

# Notice of Annual General Meeting

**Dingley Village Financial Services Limited**  
**A.B.N. 27 098 041 493**

## **Twenty First Annual General Meeting**

**To be held at 6:30pm on Thursday, 8 December 2022 Via “Zoom” Online Platform**

To minimise the risks arising from the spread of COVID-19 the board have resolved that this year’s AGM will again be held virtually. Whilst it was not a decision made lightly by the Board, the health and safety of our shareholders, employees and the community is of paramount importance to us.

For a detailed overview of the company’s performance and operations for the year ended 30 June 2022, I encourage you to read the 2022 Annual Financial Report prior to the AGM. The 2022 Annual Financial Report and a copy of this Notice can be found on our website at:  
[www.bendigobank.com.au/branch/vic/dingley-village-community-bank-branch/](http://www.bendigobank.com.au/branch/vic/dingley-village-community-bank-branch/)

Your participation in the Meeting is important to us. The online platform for the AGM can be accessed via Zoom at:

<https://us02web.zoom.us/j/84834197263?pwd=Ry84Y2gybGxCOXh2UTAvYUx2emcyUT09>

Meeting ID: 848 3419 7263

Passcode: 277855

One tap mobile

+61731853730,,84834197263#,,,,\*277855# Australia

+61861193900,,84834197263#,,,,\*277855# Australia

Dial by your location

+61 7 3185 3730 Australia

+61 8 6119 3900 Australia

+61 8 7150 1149 Australia

+61 2 8015 6011 Australia

+61 3 7018 2005 Australia

Meeting ID: 848 3419 7263

Passcode: 277855

You will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote in real-time. You may attend the Meeting online using your computer, your mobile phone or device. If you use your computer to attend the Meeting, you should use the Zoom platform. If you use your mobile phone or device to attend the Meeting, you should use the Zoom app (which you can download from the Apple App or Google Play stores by searching Zoom).

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## Ordinary Business

### 1. Receipt of Annual Report

To receive the company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2022.

### 2. Election and re-election of Board Endorsed Directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

- (a) That **James Hardy** having been appointed by the Board after the date of the 2021 Annual General Meeting be elected as a Director of the company.
- (b) That **Kanwah Singh** be re-elected as a Director of the company.
- (c) That **Vittesh Lilani** be re-elected as a Director of the company.
- (d) That **Gregory Lawes** be elected as a Director of the company.

### 3. Appointment of Auditor

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

That the appointment of **Andrew White, Ashfords Audit and Assurance**, as Auditor of the company be approved.

### 4. Selective Reduction of Share Capital under S256B of the Corporations Act 2001

To consider, and if thought fit, pass the following resolution as a special resolution.

That the share capital of the company be reduced from \$567,010 by \$10 to \$567,000 with the reduction being the ten (10) Ordinary shares of \$1 each which were originally issued to the founding directors of the company when the company was incorporated on 3 September 2001.

### 4. Dividend

To be announced

### 5. Dingley Village Citizen of the Year Award (in memory of Ron Vogt)

To be announced

## Attending the meeting

All shareholders may attend the Annual General Meeting.

*Joint holders:* In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

*Proxy:* If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

*Corporate shareholder:* A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The company requires written evidence of a representative's appointment to be given to the company before the meeting.

## Voting rights

Each shareholder is entitled to one vote.

For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as members as at **5:00pm on Monday, 5 December 2022**.

By order of the Board

**Kanwar Singh**

Company Secretary

**10 November 2022**

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## Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

## Agenda item 2: Election of Directors

The following information is provided about candidates for election to the Board.

- (a) James Hardy was appointed by the Board after the date of the 2021 Annual General Meeting and retires in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (a) Kanwar Singh retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (b) Vittesh Lilani retires by rotation in accordance with the constitution of the Company, and being eligible, offers himself for re-election.
- (c) Gregory Lawes retires by rotation in accordance with the constitution of the company, and being eligible, offers himself for re-election.

The re-election of the above-named directors are recommended by the Board.

## Agenda item 3: Appointment of Auditor

Item 3 is an ordinary resolution to seek your approval for the appointment of **Andrew White, Ashfords Audit and Assurance** as the company's Auditor.

The Board has received **Andrew White's** consent to act and written notice of **Andrew White's** nomination as Auditor from a shareholder.

The appointment of **Andrew White** requires approval of shareholders under the Corporations Act.

## Agenda item 4:

### Selective Reduction of Share Capital under S256B of the Corporations Act 2001

Item 4 is a special resolution to seek your approval to reduce the share capital of the company from \$567,010 by \$10 to \$567,000 with the reduction being the ten (10) Ordinary shares of \$1 each which were originally issued to the founding directors of the company when the company was incorporated on 3 September 2001.

In accordance S256C of the Corporations Act 2001, no votes can be cast in favour of this resolution by any person who is to receive consideration as part of the reduction.

After the issue of the (10) Ordinary shares the company issued 630,000 ordinary shares to the public by prospectus issued in 2001.

The reason for the selective reduction of share capital is to reduce the ongoing administrative costs to the company associated with maintaining the share register in relation to the (10) Ordinary shares.

The proposed reduction of share capital is provided for under the Clause 34 of the Constitution of the company, "Power to alter share capital".

In the opinion of the board, the proposed selective reduction of share capital will not affect the solvency of the company and is fair between all shareholders of the company.