

Notice of 2014 Annual General Meeting



Grains Research Foundation Limited

Notice is given that the Annual General Meeting of Grains Research Foundation Limited will be held at:

Location	Conference Room, Leslie Research Centre, 13 Holberton St, Toowoomba
Date	Monday, 1 st December 2014
Time	9.30am (registration at 9.00am) – Queensland time

Ordinary business

Item 1. Chairman's Report

Item 2. Consideration of Reports

To receive and consider the Financial Report of the Company and the reports of the Directors for the financial year ended 30 June 2014.

Item 3. Election of Directors

To consider and, if in favour, to pass the following as ordinary resolutions:

*Resolution 1. that **Damien John Scanlan**, having consented to offer himself for election and being eligible, be elected as a director of the Company under rule 11.3(a) of the Company's Constitution.'*

*Resolution 2. that **Wayne Kenneth Newton**, having consented to offer himself for election and being eligible, be elected as a director of the Company under rule 11.3(a) of the Company's Constitution.'*

Note: Two (2) candidates are standing for election to the office of director. A maximum of two (2) candidates may be elected in accordance with the Company's Constitution. As the number of candidates equals the number of positions available, this item can be decided on a show of hands unless otherwise decided.

Information about the candidates appears in the accompanying Explanatory Memorandum.

Item 3. Questions or comments

Questions or comments about the operations of GRFL.

Dated 7th November, 2014

By order of the GRFL Board

Damien Scanlan
Company Chairman

Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) If you have any queries please call Damien Scanlan on 0746751140 during business hours.
- (f) Members registered in the Company's register of members as at 5.00 pm on 30 November 2012 will be eligible to vote.

Explanatory Memorandum



Grains Research Foundation Limited

Election of Directors

Resolutions 1 to 2 Election of Directors

1. In accordance with Rule 11.2 (a) of the Company's Constitution, the number of Grower Directors elected by the Members is to be four (4).

In accordance with Rule 11.3 (a) Grower Directors shall hold office no longer than two (2) years and at each annual general meeting one-half of the Grower Directors shall retire but are eligible for re-election. By rotation, Ben Coleman retires and a casual vacancy exists at this Annual General Meeting. Ben Coleman is standing for re-election.

The following short biographical details have been provided by the candidates seeking appointment to the Board

Wayne Kenneth Newton:

"Wayne is a grain and cotton producer in the Dalby area and has been an active grain industry representative for many years for growers in this region. He is currently President of AgForce Grains and the Northern Region grower representative on the National Grains RD&E Framework Steering Committee. Wayne has been a strong advocate for sustainability and has been at the forefront of conservation farming with a focus on a systems approach. Wayne has recently been involved in study tours examining the United States' ethanol industry, and Brazilian grain production systems."

Damien John Scanlan

"Damien is a grain and prime lamb producer from the Goondiwindi area, and current Chairman of the company. He is actively involved in agribusiness as a consulting agronomist. Damien has played a prominent role in industry organisations including representing the south-west region on the Queensland Grain Growers Association and AgForce Grains."

Voting

2. If you are unable to attend the annual general meeting to vote on the above resolutions, you should fill out the attached proxy form and return it at least 24 hours prior to the meeting. Should you wish to attend the annual general meeting, voting will be conducted on a show of hands of members present and also from any validly appointed proxy holders or representatives. (Note: voting will be conducted by way of a ballot if demanded by at least 5% of the members or if required under the Company's constitution).

Proxy form

Section 1: Name and address of member

Full name	
Address	

Section 2: Appointment of proxy

I, being a member of the Company and entitled to attend and vote appoint

the Chairman of the meeting
(mark with an 'X') **OR** Write here the full name of the person you are appointing if this person **is someone other than** the Chairman of the meeting.

or failing the person, or if no person is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my behalf, at the annual general meeting of the Company to be held at:

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and at any adjournment of that meeting.

Section 3: Voting instructions

Voting directions to proxy – please mark <input checked="" type="checkbox"/> to indicate your directions.	For	Against	Abstain *	Discretion
Resolution 1 <i>'that Damien John Scanlan, having consented to offer himself for election and being eligible, be elected as a director of the Company under rule 11.3(a) of the Company's Constitution.'</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 <i>'that Wayne Kenneth Newton, having consented to offer himself for election and being eligible, be elected as a director of the Company under rule 11.3(a) of the Company's Constitution.'</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*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.

If you do not wish to direct the Chairman as your proxy to vote, please place a mark in this box.

By marking this box you acknowledge that the Chairman may exercise your proxy even if he or she has an interest in the outcome of the resolution, and that votes cast by him or her, other than as proxy holder, would be disregarded because of that interest.

The Chairman intends to vote all undirected proxies in favour of the resolutions being passed.

Section 4: Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1	Member 2 (if joint holding)	Member 3 (if joint holding)
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>
Sole Director and Sole Secretary	Director/Company Secretary (delete one)	Director
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>
Please provide the information below in case we need to contact you.		
<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>
Contact name	Contact day time telephone	Date / /

Instructions for completion of proxy form

Section 1: Name and address of member

Insert your name and address. If it is a joint holding, insert details of all holders.

Section 2: Appointment of proxy

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person in the space provided. 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 member of the Company.

Section 3: Voting instructions

You may direct your proxy how to vote on an item of business by placing a mark in one of the four boxes opposite that item of business. If you do not mark any of the boxes on a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

Section 4: Signing by member

You must sign this form as follows in the spaces provided:

Individual	Where the holding is in one name, the member must sign.
Joint holding	Where the holding is in more than one name, all of the members must sign.
Power of Attorney	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's Secretary for notation or the original (or a certified copy) of the power of attorney must accompany this document.
Companies	In the following cases, subject to the Company's constitution, the following person must sign: <ul style="list-style-type: none"> (a) Australian proprietary company with a sole director who is also the sole company secretary - that person must sign; (b) Australian proprietary company with a sole director and no company secretary - that person must sign; (c) other Australian companies - two directors, or one director and one company secretary must sign; and (d) foreign company - in accordance with the laws of the jurisdiction of incorporation and constituent documents.

Section 5: Lodging of proxy

This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company Secretary not later than close of business on the date set out below, by mail, hand delivery, facsimile or email.

Last time and date for lodgement*	5.00pm on 29 th November 2014(Queensland time)
By mail	PO Box 299, Southtown, Queensland, 4350
By delivery	2160 Ziesemer Kummerow Rd, Bongeen, Qld, 4356
By facsimile	07 4675 1377
By email	secretary@grf.org.au

* Any proxy form received after that time will not be valid.