

AVENUE SUPERMARTS LIMITED  
CIN: U51900MH2000PLC126473

Regd. Office: Anjaneya CHS Limited, Orchard Avenue, Opp. Hiranandani Foundation School, Powai,  
Mumbai - 400 076

Tel No.: +91-22-40496500 Fax No.: +91-22-40496503 E-mail: info@dmartindia.com  
Website: www.dmartindia.com

## NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of the members of AVENUE SUPERMARTS LIMITED will be held on Thursday, 10<sup>th</sup> March, 2016, at 11.00 A.M at Anjaneya CHS Limited, Orchard Avenue, Opp. Hiranandani Foundation School, Powai, Mumbai - 400 076 to transact the following business:

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1. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

APPROVE INCREASE IN THE BORROWING LIMITS OF THE COMPANY FROM EXISTING RS. 1500 CRORE TO RS. 1800 CRORE:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any amendment, modification, variation or re-enactment thereof) and subject to the Articles of Association of the Company, to borrow, from time to time, such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; Provided that the total amount up to which monies may be borrowed by the Board of Directors of the Company and which shall remain outstanding at any given point of time shall not exceed Rs. 1800,00,00,000/- (Rupees Eighteen Hundred Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

2. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

APPROVE ISSUE OF SECURED, REDEEMABLE NON-CONVERTIBLE DEBENTURES UPTO RS. 600 CRORE ON PRIVATE PLACEMENT BASIS:

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Articles of Association of the Company, consent of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for Secured, Redeemable Non-Convertible Debentures in one or more series / tranches, aggregating to Rs. 600,00,00,000/- (Rupees Six Hundred Crores Only), on private placement, on such terms and conditions as the Board of Directors may determine from time to time, and consider proper and most beneficial to the Company including as to when the Debentures shall be issued, consideration of the issue, utilization of such issue proceeds and all other matters connected or incidental thereto.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary, proper and expedient to give effect to the above resolution.”

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

RE-APPOINTMENT OF MR. IGNATIUS NAVIL NORONHA AS MANAGING DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, if required, consent of Shareholders of the Company be and is hereby accorded for re-appointment of Mr. Ignatius Navil Noronha (DIN: 01787989) as Managing Director of the Company for a period of five years commencing from 1<sup>st</sup> February, 2016 upon such terms and conditions and remuneration as recommended by the Nomination and Remuneration Committee, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Mr. Ignatius Navil Noronha subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

By Order of the Board of Directors

Place: Mumbai  
Date: 10<sup>th</sup> February, 2016

Sd/-  
Ashu Gupta  
Company Secretary  
Membership No. 13449

Registered Office:  
Anjaneya CHS Limited, Orchard Avenue  
Opp. Hiranandani Foundation School,  
Powai, Mumbai – 400 076  
CIN: U51900MH2000PLC126473  
Tel No: 022-40496500 Fax: 022-40496503  
Website: [www.dmartindia.com](http://www.dmartindia.com) Email: [info@dmartindia.com](mailto:info@dmartindia.com)

NOTES:

1. 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. SUCH A PROXY/ PROXIES NEED NOT BE MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent, of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Extra-ordinary General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Queries proposed to be raised at the Extra-ordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Extra-ordinary General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
4. Members attending the Extra-ordinary General Meeting (EGM) of the Company are requested to hand over the enclosed Attendance Slip, duly filled in and signed in accordance with their specimen signatures registered with the Company for admission to the hall.
5. 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.
6. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
7. Members holding shares of the Company as on Thursday, 3<sup>rd</sup> March, 2016, shall be entitled to vote at the Extra-ordinary General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

8. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
9. Brief Profile of the Director proposed to be re-appointed as stipulated under the Secretarial Standard-2 ("SS-2") is provided herewith and forms part of the Notice of Extra-Ordinary General Meeting.
10. Information and other instructions relating to voting through electronic means:
  - a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed in this notice by electronic means and the business may be transacted through e-Voting Services, the said resolutions will not be decided on a show of hands at the EGM.
  - b. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Extra-ordinary General Meeting (EGM) ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
  - c. The facility for voting through ballot paper shall be made available at the EGM 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.
  - d. The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.
  - e. The members who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
  - f. The remote e-voting period commences on Monday, 7<sup>th</sup> March, 2016 (9:00 am) and ends on Wednesday, 9<sup>th</sup> March, 2016 (5:00 pm). During this period members of the Company, holding shares as on the cut-off date of Thursday, 3<sup>rd</sup> March, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked 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.

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 ID's are registered with the Company:
- i. Open email and open PDF File with your 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 Shareholders login
  - iv. Put user id and password / PIN noted in step (i) above. Click login.
  - v. Password change menu appears. Change the password / PIN with the 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 "Avenue Supermarts 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 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 [hsk@rathiandassociates.com](mailto:hsk@rathiandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of EGM and e-voting Form [for members whose email IDs are not registered with the Company or requesting physical copy] :
- i. Initial password is mentioned in the e-voting Form
  - ii. Please follow all steps from Sl. No (ii) to Sl. No (xii) above, to cast vote
- g. 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](http://www.evoting.nsd.com) or call on toll free no.: 1800-222- 990
- h. 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).

