



Banks DIH Limited

Information Brochure

for

Virtual 65th Annual General Meeting

BANKS DIH LIMITED
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Virtual 65th Annual General Meeting
29th January 2021

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NOTICE OF THE MEETING

Notice is hereby given that the 65th Annual General Meeting of Banks DIH Limited will be held at Thirst Park, Georgetown on Friday, 29 January 2021 at 2.00 p.m. for the following purposes. In light of the restrictions on public gatherings imposed under the Health Ordinance as a result of the Coronavirus global pandemic (COVID-19), the Annual General Meeting will be conducted in the manner directed under the Order of Court No. 2020-HC-DEM-CIV-FDA-2077 dated the 25th day of November, 2020 and entered on the 2nd day of December, 2020 before the Honourable Mr. Justice Sandil Kissoon.

(a) no more than seven individuals (whose names are set out at (i) to (vii) below) representing, personally or by proxy, no less than 10% of the shareholding of Banks DIH Limited shall be present, in the capacity solely as shareholders, at the Annual General Meeting namely;

- (i) **Natasha Vieira**, Attorney-at-Law
- (ii) **Chandra Gajraj**, Trust Company (Guyana) Ltd
- (iii) **James Morgan**, The Demerara Mutual Life Assurance Society Ltd
- (iv) **Jennifer Khan**, Banks DIH Limited
- (v) **Eton Chester**, Citizens Bank Guyana Inc
- (vi) **Wilfred A. Lee**, Hand-in-Hand Insurance Company
- (vii) **Roger Yee**, Guyana & Trinidad Mutual Group of Insurance Companies

(b) as a shareholder of Banks DIH Limited you are entitled to observe the Annual General Meeting via electronic/virtual platform but not to be physically present at the Meeting. The access code for the electronic/virtual platform has been mailed to you along with this Notice;

(c) as a shareholder of Banks DIH Limited you are entitled to appoint one of the seven individuals named at (a) above as your proxy with instructions as to voting on the Motions to be proposed at the Annual General Meeting. These Motions are set out in the Proxy Form, mailed to you along with this Notice;

(d) shareholders may contact the Company Secretary's Office (Mrs. Kavorn Kyte-Williams) at telephone numbers 592-225-0918 or 592-225-0910, Ext. 2235 or email: kkyte-williams@banksdih.com to address any questions in relation to this Notice or the Annual General Meeting.

AGENDA

A. To receive the Financial Statements for the year ended 30 September 2020 and the Reports of the Directors and Auditors thereon.

B. To consider and (if thought fit) pass the following Resolution:

1. "That the Financial Statements for the year ended 30 September 2020 and the Reports of the Directors and Auditors thereon be and are hereby adopted."

C. To consider the declaration of a Final Dividend of \$0.75 per share as recommended by the Directors in addition to an Interim Dividend of \$0.30 per share and a second Interim Dividend of \$0.30 per share previously declared by them and (if thought fit) pass the following Resolution:

2. "That the Interim Dividend of \$0.30 per share and a second Interim Dividend of \$0.30 per share already paid be confirmed and that a Final Dividend of \$0.75 per share as recommended by the Directors in respect of the year ended 30 September 2020 be approved and paid to shareholders on the Company's Register at the close of the business on 29 January 2021."

D. To elect Directors in accordance with Article 109 of the Company's by-laws.

The Directors retiring by rotation are Mr. Dan Bryan Stoute and Ms. Melissa Jessica De Santos, who being eligible, offer themselves for election.

To consider and (if thought fit) pass the following Resolutions:

3. (a) "That the Directors be elected en bloc."

(b) "That the retiring Directors Mr. Dan Bryan Stoute and Ms. Melissa Jessica De Santos, be and are hereby elected Directors of the Company."

E. To fix the remuneration of the Directors in accordance with Article 86 of the Company's by-laws and Section 104 of the Companies' Act Cap. 89:01.

To consider and (if thought fit) pass the following Resolution:

4. "That the remuneration of \$1,732,823 per annum be paid to the Non-Executive Vice Chairman; the remuneration of \$1,432,823 per annum be paid to each Non-Executive Director in accordance with Article 86 of the Company's by-laws and Section 104 of the Companies' Act Cap. 89:01 and that a Travelling Allowance for each Non-Executive Director be fixed at \$561,117 per annum; and that the additional sum of \$106,060 per annum be provided for additional remuneration for each Director

serving on Technical Committees.”

- F. To appoint Auditors in accordance with Article 143 of the Company’s by-laws.

To consider and (if thought fit) pass the following Resolution:

5. “That Messrs. Jack A. Alli, Sons & Company be and are hereby appointed Auditors for the period ending with the conclusion of the next Annual General Meeting.”

- G. To fix the remuneration of the Auditors in accordance with Article 146 of the Company’s by-laws.

To consider and (if thought fit) pass the following Resolution:

6. “That the remuneration of the Auditors be fixed at \$25,500,000 for the current financial year.”

- H. To fix charitable donations in accordance with Article 62 of the Company’s by-laws.

To consider and (if thought fit) pass the following Resolution:

7. “That the amount appropriated for charitable donations be fixed at \$5,040,000 for the current financial year.”

- I. To transact any other business of an Ordinary Meeting.

Proxy Forms must be completed, dated, stamped and deposited at the Registered Office of Banks DIH Limited no less than forty-eight (48) hours before the date of the Annual General Meeting. (Note: Saturdays and Holidays are to be excluded when determining the forty-eight (48) hour period).

