Whirlpool of India Limited

CIN- L29191PN1960PLC020063

Regd. Office- A-4, MIDC, Ranjangaon, Taluka- Shirur, Pune-412220

www.whirlpoolindia.com

Tel no :- 02138-660100, Fax no: 02138-232376 Email: investor contact@whirlpool.com

NOTICE

Notice is hereby given that the Fifty Sixth Annual General Meeting of the members of Whirlpool of India Limited will be held on Monday, 18th September, 2017 at 11.00 A.M. at the registered office of the company at Plot No. A-4, MIDC, Ranjangaon, Taluka- Shirur, Pune - 412220 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2. To declare final dividend of INR 3 per share for the financial year ended 31st March, 2017.
- 3. To re-appoint Mr. Anil Berera (DIN: 00306485) as Director, who retires by rotation and being eligible, offers himself for reappointment.
- 4. To appointment Statutory Auditors of the Company and fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, MZSK & Associates (Firm Registration Number: 105047W), Chartered Accountants, be appointed as statutory auditors of the Company, in place of retiring auditors M/s. S. R. Batliboi & Co. LLP (Firm registration No. - 301003E/E300005), Chartered Accountants, to hold office from the conclusion of this 56th Annual General Meeting (AGM) until the conclusion of the 61st AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

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

Ratification of remuneration of Cost Auditors

"RESOLVED THAT pursuant to provisions of section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s R. J. Goel & Co., Cost accountants (Firm Registration No. 000026) appointed as cost auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for its manufacturing units located at Faridabad, Ranjangaon and Puducherry for the financial year ending 31st March, 2018 be paid a remuneration of INR 3.5 Lacs plus service tax as applicable."

By Order of the Board

Place: Gurgaon, Haryana
Roopali Singh
Date: May 16, 2017
Company Secretary

IMPORTANT NOTES:

- 1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- 2. Register of Members and Share Transfer Books will remain closed from 12th September, 2017 to 18th September, 2017 (both days inclusive) for the purpose of AGM and to determine entitlement of dividend on equity shares. The dividend will be paid to those shareholders, whose name appears on the 'Register of Members' of the Company as at the end of business hours on 11th September, 2017. The dividend, as recommended by the Board of Directors and if declared at the Annual General Meeting, will be paid within the specified time limit.
- 3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY/ PROXIES MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.
- 4. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as may be applicable.



- 5. Members are requested to note that pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than 10% of the Share Capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or share holder.
- 6. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, a route map showing directions to reach the venue of the AGM and attendance slip along with proxy form is annexed to this Notice.
- 7. Members holding shares in electronics form should get their email id's updated with their respective Depository Participants so that they can get the copies of correspondence etc. sent by the Company via email.
- 8. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in demat mode are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Transfer Agents.
- 9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 10. Electronic copy of the Annual Report & the Notice of the 56th Annual General Meeting (AGM) 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 the members whose email IDs are registered with the Company/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report & the Notice of the 56th 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 in the permitted mode.
- 11. Members may also note that the Notice of the 56th Annual General Meeting and the Annual Report will also be available on the Company's website www.whirlpoolindia.com the physical copies of the aforesaid documents will also be available at the Company's Registered Office as well as Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor_contact@ whirlpool.com.
- 12. Shareholders are requested to address all correspondence relating to their shareholding to the Company's Registrars and Share Transfer Agents, Link Intime India Pvt. Ltd. at the following address:-

Link Intime India Private Limited,

Narang Tower 44, Community Centre, Naraina Industrial area, Phase - I,

New Delhi-110028

Tel. No. 91-11-41410- 592, 593, 594, Email: delhi@linkintime.co.in

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189, Register of Member and any other documents as required to be made available, will be made available for inspection by Members of the Company at the venue of the meeting.

14. Voting through electronic means:

A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting through electronic means to its members. Members of the Company can transact all the items of the businesses with the facility of voting through electronic means as contained in the notice of the meeting through e-Voting Services provided by Central Depository (Services) India Limited (CDSL).

The facility for voting, either through electronic voting system or ballot or polling paper shall 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.

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 Company has appointed Mr. Sanjay Grover, Practicing Company Secretary, who in the opinion of the Company is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. 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, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the 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 shall declare the result of the voting forthwith.

The cut-off date i.e. date not earlier than seven days before the date of general meeting for determining the eligibility to vote by electronic means or in the general meeting shall be 11th September, 2017.

