

# SHREE MINERALS LIMITED

ACN 130 618 683

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## NOTICE OF ANNUAL GENERAL MEETING

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Date of Meeting: Thursday, 29<sup>th</sup> November 2012  
Time of Meeting: 11.00 am (WST)  
Place of Meeting: Forrest Centre  
Level 29, 221 St Georges Tce  
PERTH WA 6000

*This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

**SHREE MINERALS LIMITED**  
ACN 130 618 683

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of shareholders of Shree Minerals Limited ACN 130 618 683 ("**Shree**" or "**Company**") will be held at Level 29, 221 St Georges Tce, Perth, Western Australia 6000 on Thursday, 29<sup>th</sup> November 2012, commencing at 11.00 am (WST).

The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered.

Terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary of Terms as contained in the Explanatory Memorandum.

**AGENDA**

**FINANCIAL REPORTS**

To receive and consider the Financial Report and the Reports of the Directors and Auditor of the Company and its controlled entities for the year ended 30 June 2012.

**RESOLUTIONS**

**1. ADOPTION OF THE AUDITED REMUNERATION REPORT**

To consider and if thought fit, to pass, with or without amendment, the following non-binding resolution:

*"That the Audited Remuneration Report, which forms part of the Directors' Report for the year ended 30<sup>th</sup> June 2012, be adopted."*

As required by the Corporations Act, no member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report, or a related party of any such member, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on the proposed resolution in Item 1 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Item 1; and
- the vote is not cast on behalf of any such member or closely related party of any such member.

The prohibition in the Corporations Act on members of the Company's key management personnel voting does not apply to the Chairman of the Meeting as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman of the Meeting to vote in that capacity on Item 1 (see pages 4 and 5 for further information).

**2. RE ELECTION OF DIRECTOR**

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

*"Mr. Mahendra Pal, who retires in accordance with the clause 13.2 of the Company's Constitution, be re-elected as a director of the Company."*

### 3. RE ELECTION OF DIRECTOR

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

*“Mr. Sanjay Loyalka, who retires in accordance with the clause 13.2 of the Company’s Constitution, be re-elected as a director of the Company.”*

### 4. HOLDING A SPILL MEETING

**Condition for Item 4:** Item 4 will be considered at the AGM only if at least 25% of the votes cast on Item 1 are against the adoption of the Remuneration Report. The Explanatory Notes further explain the circumstances in which Item 4 will be put to the meeting.

If the condition (described above) is satisfied, to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*“That, as required by the Corporations Act:*

- a) a meeting of the Company’s members be held within 90 days of the date of the 2012 Annual General Meeting(the spill meeting);*
- b) each of Andy Lau, Amu Shah, Arun Jagatramka and Mahendra Pal\* cease to hold office immediately before the end of the spill meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting.”*

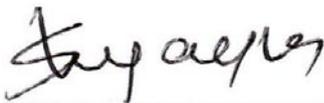
\* This assumes the director is elected or re-elected at the AGM.

As required by the Corporations Act, no member of the Company’s key management personnel, details of whose remuneration are included in the Remuneration Report, or a related party of any such member, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on the proposed resolution in Item 4 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Item 4; and
- the vote is not cast on behalf of any such member or closely related party of any such member.

The prohibition in the Corporations Act on members of the Company’s key management personnel voting does not apply to the Chairman of the Meeting as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman of the Meeting to vote in that capacity on Item 4 (see pages 4 and 5 for further information).

**BY ORDER OF THE BOARD**



Sanjay Loyalka  
Company Secretary

Dated: 16<sup>th</sup> October 2012

## **NOTES AND VOTING INSTRUCTIONS**

### **How to Vote**

#### **Members can vote in one of two ways:**

1. By attending the AGM and voting in person or by attorney or, in the case of corporate members, by corporate representative; or
2. By appointing a proxy to attend the AGM and vote on their behalf by using the proxy form enclosed with this Notice of AGM.

#### **Voting in Person or by Attorney**

Members are asked to arrive at the venue from 10.00am (WST) to allow for registration for the AGM.

To help facilitate registration, please bring the proxy form enclosed with this Notice of AGM.

An individual attending the AGM as corporate representative must present satisfactory evidence of his or her appointment to attend on the Company's behalf, unless previously lodged with the Company or the Company's Share Registry (the Share Registry). Attorneys should bring with them original or certified copies of the power of attorney under which they have been authorised to attend and vote at the AGM, unless previously lodged with the Company or the Share Registry.

