

# **Notice of 2009 Annual General Meeting**

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NOTICE OF 2009 ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM (*SEPARATE*)

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*Date of Meeting*

Thursday 26 November 2009

*Time of Meeting*

11.00 am Sydney time

*Place of Meeting*

Pinaroo 2 Function Room

Grace Hotel

77 York Street

SYDNEY, NEW SOUTH WALES

## **Notice of 2009 Annual General Meeting**

NOTICE IS HEREBY GIVEN that the 2009 Annual General Meeting of the members of Entellect Solutions Limited (**Company**) will be held at 11.00 am on Thursday 26 November 2008 in the Pinaroo 2 function room, Grace Hotel, 77 York Street Sydney NSW 2000.

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to each of the following resolutions. A Proxy Form also accompanies this Notice of Meeting.

If you are unable to attend the Annual General Meeting of Shareholders you are encouraged to complete and return the proxy form in accordance with the specified directions.

### **ORDINARY BUSINESS**

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#### **1. Financial Statements and Reports**

To receive and consider the reports of the Directors and the Auditors, and the Financial Statements for the year ended 30 June 2009.

A copy of the Company's 2009 Annual Report (including the Reports of the Directors and Auditors, and the Financial Report for the year ended 30 June 2009) has not been mailed to all shareholders with this notice of meeting.

Shareholders may access these documents electronically at the following website: [www.entellecsolutions.com](http://www.entellecsolutions.com).

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#### **2. Remuneration Report**

To receive and consider the Remuneration Report for the financial year ended 30 June 2009 as contained in the Company's 2009 Annual report and, if thought fit, to pass the following resolution as an ordinary resolution:

'That the Remuneration Report for the year ended 30 June 2009, as set out in the Company's 2009 Annual Report, be adopted.'

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#### **3. Appointment of Auditors**

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

'That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, Grant Thornton NSW, for the purposes of section 327B of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the Directors be authorised to set its remuneration.'

**4. Re-election of Mr Jeffrey Dixon Bennett as a Director**

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

'That Mr. Jeffrey Dixon Bennett retires as a Director of the Company in accordance with the Company's Constitution and, being eligible, is re-elected as a Director of the Company.'

**OTHER BUSINESS**

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**5. Other Business**

To transact any other business which may be brought forward at the Annual General Meeting in accordance with the Company's Constitution and the *Corporations Act 2001* (Cth).

**INFORMATION FOR MEMBERS**

**Admission to Meeting**

Corporate representatives are required to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

**Proxies**

In accordance with Section 249L of the *Corporations Act 2001* (Cth), shareholders are advised that:

- each shareholder has a right to appoint a proxy;
- a proxy need not be a member of the Company;
- where a shareholder is entitled to cast two or more votes, the member may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- if a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes; AND
- if a shareholder appoints two proxies, neither proxy may vote on a show of hands.

Detailed explanations of the background and reasons for the proposed resolutions are set out in the attached Explanatory Notes.

In accordance with Section 250BA of the *Corporations Act 2001* (Cth), the Company specifies the following information for the purposes of receipt of proxy appointments:

**Mail to:**

Entellect Solutions Share Registry  
Registries Limited  
Level 7, 207 Kent Street  
Sydney NSW 2000

**Postal Address:**

Entellect Solutions Share Registry  
Registries Limited  
GPO Box 3993  
Sydney NSW 2001

**Facsimile Number:** (02) 9290 9655

A proxy is not entitled to vote unless the instrument appointing the proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company or sent by facsimile to that office to be received not less than 48 hours prior to the time of the meeting.

If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution and the *Corporations Act 2001* (Cth).

**Determination of Entitlement to Vote**

For the purposes of Regulation 7.11.37 of the *Corporations Act 2001* (Cth), the Directors have set the close of business (5pm Sydney time) on 24<sup>th</sup> November 2009 as the date to determine who is the holder of shares in the Company for the purposes of the Annual General Meeting.

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'David Michel', with a horizontal line underneath it.

**David Michel**  
Company Secretary

## **EXPLANATORY NOTES**

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### **Item 1 Financial Statements and Reports**

This item of business relates to the receipt and adoption of the Company's financial statements and reports for the year ended 30 June 2009. These documents were released to the ASX on 29 September 2009 as part the Company's 2009 Annual Report. As a result of legislative changes, the 2009 Annual Report has not been automatically mailed to all members.

The 2009 Annual Report can be accessed in notices lodged on 29 September 2009 on the Australian Stock Exchange website under the Company Code: ESN or on the Company's website at [www.entellecsolutions.com](http://www.entellecsolutions.com).

### **Item 2 Remuneration Report**

The Corporations Act 2001 (Cwlth) requires that a resolution be put to members to adopt the Remuneration Report as disclosed in the Directors' Report (which together form part of the Company's 2009 Annual Report). Members' vote on this resolution is advisory and non binding. The resolution gives members the opportunity to ask questions or make comments regarding the Remuneration Report during the meeting.

