

**Clime Private Limited  
(ACN 614 090 309)**

**Notice of First Annual General Meeting**

---

Notice is given that the First Annual General Meeting of Shareholders of Clime Private Limited (**Clime**) will be held at:

Date: **Thursday 16<sup>th</sup> November 2017**

Time: **2.00 pm (AEDT)**

Venue: **Pacific Room, Wesley Conference Center, 220 Pitt Street, Sydney**

**Business**

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered as ordinary business.

***Financial Statements and Reports***

To receive and consider the Company's annual financial report, including the directors' report and audit report for the period ended 30 June 2017.

**1. Re-election of Donald McLay as a Director.**

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

*"That Mr Donald McLay, being appointed as a director of the Company on incorporation of the Company and, relevantly, before the Company's first annual general meeting, is hereby re-elected as a director of the Company."*

**2. Re-election of John Abernethy as a Director.**

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

*"That Mr John Abernethy, being appointed as a director of the Company on incorporation of the Company and, relevantly, before the Company's first annual general meeting, is hereby re-elected as a director of the Company."*

**Clime Private Limited**

Level 7, 1 Market Street, Sydney NSW 2000 Australia | PO Box Q1286 Queen Victoria Building NSW 1230  
ABN 89 614 090 309 P 02 8917 2100 F 02 8917 2155 W [www.clime.com.au](http://www.clime.com.au)

### 3. Re-election of Biju Vikraman as a Director.

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

*“That Mr Biju Vikraman, being appointed as a director of the Company on incorporation of the Company and, relevantly, before the Company’s first annual general meeting, is hereby re-elected as a director of the Company.”*

### 4. Appointment of Auditor

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

*“That, for the purpose of Section 327B of the Corporations Act and for all other purposes, Pitcher Partners, having been nominated by a Shareholder and consenting in writing to act in the capacity of auditor, be appointed as an auditor of the Company.”*

Under Section 327B of The Corporations Act, a public company must appoint an auditor at its first annual general meeting.

#### Other business

To consider any other business that may lawfully be brought forward in accordance with the constitution of the Company or the law.

#### Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance

#### Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

Proxies must be:

- (a) lodged at the Company’s share registry, Boardroom Pty Limited, or
- (b) faxed to the fax number specified below,

not later than 2.00pm (AEDT) on 14th November 2017.

Address (hand deliveries): Boardroom Pty Limited,  
Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000

Address (postal deliveries): Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001

Fax number for lodgement: (02) 9290 9655

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

**Entitlement to vote**

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00pm (AEDT) on 14th November 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'Biju Vikraman', written over a horizontal line.

**Biju Vikraman**  
**Company Secretary**

---

**Clime Private Limited  
(ACN 614 090 309)**

**Explanatory Memorandum**

---

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Clime Private Limited (**Clime**) at the First Annual General Meeting (AGM) to be held commencing at 2.00 pm (AEDT) on 16th November 2017 at Pacific Room, Wesley Conference Center, 220 Pitt Street, Sydney.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

**Financial statements and reports**

Under Section 317 of the Corporations Act, Clime is required to lay its annual financial report and directors' report before its Shareholders at its annual general meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the annual general meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

**Resolution 1 - Re-election of Mr. Donald McLay as a Director**

Mr. Donald McLay was appointed as a Director of the Company on 5 August 2016 (date of incorporation). Mr. McLay has extensive experience within financial markets, investment banking and broad business services. He has previously held executive roles with a number of local and overseas investment managers and investment banking organisations, working in London, Singapore, Auckland and Sydney.

Resolution 1 provides for the re-election of Mr. Donald McLay as Director of Clime in accordance with Clime's constitution.

The Directors (excluding Mr. Donald McLay) unanimously recommend that Shareholders vote in favour of Resolution 1.

**Resolution 2 - Re-election of Mr. John Abernethy as a Director**

Mr. John Abernethy was appointed as a Director of the Company on 5 August 2016 (date of incorporation). Mr. Abernethy has over 30 years' funds management experience in Australia having been General Manager Investments of the NRMA. John holds a Bachelor of Commerce (Economics)/LLB from the University of New South Wales.

Resolution 2 provides for the re-election of Mr. John Abernethy as Director of Clime in accordance with Clime's constitution.

The Directors (excluding Mr. John Abernethy) unanimously recommend that Shareholders vote in favour of Resolution 2.

### **Resolution 3 - Re-election of Mr. Biju Vikraman as a Director**

Mr. Biju Vikraman was appointed as a Director of the Company on 5 August 2016 (date of incorporation). Mr. Vikraman holds a Bachelor of Commerce from the University of Mumbai, India and is an Australian and Indian Chartered Accountant. Mr. Vikraman has over 15 years' experience in audit and finance and has held senior roles with a Big 4 Accounting Firm and listed entities within Australia, India and Africa.

Resolution 3 provides for the re-election of Mr. Biju Vikraman as Director of Clime in accordance with Clime's constitution.

The Directors (excluding Mr Biju Vikraman) unanimously recommend that Shareholders vote in favour of Resolution 3.

### **Resolution 4 – Appointment of Auditor**

Pitcher Partners was appointed by the Board to act as auditor of the Company in October 2016, shortly after the Company was incorporated.

Under Section 327A of the Corporations Act, Pitcher Partners holds office until the Company's First Annual General Meeting. Section 327B(1) of the Corporations Act 2001 provides that a public company must appoint an auditor at its first annual general meeting. This 2017 AGM is the Company's first AGM.

In accordance with Section 327B(1) of the Corporations Act 2001, the Company has sought and obtained a nomination from a shareholder for Pitcher Partners to be appointed as the Company's auditor. A copy of this notice is included in this Notice of Meeting.

Pitcher Partners has given its written consent to act as the Company's auditor subject to Shareholder approval of this resolution 4.

If Resolution 4 is passed, the appointment of Pitcher Partners as the Company's auditor will take effect at the close of this AGM.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

### **Glossary**

In this Explanatory Memorandum, and the Notice of Meeting:

**Board** means the board of directors of the Company.

**Company** means Clime Private Limited (ACN 614 090 309).

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum which forms part of the Notice of Meeting.

**Meeting** means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on **16<sup>th</sup> November 2017**.

**Shareholder** means a holder of a Share.

**Share** means an ordinary share in the capital of the Company.

13 October 2017

Mr. Biju Vikraman  
Company Secretary  
Clime Private Limited  
Level 7, 1 Market Street,  
Sydney NSW 2000

Dear Sir,

**RE: NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE  
CORPORATIONS ACT 2001**

In accordance with Section 328B(1) of the Corporations Act 2001, I Richard Proctor, being a shareholder of Clime Private Limited ("Company"), hereby nominate Pitcher Partners of Level 22, MLC Centre, 19 Martin Place, Sydney NSW 2000 for appointment to the position of Auditor of the Company at the first Annual General Meeting.

Yours Faithfully,

A handwritten signature in black ink that reads "Richard Proctor". The signature is written in a cursive, slightly slanted style.

Richard Proctor



**All Correspondence to:**

 **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 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 2:00pm (AEDT) Tuesday 14 November 2017.**

### 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 securityholder 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 **2:00pm (AEDT) Tuesday 14 November 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged in the following method:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

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



**Clime Private Limited**

ACN 614 090 309

**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 **Clime Private Limited** 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 securityholder) 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 Annual General Meeting of the Company to be held at the **Pacific Room, Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 on Thursday, 16 November, 2017 at 2:00pm (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	Re-election of Donald McLay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of John Abernethy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Biju Vikraman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
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 / / 2017