively.

##### **Item 4 Election of Directors**

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

“**RESOLVED THAT** Mr Michael Nacola, director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, be is hereby re-appointed as a director of the Company.”

“**RESOLVED THAT** pursuant to Article 53 of the Articles of Association of the Company Mr Yogesh J Karan, who was appointed to fill in the casual vacancy caused by resignations in January 2020 and whose term of office expires at the ensuing AGM, and being eligible, be and is hereby re-appointed as a Director of the Company.”

“**RESOLVED THAT** pursuant to Article 53 of the Articles of Association of the Company Mr Abilash Ram, who was appointed to fill in the casual vacancy caused by resignations in January 2020 and whose term of office expires at the ensuing AGM, and being eligible, be and is hereby re-appointed 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 appoint 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 transacted at an AGM is special business.

By order of the Board of Directors



Deepak Rathod

**Company Secretary**

27 October 2020

#### **NOTES TO NOTICE:**

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.
4. That a member who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

## **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 17 October 2019 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.

Questions that cannot be answered at the AGM will be addressed through a market announcement by the Company within a reasonable timeframe.

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

The interim dividends of 2.6 cents and 1.4 cents per ordinary share, declared by the company, during the financial year ended 30 June 2020, be ratified by the shareholders of the company.

### **Item 4 Election of Directors**

The Board proposes that M/s Michael Nacola, Yogesh J Karan and Abilash Ram 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 Michael Nacola**

Mr. Nacola is the Managing Director of BSP Life Fiji Ltd and holds a Master of Management Studies majoring in International Business from University of Waikato, New Zealand. He has held executive positions in Air Pacific Ltd and BSP Life. He is a former board member of Tourism Fiji and South Pacific Tourism Organisation. He currently holds directorships in a number of BSP Life investment companies.

#### **(b) Mr Yogesh J Karan**

Mr. Karan is currently the Permanent Secretary to the Office of the Prime Minister, Sugar Industry and Immigration. He holds a Master's Degree in Management, Graduate Certificate in HRM, Advanced Diploma in Quality Management, Diploma in Civil Engineering, Cert. IV in Business Excellence Evaluation from respective Universities in Australia and other professional qualifications from International Institutions. He was the former High Commissioner to India, Non-Accredited Ambassador to SAARC Countries and Fiji's Rep on the Colombo Plan Secretariat. He is a director of Fijian Holdings Ltd and a member of the many professional bodies including the Australian Institute of Company Directors.

#### **(c) Mr Abilash Ram**

Mr. Abilash Ram was recently appointed Acting Chief Executive Officer of Fijian Holdings Ltd. He is also the Chief Financial Officer of FHL for the last 4 years and has worked for its finance divisions throughout the group in various capacities. He holds a Bachelor of Arts degree from the University of South Pacific and is a Chartered Accountant by profession. He is a member of the Fiji Institute of Accountants, CPA Australia, Institute of Internal Auditors and the Australian Institute of Company Directors.

**Item 5 Appointment of Auditors**

The Board proposes to recommend 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.

In observance of company policy, the Company has advertised the selection of an auditor to be recommended to shareholders at the AGM. As the process is still underway at the time of this AGM Notice is being delivered, such recommendation shall be made to shareholders at the AGM.



**PROXY FORM**  
(Pursuant to s 157 & 158 of Companies Act 2015)

**RB PATEL GROUP LIMITED**

Name of Member: .....
Registered Address: .....
SIN: .....

I/We being the member(s) who own .....ordinary shares of the above named Company, hereby appoint:

1. Name: .....  
Of: ..... or failing that;
2. Name: .....  
Of: .....

as my /our proxy to attend and vote on a show of hands and poll on my/our behalf at the Annual General Meeting (AGM) of the Company to be held on **Wednesday the 18<sup>th</sup> of November 2020 at 4.30pm at Tower 11, Reserve Bank of Fiji, Pratt Street, Suva** and any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	<b>General Business</b>			
1.	Minutes of previous AGM			
	<b>Ordinary Business</b>			
2.	Consideration of Financial Statements:			
3.	Confirmation of Interim Dividends			
4.	Election of Directors			
	a. Michael Nacola			
	b. Yogesh J Karan			
	c. Abilash Ram			
5.	Appointment of Auditors			

Signed this ..... day of ..... 2020.