- i. The voting rights of the 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 Thursday, 3<sup>rd</sup> March, 2016.
- j. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 3<sup>rd</sup> March, 2016 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- k. If you forget your password, you can reset your password by using "Forget User Details / Password option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- l. A person, whose name is recorded in the register of members or in the register of beneficial owners as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- m. The Company has appointed Mr. Himanshu Kamdar, Partner of Rathi & Associates, Practicing Company secretaries, as the scrutinizer (the 'Scrutinizer') for conducting the voting and remote e-voting process for the Extra-ordinary General Meeting in a fair and transparent manner.
- n. The Chairman shall, at the EGM, at the end of discussion on the business matters 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 EGM but have not cast their votes by availing the remote e-voting facility.
- o. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman/Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- p. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.dmartindia.com](http://www.dmartindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman/Managing Director or a person authorized by him in writing.

11. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules, 2015.

By Order of the Board of Directors

Place: Mumbai

Date: 10<sup>th</sup> February, 2016

Sd/-

Ashu Gupta

Company Secretary

Membership No. 13449

Registered Office

Anjaneya CHS Limited, Orchard Avenue

Opp. Hiranandani Foundation School,

Powai, Mumbai – 400 076

CIN: U51900MH2000PLC126473

Tel No: 022-40496500 Fax: 022-40496503

Website: [www.dmartindia.com](http://www.dmartindia.com) Email: [info@dmartindia.com](mailto:info@dmartindia.com)



Item No. 1

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, notified by the Ministry of Corporate Affairs vide Notification dated 12<sup>th</sup> September 2013, the Board of Directors of the Company, in order to borrow loans (apart from temporary loans obtained from the Company's bankers in ordinary course of business) in excess of the aggregate of its paid up capital and free reserve requires approval from its Shareholders by way of Special Resolution.

Thus, in order to meet the growing funds requirement of the Company, it is necessary to facilitate the Board with the power to borrow funds from time to time to the tune of Rs. 1800,00,00,000/- (Rupees Eighteen Hundred Crore Only) by way of availing loans, as may be required.

In view of the same, empowered and authorized to arrange or fix the terms and conditions of all such borrowings, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary.

The proposal outlined above is in the interest of the Company and the Board recommends the Resolution No. 1 as set out in the accompanying Notice for your approval.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested financially or otherwise in the said resolution.

Item No. 2

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, inter alia, under Section 42 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for financing and to meet the future expansion plans of the Company, the Company may offer or invite subscription for Secured, Redeemable Non-Convertible Debentures, in one or more series / tranches on private placement.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Resolution No. 2 of the Notice. This resolution enables the Board of Directors of the Company to offer or invite

subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Extra-ordinary General Meeting.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the accompanying Notice for your approval.

None of the Promoters, Directors, Key Managerial Personnel of the Company and none of the relatives of Promoters, Directors and Key Managerial Personnel are deemed to be concerned or interested financially or otherwise in the said resolution.

### Item No. 3

Mr. Ignatius Navil Noronha, Managing Director of the Company was appointed vide special resolution passed by shareholders of the Company in their Meeting held on 1<sup>st</sup> February, 2011 for a period of 5 years commencing from 1<sup>st</sup> February, 2011 till 31<sup>st</sup> January, 2016. Hence, Mr. Ignatius Navil Noronha will cease to be a Managing Director on expiry of his term of appointment w.e.f. 1<sup>st</sup> February 2016. Pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Board of Directors has considered and proposed the re-appointment of Mr. Ignatius Navil Noronha as Managing Director of the Company, which was recommended by the Nomination & Remuneration Committee in their Meeting held on 30<sup>th</sup> January, 2016.

The Board is of the opinion that that the re-appointment of Mr. Ignatius Navil Noronha as a Managing Director would be of immense benefit to the Company. Accordingly, the Board recommends his appointment as a Managing Director of the Company; whose period of office is liable to determination by retirement of directors by rotation.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in Resolution No. 3 of the accompanying Notice for your approval.

Except Mr. Ignatius Navil Noronha and his relatives, None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested financially or otherwise in the proposed Special Resolution.