### **Item 3 Appointment of Auditors**

Grant Thornton has recently combined from a State based federation of firms into a single national firm. Accordingly, they are transferring all of their audit appointments into a new single national audit entity (Grant Thornton Audit Pty Ltd) to replace their various State based audit entities. For public companies the appointment of a new audit entity requires a resolution of shareholders at the Annual General Meeting.

The audit committee has considered and agreed to this change and the Board has agreed to this resolution being presented to the shareholders of the company for formal vote. To give effect to the change the current Grant Thornton audit entity has requested the Australian Securities & Investments Commission ("ASIC") consent to resign in favour of their new national Authorised Audit Company, Grant Thornton Audit Pty Ltd. The resolution is conditional upon ASIC's consent to the resignation of Grant Thornton NSW and the Company anticipates that this consent will be forthcoming.

In accordance with section 328B of the Corporations Act, notice in writing nominating Grant Thornton Audit Pty Ltd has been given to the Company by a shareholder. A copy of this notice is included in this Notice of Meeting. The appointment of Grant Thornton Audit Pty Ltd will be by vote of shareholders as an ordinary resolution.

## ENTELLECT SOLUTIONS LIMITED

**ABN 41 009 221 783**

Subject to approval by shareholders, the appointment of Grant Thornton Audit Pty Ltd will be effective for the 2010 financial year. Grant Thornton NSW remained responsible for the audit for the 2009 financial year.

The Board recommends that shareholders vote in favour of this resolution.

### **Item 4 Re-election of Mr Jeffrey Dixon Bennett as a Director**

Mr. Jeffrey Bennett was appointed to the Board of the Company on 19 March 2008, and in terms of the Company's Constitution being the longest serving director, he is required to retire at the 2009 Annual General Meeting and having done so, is eligible to and seeks re-election to the Board.

Mr. Bennett brings significant experience in corporate finance, capital markets, acquisitions and divestments and risk management to the Company. He has more than 25 years experience in the resources, transport, IT and service industries having held senior finance positions at Ingena, Simcoco Pacific, BHP and Shell. Since first being appointed to the Board Mr. Bennett has been instrumental in redefining the Company's structure and strategies and in delivery of its maiden profit.

The Board (with Mr. Bennett abstaining) recommend that members approve his re-election.

**Notice of Nomination of Auditor**

**Entellect Solutions Limited**

**ABN 41 009 221 783**

**30 September 2009**

**Appointment of Auditors**

Following the resignation of Grant Thornton NSW, subject to ASIC consent, I wish to nominate Grant Thornton Audit Pty Ltd as auditor of Entellect Solutions Limited at the forthcoming annual general meeting.

I request that a copy of this nomination is sent to all persons entitled to receive notice of the AGM and Grant Thornton Audit Pty Ltd.

Signed:

A handwritten signature in black ink, appearing to read 'David Michel', with a horizontal line underneath it.

**David Michel**

30 September 2009



**FOR ALL ENQUIRIES CALL:**

(within Australia) 1300 737 760  
 (outside Australia) +61 2 9290 9600

**FACSIMILE**

+61 2 9290 9655

**ALL CORRESPONDENCE TO:**

Registries Limited  
 GPO Box 3993  
 Sydney NSW 2001  
 Australia

**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 on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**YOUR VOTE IS IMPORTANT**

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11.00am  
 TUESDAY 24th NOVEMBER 2009**

**TO VOTE ONLINE**

&lt;HIN/SRN&gt;

**STEP 1 : VISIT** [www.registries.com.au/vote/entellectagm2009](http://www.registries.com.au/vote/entellectagm2009)**STEP 2: Enter your holding/Investment type****STEP 3: Enter your SRN/HIN and VAC: <VAC NUMBER>****TO VOTE BY COMPLETING THE PROXY FORM****STEP 1 Appointment of Proxy**

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman 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.

**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.

**Appointment of a Second Proxy**

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

To appoint a second proxy you must:

- (a) 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.
- (b) return both forms together in the same envelope.

**STEP 2 Voting Directions to your Proxy**

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

**STEP 3 Sign the Form**

The form **must** be signed

In the spaces provided you must sign this form 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 must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

**STEP 4 Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **11.00am on Thursday, 26th November 2009**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL** - Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX** - + 61 2 9290 9655

**IN PERSON** - Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

**Vote online at:**

**[www.registries.com.au/vote/entellectagm2009](http://www.registries.com.au/vote/entellectagm2009)  
 or turnover to complete the Form →**

# Entellect Solutions Limited

<Co Name>  
 <Address 1>  
 <Address 2>  
 <Address 3>  
 <Address 4>  
 <Address 5>

<BARCODE>

## STEP 1 - Appointment of Proxy

I/We being a member/s of **Entellect Solutions Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Entellect Solutions Limited to be held at the Pinaroo 2 Function Room, Grace Hotel, 77 York Street, Sydney NSW on Thursday 26th November 2009 at 11.00am** 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.

## STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business			For	Against	Abstain*
Item	1	Financial Statements and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item	2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item	3	Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item	4	Re-election of Mr J D Bennett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

\*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name .....

Contact Daytime Telephone ..... Date / /2009