A member 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 in the general meeting and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins at 09:00 A.M. on 15th September, 2017 and will end at 05:00 P.M. on 17th September, 2017. 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) of 11th, September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form 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)					
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Covering Letter/Postal Ballot / Attendance Slip indicated in the PAN field sent along with the Annual Report.					
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your					
OR Date of Birth (DOB)	demat account or in the company records in order to login.					
	• If both the details are not recorded with the depository or company please enter the member					
	id / folio number in the Dividend Bank details field as mentioned in instruction (iv).					

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat 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 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- (xi) Click on the EVSN of WHIRLPOOL OF INDIA LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii)If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii)In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2016-17, the Notice of the 56th AGM of the Company along with Admission Slip and Proxy Form are being sent to all the Members



- whose email addresses are registered/ available with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.
- (xix) 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 i.e., 11th September, 2017 and who has not cast vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.
- (xx) 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. 11th September, 2017 may follow the same instruction as mentioned above for remote e-voting.
- (xxi) Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- (xxii) Members are requested to immediately notify any change in their address either to the Company or its Registrar & Share Transfer Agents. In case the shares are held in dematerialised form, this information should be sent by the Members to their respective depository participants. Members are requested to quote their folio numbers / DP-ID and Client-ID numbers in their correspondence with the Company.
- (xxiii) In case of change in residential status of Non-Resident Indian Shareholders, the same should be immediately informed to the Registrar & Share Transfer Agents of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.
- (xxiv)In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
- (xxv)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. Apple and Windows phone users can download the app from the App Store and Windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xxvi)Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxxii)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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. In the event, the draft resolution is assented to by the requisite majority of Members by means of electronic voting, the date of declaration of result shall be deemed to be the date of passing of the said resolution at the Annual General Meeting.
- C. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 11th September, 2017. Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent.
- D. The Results declared along e-voting with the Scrutinizer's Report shall be placed on the Company's website www.whirlpoolindia. com and on the website of CDSL immediately after the result declared by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. National Stock Exchange of India (NSE) and BSE Limited.
- 15. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, following information is being furnished about the aforesaid directors proposed to be re-appointed:
 - In terms of Section 152 of the Companies Act, 2013, Mr. Anil Berera (DIN 00306485), shall retire by rotation at the 56th Annual General Meeting and being eligible, offers himself for re-appointment. He was re-appointed as Executive Director & Chief Financial Officer of the Company for a period of for a period of five years w.e.f. 3rd November 2014 by the shareholders at its Annual General Meeting held on 1st September, 2015. He is on the Board of the company since 3rd November, 2011.

Mr. Anil Berera aged about 57 years (Date of Birth 29-12-1959) is a Bachelor in commerce and Chartered Accountant with over 33 years of rich working experience in finance, accounts, treasury, taxation and general management.

He has extensive experience in the development and implementation of Strategic Business plans. He has held several key positions in many organizations including Price Water House Coopers, Gillette and Becton Dickinson.

He does not hold directorship in any other Indian company. He does not hold any shares in the company and is not related to any director of the Company. He attended all four board meeting during financial year 2016-17.

Except Mr. Anil Berera, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 3.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE OMPANIES ACT, 2013

Item No. 4

Though not mandatory, this statement is provided for reference.

As per provisions of Companies Act 2013 (S-139), Statutory Auditors of the Company can be appointed only for a five-year term which needs to be ratified annually at the Annual General Meeting. Further the Act provides that listed entities/ certain prescribed classes of companies cannot appoint or re-appoint an audit firm for more than two consecutive terms of five years each. The said term of the Auditors is to be calculated with retrospective effect. Further the Act also provided a three year grace period ie from 1st April, 2014 to 1st April, 2017 for effecting the change in auditors in line with the new regulation if the existing statutory auditors had already completed two terms of five consecutive years.

The ministry has subsequently clarified that the companies should ensure compliance of the new provisions of Section 139 within a period which shall not be later than the date of the first annual general meeting of the company held after 1 April, 2017.

M/s S. R. Batliboi & Co. LLP (Firm registration No. - 301003E/E300005). LLP, Chartered Accountants have been holding the office of statutory auditors of Whirlpool of India Limited since 1995 and thus they have already completed two terms of five consecutive years. The present statutory auditors hold office till the conclusion of this AGM and hence, would retire at the conclusion of the said meeting and would not be eligible for reappointment.