Note: As a consequence of the mitigation measures implemented by the COVID-19 Pandemic Task Force, the Board of Directors regretfully advises Shareholders that there will not be the customary distribution of gifts to Shareholders as a token for attending the meeting and neither will there be a Bar Service for this virtual meeting.

BY ORDER OF THE BOARD
Kavorn Debora Kyte-Williams
Secretary/Corporate Legal Officer
21 December 2020

REGISTERED OFFICE
Thirst Park
Georgetown
Guyana

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BANKS DIH LIMITED – ANNUAL GENERAL MEETING

PROXY FORM

I/We _____ of _____, a

MEMBER OF Banks DIH Limited hereby appoint _____ (being any one of the seven individuals named at sub paragraph (a) of the Annual General Meeting Notice) OR IN HIS/HER ABSENCE (being another of the seven individuals, named at sub-paragraph (a) of the Annual General Meeting Notice) to act as my/our proxy at the Annual General Meeting on _____ and at every adjournment thereof.

I/We request such proxy vote on the following Resolutions as indicated below:

RESOLUTIONS	Yes	No	Abstain
To consider (and if thought fit) pass the following Resolution: “That the Report and Financial Statements be taken as read.”			
To receive the Financial Statements for the year ended 30 September 2020 and the Reports of the Directors and Auditors thereon.			
To consider and (if thought fit) pass the following Resolution: “That the Financial Statements for the year ended 30 September 2020 and the Reports of the Directors and Auditors thereon be and are hereby adopted.”			
To consider the declaration of a Final Dividend of \$0.75 per share as recommended by the Directors in addition to an Interim Dividend of \$0.30 per share and a second Interim Dividend of \$0.30 per share previously declared by them and (if thought fit) pass the following Resolution: “That the Interim Dividend of \$0.30 per share and a second Interim Dividend of \$0.30 per share already paid be confirmed and that a Final Dividend of \$0.75 per share as recommended by the Directors in respect of the year ended 30 September 2020 be approved and paid to shareholders on the Company’s Register at the close of the business on 29 January 2021.”			
To elect Directors in accordance with Article 109 of the Company’s by-laws. The Directors retiring by rotation are Mr. Dan Bryan Stoute and Ms. Melissa Jessica De Santos, who being eligible, offer themselves for election. To consider and (if thought fit) pass the following Resolutions: (a) “That the Directors be elected en bloc.” (b) “That the retiring Directors Mr. Dan Bryan Stoute and Ms. Melissa Jessica De Santos, be and are hereby elected Directors of the Company.”			
To fix the remuneration of the Directors in accordance with Article 86 of the Company’s by-laws and Section 104 of the Companies’ Act Cap. 89:01. To consider and (if thought fit) pass the following Resolution: “That the remuneration of \$1,732,823 per annum be paid to the Non-Executive Vice Chairman; the remuneration of \$1,432,823 per annum be paid to each Non-Executive Director in accordance with Article 86 of the Company’s by-laws and Section 104 of the Companies’ Act Cap. 89:01 and that a Travelling Allowance for each Non-Executive Director be fixed at \$561,117 per annum; and that the additional sum of \$106,060 per annum be provided for additional remuneration for each Director serving on Technical Committees.”			

RESOLUTIONS	Yes	No	Abstain
To appoint Auditors in accordance with Article 143 of the Company's by-laws. To consider and (if thought fit) pass the following Resolution: "That Messrs. Jack A. Alli, Sons and Company be and are hereby appointed Auditors for the period ending with the conclusion of the next Annual General Meeting."			
To fix the remuneration of the Auditors in accordance with Article 146 of the Company's by-laws. To consider and (if thought fit) pass the following Resolution: "That the remuneration of the Auditors be fixed at \$25,500,000 for the current financial year."			
To fix charitable donations in accordance with Article 62 of the Company's by-laws. To consider and (if thought fit) pass the following Resolution: "That the amount appropriated for charitable donations be fixed at \$5,040,000 for the current financial year."			

As Witness my hand this _____ day of _____ 2020

Signed by _____

For Corporate Shareholder Affix Stamp/Seal:

UNLESS INSTRUCTED BY INSTRUMENT OF POWER OF ATTORNEY OR BY COMPLETION OF THE AFORESAID RESOLUTIONS, THE APPOINTED PROXY HOLDER WILL VOTE AS HE/SHE THINKS FIT.

SHAREHOLDER'S QUESTIONNAIRE

December 21, 2020

Dear Shareholders:

I shall be glad to welcome you to the virtual 65th Annual General Meeting of Banks DIH Limited to be held on Friday, 29 January 2021 at 14:00 hours at Thirst Park, Ruimveldt and will be pleased to answer any questions which can be submitted utilising the form provided below. It will be appreciated if your questions are submitted as early as possible to enable the answers to be provided. I will endeavour to answer all questions at the meeting but, should your question not be answered, I will respond in writing after the meeting would have been held.

To facilitate your virtual participation in the 65th Annual General Meeting please click on the AGM link provided on our Website to access entry to the proceedings: <http://www.banksdih.com>.

You may also exercise your right as a shareholder to participate in the Annual General Meeting through designated Proxy Holders by submitting any questions, and/or comments for consideration and response at the meeting. Alternatively, shareholders can also submit questions to the Company's Registered Office at our Thirst Park, Ruimveldt address or by email to banks@banksdih.com or shares@banksdih.com.

Yours sincerely



C.B. Reis, C.C. H.
Chairman/Managing Director

Shareholder's Question Form.

Name of Shareholder:

Address:

Question:

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Cross out the one which does not apply

(You may mention my name)
(Please do not mention my name)

To be addressed to:

The Chairman
Banks DIH Limited
P.O. Box 10194
Thirst Park, Georgetown

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