

INTERCONTINENTAL LEASING & FINANCE LIMITED

04, 2nd Floor, 174, Bharucha Bldg (Gold Mohur CHS) Shamaldas Gandhi Marg (Princess Street), Lohar Chawl, Kalbadevi Mumbai-400002

E-mail: roc.iclf@gmail.com

CIN: L67120MH1984PLC269707

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of Intercontinental Leasing And Finance Company Limited will be held on **Thursday on 29th September, 2016 at 12:30 p.m.** at the registered office situated at 04, 2nd Floor, 174, Bharucha Bldg (Gold Mohur CHS) Shamaldas Gandhi Marg (Princess Street), Lohar Chawl, Kalbadevi, Mumbai-400002, Maharashtra to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of Board of Directors and Auditors thereon
2. To appoint Director in place of Mr. Bhupendra Hari Singh Thakur (DIN- 05294017), who retires by rotation and, being eligible, seeks re-appointment.
3. To ratify the appointment of the Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies appointment of TDK & CO. (Registration No. 109804W) Chartered Accountants as the auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM to be held in the year 2017 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business:

4. APPOINTMENT OF MS. SARIKA VIPUL DHAGE AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 & 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or

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re-enactment thereof for the time being in force), Ms. Sarika Vipul Dhage (holding DIN: 07273613) who was appointed as an Additional (Independent) Director in the meeting of the Board of Directors held on 7th November, 2015 and whose term expires at the ensuing Annual General Meeting of the company be and is hereby appointed as Independent director of the Company to hold office for 5 (five) consecutive years.”.

**For and on behalf of the Board
M/s. Intercontinental Leasing & Finance Limited**

**Place: Mumbai
Date: 02/09/2016**

**Sd/-
Ravi Kharwad
Director
DIN: 02079606**

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Notes:

1. ***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 OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING. BLANK PROXY FORM IS GIVEN IN THE ANNUAL REPORT.*** A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the company.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. A statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business under item nos. 4 set out above to be transacted at the meeting is annexed hereto and form a part of this Notice.
4. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. 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 at the Meeting.
7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting
8. Relevant documents referred to in the accompanying Notice and statutory registers are open for inspection by the Members at the Registered Office at 04, 2nd Floor, 174, Bharucha Bldg (Gold Mohur CHS) Shamaldas Gandhi Marg (Princess Street), Lohar Chawl, Kalbadevi, Mumbai-400002, Maharashtra of the Company on all working days of the Company, during business hours up to the date of the Meeting and will be available for inspection at the AGM.
9. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Members and Share Transfer Books of the Company will remain closed on 22nd September, 2016.
11. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, M/s. Purva Sharegistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011
12. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.

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13. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
14. The Annual Report 2015-16, the Notice of the 32nd AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
15. Members may also note that the Notice of the 32nd AGM and the Annual Report 2015-16 will be available on the Company's website, <http://www.iclf.co.in/>. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: - <http://roc.iclf@gmail.com/>
16. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, M/s. Purva Sharegistry (India) Private Limited, Unit: 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp., Lower Parel (East), Mumbai-400011.
18. M/s. TDK & Co. Chartered Accountants, (Registration number 109804 with the Institute of Chartered Accountants of India), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
19. The facility for voting, through electronic voting system 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.
20. Route map & landmark of venue of AGM is enclosed with Notice.
21. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.
22. **Instructions for e-voting**
 - (i) The voting period begins on **26th September, 2016 at 9.00 A.M and ends on 28th September, 2016 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 22nd September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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 8 digits of the sequence number 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.

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- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of **Intercontinental Leasing & Finance Limited**.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the 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.
- (xix) **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 Corporate.
 - 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.

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- 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.

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

Other Instructions:

- I. 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 of 22nd September, 2016.
- II. A 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. 22nd September, 2016 only shall be entitled to avail the facility of remote e-voting / voting at AGM.
- III. Any person, who acquires shares and become Member of the Company after the dispatch of the notice and holds shares as of the cut-off date i.e. 22nd September, 2016 may obtain the login ID and password in the manner mentioned below. However, if you are already registered with CSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evotingindia.com .
- IV. The remote e-voting period will commence on 26th September, 2016 at 9.00 A.M. and ends on 28th September, 2016 until 5.00 P.M. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- V. The Scrutinizer(s) shall immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers’ Report of the votes cast in favour or against, if any, not later than 2 (two) days of conclusion of the Meeting to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by him in writing shall declare the results of the voting forthwith.
- VI. The Result declared along with the Scrutinizers’ Report shall be placed on the Company’s website on 1st October, 2016 and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorized by him and the Company shall, simultaneously, forward the results to the concerned Stock exchange where its equity shares are listed.