Accordingly, as per the said requirements of the Act, MZSK & Associates (Firm Registration Number: 105047W), Chartered Accountants are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of 56th AGM till the conclusion of the 61st AGM, subject to ratification by members every year, as may be applicable.

M/s. MZSK & Associates (Firm Registration Number: 105047W), Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

Item No. 5

Board of Directors of the company, on the recommendation of Audit Committee, at its meeting held on 16th May, 2017 approved re-appointment of M/s R. J. Goel & Co, Cost Accountants (Firm Registration No. 000026) as Cost Auditor of the Company to audit the cost records maintained by the Company for its manufacturing units located at Faridabad, Ranjangaon and Puducherry, for the financial year ending 31st March, 2018 on a remuneration of INR 3.5 Lacs excluding applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 5. The Board recommends this resolution for the approval of shareholders as ordinary resolution.

By Order of the Board For Whirpool of India Limited

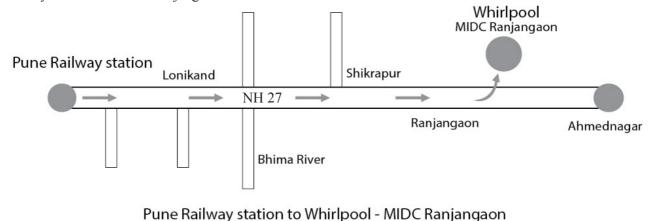
Place: Gurgaon, Haryana Roopali Singh
Date: May 16, 2017 Company Secretary

NOTES	

Route map of the 56th AGM venue is as follows:

Directions:

Shareholders can reach at the venue via Pune - Ahemdnagar - Shirdi Highway. It's about 55 Kms from Pune Railway Station and near Ranjangaon Police Station.



ATTENDANCE SLIP

55.3Km

WHIRLPOOL OF INDIA LIMITED

CIN: L29191PN1960PLC020063

Registered Office- A-4, MIDC, Ranjangaon, Taluka-Shirur, Pune – 412220

Tel No.: 02138-660100, Fax No.: 02138-232376

Email: <u>Investor_contact@whirlpool.com</u> | <u>www.whirlpoolindia.com</u> | <u>56th Annual General Meeting – Monday</u>, 18th September, 2017

Registered Pollo IIo. / DI IID IIo. / Chefit IID IIo												
Numl	per of	Shar	es hel	d								

I certify that I am a member / proxy for the member of the Company.

Pagistared Folio no / DD ID no / Client ID no

I hereby record my presence at the 56th Annual General Meeting of the Company, to be held on Monday, 18th September, 2017, at 11:00 a.m., at the registered office of the company at Plot No. A-4, MIDC, Ranjangaon, Taluka- Shirur, Pune – 412220, India.

Name of the member / proxy (in BLOCK letters)

Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.





PROXY FORM

Form no.- MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Whirlpool of India Limited

CIN: L29191PN1960PLC020063

Registered Office- A-4, MIDC, Ranjangaon, Taluka-Shirur, Pune – 412220

Tel No.: 02138-660100, Fax No.: 02138-232376

Email:investor_contact@whirlpool.com | www.whirlpoolindia.com 56th Annual General Meeting Monday, 18th September, 2017

	e of the member(s)				
_	stered address				
Emai	o no. / Client ID				
DP II					
	l .	a Limited helding showed horsely one			
		a Limited holding shares hereby app			
		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:			
	r, Pune – 412220, India and at any adjourn o. Resolution	Vote (Option	Vote (Optional see Note 2) (Please mention no. of shares)		
			(Please mention	n no. of shares)	
			For	Against	
Ordi	inary Business			<u> </u>	
1	Adoption of Balance Sheet, Statement of Auditors for the financial year ended M	of Profit and Loss, Report of the Board of Directors are larch 31, 2017.	ıd		
2	Declaration of final dividend for the final	ancial year ended March 31, 2017.			
3	Re-appointment of Mr. Anil Berera, as I	Director who retires by rotation.			
4	Appointment of M/s MZSK & Associ Accountants, as Auditors from the conc				
Speci	ial Business				
5	Ratification of remuneration of M/s R. 000026) as Cost auditors for FY 2017-1	J. Goel & Co., Cost accountants (Firm Registration N 18 (Ordinary Resolution)	0.		
Signe	d this	day of	2017.	Affix Revenue	
Signat	ture of the member	Signature of the proxy holder(s)		stamp	

Notes:

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.

2. It is optional to indicate your preference. If you leave for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.