#### **Voting by Proxy**

- A member entitled to attend and vote is entitled to appoint a proxy or, if the member is entitled to cast two or more votes at the meeting, appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Each proxy will have the right to vote and to speak at the AGM.
- Where a member appoints two proxies or attorneys to vote at the AGM and the authority of one is not conditional on the other failing to attend or vote, the following rules apply:
  - the appointment is of no effect and a proxy or attorney may not vote unless each proxy or attorney, as the case may be, is appointed to represent a specified proportion of the member's voting rights;
  - on a show of hands, neither proxy or attorney may vote; and
  - on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.
- A proxy, attorney or representative may be a member of the Company but does not have to be a member.
- A proxy form appointing a proxy or a document appointing an attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where the form or document so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the form or document.
- Members who complete and return their proxy form but do not nominate the identity of the proxy will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the AGM, the Chairman of the Meeting will act in place of the nominated proxy. In each case, the Chairman of the Meeting will vote in accordance with any voting directions specified by the member in the proxy form or, where the member does not specify any voting instruction in the proxy form for an

item of business, in accordance with the voting intentions of the Chairman of the Meeting in respect of undirected proxies set out below.

- If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Item 1 (Remuneration Report) and Item 4 (Holding a Spill Meeting) by marking either “For”, “Against” or “Abstain” on the proxy form for each of those items of business.

### **Undirected Proxies**

- If a member entitled to vote appoints the Chairman of the Meeting as their proxy and the member does not direct the Chairman of the Meeting how to vote on Item 1 or Item 4, the member may authorise the Chairman of the Meeting in respect of those items to exercise the proxy notwithstanding those items are connected directly or indirectly with the remuneration of a member of the Company’s key management personnel. Further details are contained on the proxy form distributed with the Notice of AGM.
- Where the Chairman of the Meeting is appointed as proxy for a member entitled to vote, the Chairman of the Meeting will (where authorised) vote all undirected proxies IN FAVOUR of all of the proposed resolutions to be considered at the AGM, other than in relation to Item 4 (Holding a Spill Meeting) where the Chairman of the Meeting intends to vote AGAINST the proposed resolution. Accordingly, if you appoint the Chairman of the Meeting as your proxy and wish to vote differently to how the Chairman of the Meeting intends to vote on any of the items, you must mark “For”, “Against” or “Abstain” on the proxy form for the relevant item of business.

### **Lodgement of Proxy Forms**

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to the registered office of **Shree Minerals Limited at UNIT 4 , The Pines Business Centre, 86-88 Forrest Street, Cottesloe, WA 6011, facsimile number +61 8 93855194**, not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote i.e. 27<sup>th</sup> Nov 2012 ,11 am (WST).

Proxy forms or proxy voting instructions received after this time will be invalid.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy may, but need not, be a Shareholder of Shree Minerals Limited.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this Notice.

### **VOTING ENTITLEMENT**

For the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 5.00 pm WST on Tuesday, 27<sup>th</sup> November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

**SHREE MINERALS LIMITED**  
**ACN 130 618 683**

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of Shareholders of Shree Minerals Limited ("Shree" or "Company") in connection with the business to be conducted at the Annual General Meeting of shareholders to be held at Level 29, 221 St Georges Tce, Perth, Western Australia on Thursday, 29<sup>th</sup> November 2012 commencing at 11:00 am (WST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

**1. FINANCIAL REPORT**

- The first item of the Notice of Annual General Meeting deals with the presentation of the Financial Report and the Reports of the Directors and Auditor of the Company for the year ended 30<sup>th</sup> June 2012. Elements of the Financial Report are detailed in the Audit Report of the Annual Report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.
- No resolution is required to be moved in respect of this item.

**2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT**

- Pursuant to the introduction of CLERP 9 from 1 July 2004 the directors of Shree Minerals Limited have elected to adopt and present, for shareholder consideration, the Remuneration Report which forms part of the Directors' Report included in the 2012 Annual Report.
- Details of director and executive remuneration are clearly explained in the Remuneration Report (refer pages 13 - 17 of the Annual Report). The resolution on the Remuneration Report is advisory only and in no way binds the directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

**3. RESOLUTION 2 – RE ELECTION OF DIRECTOR**

In accordance with the Company's Constitution, Mr. Mahendra Pal retires by rotation, is eligible for re-election and offers himself for re-election as a director.

**4. RESOLUTION 3 – RE ELECTION OF DIRECTOR**

In accordance with the Company's Constitution, Mr. Sanjay Loyalka retires by rotation, is eligible for re-election and offers himself for re-election as a director.

**5. RESOLUTION 4 – HOLDING A SPILL MEETING**

The Corporations Act was amended in June 2011 to introduce the "two-strikes" rule. The two strikes rule provides that if at least 25% of the votes cast on the adoption of the remuneration

report at two consecutive AGMs are against adopting the remuneration report, members will have the opportunity to vote on a “spill resolution” (as described below).

At last year’s AGM, at least 25% of the votes cast on the resolution to adopt the remuneration report were against adopting the report. This constitutes a “first strike”.

If at least 25% of the votes cast on Resolution 1 are against adopting the remuneration report at the 2012 AGM this will constitute a second strike and Resolution 4 will be put to the meeting and voted on as required by section 250V of the Corporations Act (the spill resolution).