By Order of the Board of Directors

Place: Mumbai  
Date: 10<sup>th</sup> February, 2016

Sd/-  
Ashu Gupta  
Company Secretary  
Membership No. 13499

Registered Office:  
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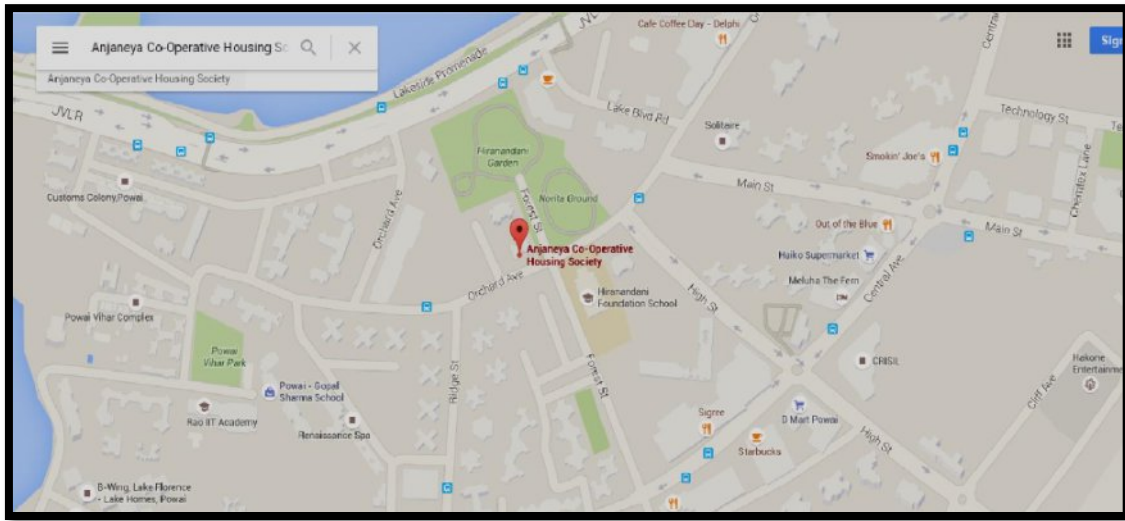
BRIEF RESUME OF THE PERSON PROPOSED TO BE RE-APPOINTED AS THE MANAGING DIRECTOR OF THE COMPANY AT THE EXTRA-ORDINARY GENERAL MEETING IN ACCORDANCE WITH SECRETARIAL STANDARDS ['SS - 2']:

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Name of the Director	Ignatius Navil Noronha
Age	41 years
Date of Appointment on the Board	2 <sup>nd</sup> January, 2006
Qualifications	Masters in Marketing Management
Shareholding in the Company	2.44 %
Nature of Expertise & Experience	<p>Mr. Noronha was appointed as Director of Avenue Supermarts Limited in the year 2006.</p> <p>He had experience of more than 8 years in the Sales and Marketing with Hindustan Lever Ltd. covering entire range of the products. He was leading the newly created Modern Trade sales and Marketing team in north region prior to joining Avenue Supermarts Limited.</p>
Terms and Conditions of Re-appointment	As per the Appointment letter
Details of Remuneration sought to be paid	Rs.3,35,47,200/- per annum Remuneration of Managing Directors will be reviewed and revised by the Board of Directors on an annual basis based on his performance.
Remuneration last drawn	Fixed - Rs.3,35,47,200/- per annum Variable - Performance Incentive within the limits defined in the Companies Act.
Number of Meetings attended during the year	10
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	NA
Name of the other Companies in which also holds Directorship / Chairmanship / Membership on the Board of other Companies	Avenue E-Commerce Limited

## ROUTE MAP

Address: Anjaneya CHS Limited, Orchard Avenue, Opp. Hiranandani Foundation School, Powai, Mumbai  
- 400 076



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Website: www.dmartindia.com

CIN: U51900MH2000PLC126473

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No: \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Name and address of Shareholder:

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company to be held on Thursday, 10<sup>th</sup> March, 2016 at 11.00 a.m at Anjaneya CHS Limited, Orchard Avenue, Opp. Hiranandani Foundation School, Powai, Mumbai - 400 076.

\_\_\_\_\_  
Signature of Shareholder/Proxy

\*Applicable to Shareholders holding shares in electronic form;

Note: Please fill the attendance slip and hand it over at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS		
REVEN (Remote E-voting Event Number)	User ID	Password/PIN

Note: Please read instructions given in the Notice of the Extra-ordinary General Meeting carefully before voting electronically.

AVENUE SUPERMARTS LIMITED

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Website: www.dmartindia.com

CIN: U51900MH2000PLC126473

PROXY FORM

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

Name of the Member(s):
Registered address:
E-mail Id:
Folio No

I/ We being the member(s) of \_\_\_\_\_ shares of the Avenue Supermarts Limited 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/ behalf at the Extra-ordinary General Meeting of the Company to be held on Thursday, 10<sup>th</sup> March, 2016, at 11.00 a.m at Anjaneya CHS Limited, Orchard Avenue, Opp. Hiranandani Foundation School, Powai, Mumbai - 400 076 and at any adjournment thereof in respect of resolutions, as indicated below:

Item No.	Description	Type of resolution (Ordinary / Special)	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	To approve increase in the borrowing limits of the Company from existing Rs. 1500 crore to Rs. 1800 crore.	Special		
2.	To approve issue of Secured, Redeemable Non-Convertible Debentures upto Rs. 600 crore on private placement basis.	Special		
3.	To approve re-appointment of Mr. Ignatius Navil Noronha, Managing Director of the Company.	Special		

Signed this ..... day of ..... 2016.

AFFIX RE.1/-  
REVENUE  
STAMP

Signature of shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

- Note: 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.
- A Proxy need not be a member of the Company.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.