



Notice of Annual General Meeting

Entellec Limited
ACN 009 221 783

Date:	Wednesday 23 November 2011
Time:	11.00 am (Melbourne time)
Place:	HWL Ebsworth Level 26, 530 Collins Street Melbourne, Victoria 3000



Notice of Extraordinary General Meeting

NOTICE is given that the Annual General Meeting of Entellect Limited ACN 009 221 783 (the **Company**) will be held at the offices of HWL Ebsworth, Level 26, 530 Collins Street, Melbourne, Victoria 3000 at 11.00 am (Melbourne time) on Wednesday 23 November 2011.

BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary business

1. ITEM 1- FINANCIAL AND RELATED REPORTS

To lay before the Annual General Meeting the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports for the year ended 30 June 2011 for shareholders to receive and consider.

2. ITEM 2- ADOPTION OF REMUNERATION REPORT

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

***"THAT** the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2011 be adopted."*

The vote on this item is advisory only and does not bind the Directors or the Company.

The Remuneration Report, which forms part of the Directors' Report, is set out in the Company's 2011 Annual Report.

Voting Exclusion Statement:

The Company will disregard any votes cast on Item 2 (in any capacity, whether as proxy or as shareholders) by any of the following persons:

- (a) Key Management Personnel; and
- (b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- (c) cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Item 2; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (d) cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

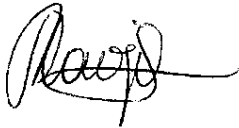
3. ITEM 3- RE-ELECTION OF DIRECTOR- MR. JEFFREY BENNETT

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

***“THAT** Mr Jeffrey Bennett, a director retiring by rotation in accordance with the Company’s Constitution and, being eligible, be re-elected as a director of the Company.”*

Dated 21 October 2011

By order of the Board of Entellect Limited



Sophie Karzis
Company Secretary

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **11.00 am (Melbourne time) on 21 November 2011** at the share registry, being the office of BoardRoom Pty Limited:
 - by post at:
Share Registry – BoardRoom Pty Limited
GPO Box 3993
Sydney, NSW 2001
Australia
 - by personal delivery at:
Share Registry – BoardRoom Pty Limited
Level 7
201 Kent Street
Sydney, NSW 2000
Australia
 - by facsimile: +61 2 9290 9655; or
 - by voting on-line at: <http://www.boardroomlimited.com.au/vote/esnagm2011>

Voting and other entitlements at the Annual General Meeting

A determination has been made by the board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that shares in the Company which are on issue at **7.00 pm (Melbourne time) on 21 November 2011** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Amendments to proxy voting

Shareholders are advised that the Federal government has recently introduced the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 (Cth) (the **Act**), which came into effect on 1 July 2011. The Act

introduces new prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

In the event that shareholders wish to vest their undirected votes in the chair of the meeting, they should note that a chair may not vote undirected proxies on a remuneration related resolutions unless the shareholder gives Informed Consent. Shareholders may provide Informed Consent by ticking the relevant box on the proxy form.

In light of the new legislative requirements, the Company recommends that shareholders consider the following options to ensure the validity of their votes:

- a. that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- b. that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- c. that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

1. Item 1- Financial and related reports

The 2011 Annual Report, which accompanies this notice of meeting, contains the Directors' Reports, the Financial Reports and the Remuneration Report.

2. Item 2- Adoption of Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2011 Annual Report and is also available from the Company's website (www.entellect.com.au).

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the differences between the bases for remunerating non-executive directors and senior executives, including the Chief Executive Officer.

The vote on this item is advisory only and does not bind the directors. The Company's Remuneration Committee will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

3. Item 3- Re-election of Director- Mr Jeffrey Bennett

Mr Jeffrey Bennett, retiring by rotation and being eligible, offers himself for re-election as a Director of the Company. Please refer to the 2011 Annual Report accompanying this notice of meeting for information about Mr Bennett.

The Board, with Mr Bennett abstaining, recommends that shareholders vote in favour of Mr Bennett's re-election.

DEFINITIONS

Closely Related Party (of a member of KMP of an entity) has the definition given to it by section 9 of the Corporations Act, and means:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or of the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760 (outside Australia) +61
2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty 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
(MELBOURNE TIME), MONDAY, 21ST NOVEMBER 2011

Reference Number:
Please note it is important you keep this
confidential

TO VOTE ONLINE



STEP 1 : VISIT www.boardroomlimited.com.au/vote/esnagm2011
STEP 2: Enter your holding/Investment type
STEP 3: Enter your Reference Number and VAC:

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:

- 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

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 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 by **11.00am on Monday, 21 November 2011**. 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 – Boardroom Pty Limited, GPO Box 3993,
Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

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

Vote online at:

www.boardroomlimited.com.au/vote/esnagm2011
or turnover to complete the Form ➔

Attending the Meeting

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

Entellect Limited

STEP 1 - Appointment of Proxy

I/We being a member/s of Entellect Limited (the "Company") 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 Limited to be held at HWL Ebsworth, Level 26, 530 Collins Street, Melbourne VIC 3000 on Wednesday, 23 November 2011 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.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of Item 2, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below.

The Chair will vote all undirected proxies in favour of Item 2.

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

Ordinary Business

		For	Against	Abstain*
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director – Mr. Jeffrey Bennett	<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
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2011