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ASX Announcement
30th September 2014

ASX: DSB

Board of Directors

Gordon Galt – Chairman

Stephen Bizzaca – Managing
Director – CEO

Glyn Dawkins – Non Executive
Director

Geoff Garside – Executive Director

Company Secretary

Geoff Garside

Principal Contact

Stephen Bizzaca – Managing
Director – CEO

Phone: 02 4629 0300

Geoff Garside – Company Secretary

Phone: 02 4629 0300

Registered office

Delta SBD Limited

(ACN 127 894 893)

Suite 220, Centric

4 Hyde Parade

Campbelltown NSW 2560

Telephone: 02 4629 0300

Facsimile: 02 4629 0399

Website: www.deltasbd.com.au

Company Announcement

Notice of Extraordinary General Meeting

Delta SBD Limited (ASX: DSB) wishes to advise of an Extraordinary General Meeting to be held on Friday 28th November 2014 commencing at 9am.

To be held at

Suite 220, 4 Hyde Parade

Campbelltown NSW 2560

Regards.

Geoff Garside.

Company Secretary.

Notice of Extraordinary General Meeting

Delta SBD Limited ACN 127 894 893

Notice is given that an extraordinary general meeting of Delta SBD Limited (**Company**) will be held at:

Location	Suite 2-20, Centric, 4 Hyde Parade, Campbelltown NSW 2560
Date	28 November 2014
Time	9.00am

Special business

Removal and Appointment of Auditor

A notice pursuant to section 329(1A) of the Corporations Act 2001 was received from *Titanwood Holdings Pty Ltd*, a shareholder with a substantial shareholding exceeding 5%, requesting the Company consider removing the current Auditor, KPMG. Another appropriately qualified audit firm will be nominated pursuant to section 328B of the Corporations Act 2001 as a replacement for the current Auditors.

The nomination of a replacement audit firm will be notified to members and persons entitled to receive notice of the meeting not less than 7 days before the date of the extraordinary general meeting to be held on 28 November 2014.

Resolution 1

To consider, and if thought fit, pass as an ordinary resolution, with or without amendment, the following:

"That, pursuant to section 329 of the Corporations Act 2001, and for all other purposes, KPMG be removed as Auditor of the Company effective from the date of this Meeting."

Resolution 2

To consider, and if thought fit, pass as a special resolution, with or without amendment, the following:

"That subject to passing Resolution 1, another appropriately qualified audit firm having been duly nominated in accordance with section 328B(1) of the Corporations Act 2001, be appointed as Auditor of the Company."

Dated 27 October 2014

By order of the Board

Geoff Garside
Company secretary

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form. A proxy may also be submitted by visiting the website www.boardroomlimited.com.au/vote/deltasbdegm2014. You will need your Security holder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and VAC Number (VAC) as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.
- (d) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (f) If the proxy is the chair of the meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (g) If the proxy is not the chair of the meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (h) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,the chair of the meeting is deemed the proxy for that resolution.
- (i) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (j) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Sydney time) on 26 November 2014.
- (k) If you have any queries on how to cast your votes call the Company Secretary, Geoff Garside, on 02 4629 0300 during business hours.

Explanatory memorandum

Delta SBD Limited ACN 127 894 893

Removal and Appointment of Auditor

A notice pursuant to section 329(1A) of the Corporations Act 2001 was received from *Titanwood Holdings Pty Ltd*, a shareholder with a substantial holding exceeding 5%, requesting the Company consider removing the Auditor. The resolution is put to the Shareholders in accordance with that notice.

Resolution 1 is an ordinary resolution. An ordinary resolution requires approval of at least 50% of the votes cast by Shareholders entitled to vote on Resolution 1.

Resolution 2 is a special resolution. A special resolution requires approval of at least 75% of the votes cast by shareholders entitled to vote on Resolution 2.

An appropriately qualified audit firm will be nominated pursuant to section 328B of the Corporations Act 2001 as a replacement for the current Auditors. This resolution will only be put to the Shareholders if Resolution 1 is successful.

A copy of the nomination of a new audit firm will be notified to Shareholders and other persons entitled to receive notice of the meeting not less than 7 days before the Extraordinary General Meeting as required by section 328B(3) of the Corporations Act 2001. The nominated audit firm will consent in writing to act as the Company's Auditor pursuant to section 328A of the Corporations Act 2001.

The current audit firm, KPMG has been the Company's auditor since the 2007 financial year and it is now considered an appropriate time to change to a new audit firm.

The Board unanimously recommends that Shareholders vote in favour of the Resolutions.

Glossary

Capitalised terms contained in the Notice of Meeting and Explanatory Memorandum have the following meaning:

Term	Definition
Auditor	means the auditor or audit firm for the company.
Board	means the board of Directors.
Closely Related Parties	has the meaning given in section 9 Corporations Act.
Company or Delta SBD	means Delta SBD Limited ACN 127 894 893.
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum contained in and forming part of this Notice of Meeting.
Notice of Meeting	means this document including the Explanatory Memorandum, the proxy form and instruction sheet.
Share	means a fully paid ordinary share in the Company.
Shareholder	means a shareholder of the Company.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9.00am (AEDT) on Wednesday, 26 November 2014**

🖨 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/deltasbdegm2014
- STEP 2: Enter your holding/investment type:**
- STEP 3: Enter your Reference Number:**
- STEP 4: Enter your VAC:**

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:00am (AEDT) on Wednesday, 26 November 2014**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** www.votingonline.com.au/deltasbdegm2014
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Delta SBD Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held **at Suite 2-20, Centric, 4 Hyde Parade, CAMPBELLTOWN NSW 2560 on Friday 28 November 2014 at 9:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To remove KPMG as an Auditor (ordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To appoint another audit firm as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014