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Explanatory Statement Pursuant To Section 102 (1) of the Companies Act, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 and 5 of the accompanying Notice.

Item No. 4

Ms. Sarika Vipul Dhage (DIN 07273613) who was appointed as Additional (Independent) Director of the Company as on 7th November, 2015, vacates her office at the ensuing Annual General Meeting of the Company has offered herself for reappointment as Independent Director.

In the opinion of the Board, Ms. Sarika Vipul Dhage (DIN 07273613) fulfills the conditions for her appointment as an Independent Directors as specified in Section 149 of the Act and rules made there under.

Keeping in view her experience, expertise and knowledge, it would be in the interest of the Company that she should be appointed as an Independent Director. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Sarika Vipul Dhage (DIN 07273613) as an Independent Director is now being placed before the Members in general meeting for their approval.

Except Ms. Sarika Vipul Dhage, none of the other Directors of the Company is in any way concerned or interested in the resolution.

Since the resolution under consideration, for the approval of the members of the Company does not affect or relates to any other company in terms of the provisions of Section 102(2) of the Companies Act, accordingly requirement of giving shareholding of the promoter, director, manager and other key managerial personnel of the Company in that other Company is not applicable.

The Board commends the Resolution at Item No. 4 for approval by the Members.

**For and on behalf of the Board
M/s. Intercontinental Leasing & Finance Limited**

Sd/-

**Place: Mumbai
Date: 02/09/2016**

**Ravi Kharwad
Director
DIN: 02079606**

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Details of Director Seeking Appointment/ Re-appointment at the Annual General Meeting

Name of the Director	Bhupendra Thakur	Sarika Vipul Dhage
Director Identification Number (DIN)	05294017	07273613
Date of Birth	15/12/1978	18/05/1986
Nationality	Indian	Indian
Date of Appointment on Board	01/11/2014	07/11/2015
Qualification	HSC	
Shareholding in Intercontinental Leasing and Finance Limited	1,50,000	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Jeevandhara Multitrade Limited Shivam Techno Projects Limited Green Commercial Ltd	Jeevandhara Multitrade Limited Shivam Techno Projects Limited Green Commercial Ltd
Memberships of Audit and Stakeholders' Relationship Committees across Public Companies	Audit Committee Jeevandhara Multitrade Limited Green Commercial Ltd Shivam Techno Projects Limited NRC Jeevandhara Multitrade Limited Green Commercial Ltd Shivam Techno Projects Limited Stakeholder Relationship Committee Jeevandhara Multitrade Limited Green Commercial Ltd Shivam Techno Projects Limited	Audit Committee Jeevandhara Multitrade Limited Green Commercial Ltd Shivam Techno Projects Limited NRC Jeevandhara Multitrade Limited Green Commercial Ltd

There are no inter-se relationships between the Board Members.

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Form No. MGT-11

Proxy form

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

CIN: L67120MH1984PLC269707

Name of the Company: Intercontinental Leasing and Finance Limited

Registered Office: 04, 2nd Floor, 174, Bharucha Bldg (Gold Mohur CHS) Shamaldas Gandhi Marg (Princess Street), Lohar Chawl, Kalbadevi, Mumbai-400002, Maharashtra

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

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

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

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

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

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As my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the Thursday 29th day of September, 2015 at 12.30 p.m. at 04, 2nd Floor, 174, Bharucha Bldg (Gold Mohur CHS) Shamaldas Gandhi Marg (Princess Street), Lohar Chawl, Kalbadevi, Mumbai-400002, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of Statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2016		
2.	Re-appointment of Retiring Director Mr. Bhupendra Hari Singh Thakur as Director		
3.	Appointment of M/s. TDK & CO., Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	Appointment of Ms. Sarika Vipul Dhage as Independent Women Director		

Signed : 2nd Day of September, 2016

Signature of Shareholder:

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

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LETTER HEAD

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

32nd Annual General Meeting on Thursday, 29th September, 2016 at 12:30 p.m. at registered office of the Company at , 04, 2nd Floor, 174, Bharucha Building, (Gold Mohur CHS) Shamaldas Gandhi Marg, (Princess Street), Lohar Chawl, Kalbadevi, Mumbai-400002, Maharashtra.

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 32nd Annual General Meeting of the Intercontinental Leasing And Finance Company Limited, on Thursday, the 29th September, 2016 at registered office 04, 2nd Floor, 174, Bharucha Bldg, (Gold Mohur CHS) Shamaldas Gandhi Marg, (Princess Street), Lohar Chawl, Kalbadevi, Mumbai-400002, Maharashtra.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.