If less than 25% of the votes cast on Resolution 1 are against adopting the remuneration report at the 2012 AGM, then there will be no second strike and Resolution 4 will not be put to the meeting.

If put, the spill resolution will be considered as an ordinary resolution.

If the spill resolution is passed, a further meeting of members must be held within 90 days (the spill meeting).

Immediately before the end of the spill meeting, each of Andy Lau, Amu Shah, Arun Jagatramka and Mahendra Pal\* being the directors (other than the Chief Executive Officer and Chairman) who approved the last directors’ report, cease to hold office (the Relevant Directors).

\* This assumes the director is elected or re-elected at the AGM.

Each Relevant Director is eligible to seek re-election as a director of the Company at the spill meeting.

The spill resolution has the potential that the entire board (other than the Chief Executive Officer and Chairman) is removed from office.

## **6. QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING**

- In accordance with the Corporations Act 2001, a reasonable opportunity will be given to shareholders to ask questions about or to make comments on the management of Shree Minerals Limited at the meeting.
- Similarly a reasonable opportunity will be given to shareholders to ask the external auditor, questions relevant to:
  - i. the conduct of the audit;
  - ii. the preparation and content of the auditor’s report;
  - iii. the accounting policies adopted in relation to the preparation of the Company’s Financial Statements, and;
  - iv. The independence of the auditor in relation to the conduct of the audit.
- Shareholders may also submit relevant written questions to the auditor. These must be received by mail or facsimile at the Company’s registered office by no later than 5.00 pm WST on Thursday, **22<sup>nd</sup> November 2012**.

## 7. GLOSSARY OF TERMS

In this Explanatory Memorandum and Notice of Annual General Meeting the following expressions have the following meanings:

"**ANNUAL REPORT**" means the Annual Report dated 30 June 2012. The Annual Report is available on request from the company directly or is available for download on [www.shreeminerals.com](http://www.shreeminerals.com)

"**ASX**" means Australian Securities Exchange Limited.

"**Board**" means the Board of Directors.

"**Company**" or "**Shree**" means Shree Minerals Limited ACN 130 618 683.

"**Constitution**" means the constitution of Shree Minerals Limited from time to time.

"**Corporations Act**" means the Corporations Act 2001 (Cth).

"**Directors**" means the Directors of Shree Minerals Limited from time to time.

"**Explanatory Memorandum**" means the explanatory memorandum that accompanies and forms part of this Notice.

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting of Shareholders convened by this Notice.

"**Notice**" or "**Notice of Annual General Meeting**" means the notice of annual general meeting which accompanies this Explanatory Memorandum.

"**Resolution**" means a resolution referred to in the Notice of Annual General Meeting.

"**Share**" means a fully paid ordinary share in the capital of the Company.

"**Shareholder**" means a person who is entered in the Company's register as a holder of Shares as at 5.00pm (WST) on 22<sup>nd</sup> November 2012.

"**WST**" means western standard time.



#### 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 PROXY TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11:00am (WST) TUESDAY 27<sup>TH</sup> NOVEMBER 2012

## 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 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 **11:00 am (WST) on Thursday, 29<sup>th</sup>**

**November 2012.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged:**

**BY MAIL -** Shree Minerals Limited  
Unit 4, The Pines Business centre  
86 – 88 Forest Street  
Cottesloe WA 6011

**BY FAX -** + 61 8 9385 5194

**IN PERSON -** Shree Minerals Limited  
Unit 4, The Pines Business centre  
86 – 88 Forest Street  
Cottesloe WA 6011

### Attending the Meeting

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

# Shree Minerals Limited

## STEP 1 - Appointment of Proxy

I/We being a member/s of Shree Minerals Limited and entitled to attend and vote hereby appoint

	the Chairman of the Meeting (mark with an 'X')	OR	
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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 in respect of each item of business, as my/our proxy to act generally at the meeting 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) at the Annual General Meeting of Shree Minerals Limited to be held at the Forrest Centre, Level 29, 221 St Georges Terrace, Perth WA 6000 on Thursday the 29th November 2012 at 11:00am (WST) 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.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 as he sees fit (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolutions 4 where the Chairman of the Meeting intends to vote undirected proxies against that item.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2 below.

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

Ordinary Business	For	Against	Abstain*
Resolution 1 Adoption of the Remuneration Report			
Resolution 2 Re-election of Mr Mahendra Pal as a Director of the Company			
Resolution 3 Re-election of Mr Sanjay Loyalka as a Director of the Company			
Resolution 4 Holding a Spill Meeting			

*Note: Resolution 4 will only be considered at the meeting if the condition described in the Notice of Annual General Meeting is satisfied.*

The Chairman of the Meeting intends to vote all undirected proxies in favour of each item of business, with the exception of Resolutions 4 where the Chairman of the Meeting intends to vote undirected proxies against that item.

## 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 / /