Signature of member.....

Notes to Proxy Form:

1. \*It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For'/'Against'/'Abstain' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
3. If a representative of the corporation is to attend the meeting an "Appointment of Corporate Representative" form should be filled in. If the Corporate Representative wishes to appoint a Proxy, then a Proxy Form must be duly filled in and both forms should be forwarded to the company.
4. This Proxy Form must be received by the Company at **RB CentrePoint, Ratu Dovi Road, Nasinu, or Fax to 3340087 or email address [drathod@rbpatel.com.fj](mailto:drathod@rbpatel.com.fj) before the close of business (4.30pm) on Monday 16 November 2020**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.



## APPOINTMENT OF CORPORATE REPRESENTATIVE

[Pursuant to s 160 of Companies Act, 2015]

**This form may be used by a company or other body corporate which is a security holder or which has been appointed as a proxy by a security holder.**

*Insert the name of the body corporate making the appointment*

Hereby appoints

*Insert the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's powers at any one time.*

to act as its representative at  all meetings **OR**  the meeting to be held on **Wednesday the 18<sup>th</sup> of November 2020 at 4.30pm at Tower 11, Reserve Bank of Fiji, Pratt Street, Suva,**

Of

**RB PATEL GROUP LIMITED**

*Insert the name of the company holding the meeting*

### SIGNATURES- THIS MUST BE COMPLETED

Common Seal  
(if applicable)

*Director*

*Sole director & Sole Secretary*

*Director /Company Secretary*

*Date*

### Information

In order to be effective, the form must be received by **RB Patel Group Limited at least 48 hours before the meeting i.e. before the close of business on Monday 16 November 2020.** The original of the form will be retained by the company.

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's members, creditors or debenture holders. The appointment may be by reference to a position held provided that the appointment identifies the position.

The appointment must be executed in accordance with the body corporate's Articles of Association and (if applicable) section 53 of the Companies Act, 2015. An appointment may be a standing one, which will continue until revoked.

If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.

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## **PROCEDURE FOR VOTING ON A POLL**

The procedure for voting on a Poll given below must be read together with the Articles of Association of the Company. In case of inconsistency between this Annexure and the Articles of Association of the Company, the Articles of Association shall prevail.

### **General Requirements of Voting on a Poll**

#### **1. When a Poll is effectively demanded**

1.1. At a meeting of a Company's Members, a poll shall be demanded by –

- a. At least 5 members entitled to vote on the resolution:
- b. Members with at least 5% of the votes that shall be cast on the resolution on a poll: or
- c. The chair.

Explanation: Fewer number of members or members with lesser percentage of shares may demand a poll if provided in the Articles. Please read Clause 1.1 in accordance with the Articles of Association of your Company.

1.2. At a meeting a Poll may be demanded –

- a. Before a vote is taken:
- b. Before the voting results on a show of hands are declared: or
- c. Immediately after the voting results on a show of hands are declared.

The percentage of votes that Members have is to be worked out as at the midnight before the poll is demanded.

#### **2. When and How Polls must be taken**

- 2.1. 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.
- 2.2. A poll on the election of a chair or on the question of an adjournment must be taken immediately.

#### **3. Appointment of Scrutineer**

- 3.1. The SPX may, if it considers appropriate, direct a listed entity to appoint an independent person as a Scrutineer, to decide the validity of votes cast at a general meeting. The Scrutineer shall provide a Report on the Results of Voting as prescribed in Annexure M.

#### **4. Explaining Procedure on Voting on a Poll to Shareholders**

For the benefit of the shareholders, SPX believes that if one or more resolutions at the general meeting would be voted through poll, it is important that shareholders are informed about the procedures on how voting would be carried out. As such, listed companies would be required to circulate this Annexure at the general meeting should voting by poll be demanded. The procedure on voting should also be explained by the Chairman of the general meeting.

## Voting Process on a Poll

