



**NOTICE IS HEREBY GIVEN THAT** the Thirty-Second Annual General Meeting of Turiya Berhad (55576-A) will be held at the Dewan Seroja, Kelab Golf Perkhidmatan Awam, Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Tuesday, 28 August 2012 at 9.30 a.m. for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS:-**

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2012 together with the Reports of the Directors and Auditors thereon.
- To re-elect Ms. Gomathi @ Usha Nathan A. Vaidyanathan, who retires pursuant to Article 107 of the Company's Articles of Association and being eligible, offer herself for re-election.
- To re-elect the following Directors, who are retiring pursuant to Article 97 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
  - Mr. Jayapalasingam Kandiah
  - Mr. Shahrayar Mirza Husain Khushabi
  - Mr. Ahmed Salamah Mohamed Khalil Abu Seyam
- To re-appoint Messrs. Moore Stephens AC as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**Resolution 1**

**Resolution 2  
Resolution 3  
Resolution 4  
Resolution 5**

**AS SPECIAL BUSINESS:-**

To consider and if thought fit, to pass the following resolutions as Ordinary and Special Resolutions, with or without modifications:

**(a) Ordinary Resolution – Approval of Directors' Fees**

"THAT the Directors' fees totaling RM189,000/- for the financial year ended 31 March 2012 be and is hereby approved."

**Resolution 6**

**(b) Ordinary Resolution – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued capital of the Company for the time being **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

**Resolution 7**

**(c) Special Resolution – Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments")**

"THAT the Proposed Amendments to the Articles of Association of the Company as contained in Appendix 1 annexed to the Annual Report be and are hereby approved."

**Resolution 8**

To transact any other business of the Company for which due notice shall have been given.

**By Order of the Board**

**Malarvizhi L. Mahalingam** (MAICSA 7024128)

Company Secretary

6 August 2012

Kuala Lumpur

**NOTES:-**

- A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead and where a member appoints two proxies, the holder shall specify the proportion of his shareholding to be represented by each proxy. A proxy or attorney need not be a member of the Company and the provision of section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 7.3, 7th Floor, Wisma Chase Perdana, Changkat Semantan, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the appointed time of holding this meeting or any adjournment thereof.
- Depositors who appear in the Record of Depositors as at 22 August 2012 shall be regarded as Members of the Company entitled to attend the 32nd Annual General Meeting or appoint a proxy to attend and vote on his behalf.

**EXPLANATORY NOTES FOR AUDITED FINANCIAL STATEMENTS:-**

There is no provision in the Companies Act, 1965 and the Articles of Association of the Company that require the Audited Financial Statements to be approved by the shareholders at the Annual General Meeting of the Company. Hence, it will not be put forward to the shareholders for voting.

**EXPLANATORY NOTES FOR SPECIAL BUSINESS:-**

**1. ORDINARY RESOLUTION ON APPROVAL OF DIRECTORS' FEES**

The Proposed Resolution No. 6 is in accordance with Article 101 of the Company's Articles of Association and if passed, will authorise the payment of Directors' fees to the Non-Executive Directors of the Company for their services rendered as Directors for the financial year ended 31 March 2012.

**2. ORDINARY RESOLUTION ON AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

The Proposed Resolution No. 7, if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider would be in the best interests of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.

As at the date of this Notice, the Company has not issued any new shares pursuant to the authority granted to the Directors at the last Annual General Meeting held on 25 August 2011 and thus, no proceeds were raised there-from.

**3. SPECIAL RESOLUTION ON THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The Proposed Resolution No. 8 is to comply with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION THE COMPANY**

**APPENDIX 1**

Article No.	Existing Articles	Proposed Articles	Rationale (s)
84.	Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every member present in person or by proxy or represented by attorney shall have one vote and upon a poll every such member shall have one vote for every share held by him. A proxy or attorney need not be a member of the Company and the provision of Section 149 (1) (b) of the Act shall not apply to the Company. A proxy shall be entitled to vote on a show of hands in any General Meeting.	Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every member present in person or by proxy or represented by attorney shall have one vote and upon a poll every such member shall have one vote for every share held by him. A proxy or attorney need not be a member of the Company and the provision of Section 149 (1) (b) of the Act shall not apply to the Company. A proxy shall be entitled to vote on a show of hands in any General Meeting. <b>There shall be no restriction as to the qualification of the proxy.</b>	Pursuant to Paragraph 7.21A of the Listing Requirements ("LR").
87.	A member of the Company shall not be entitled to appoint more than two proxies to attend and vote at the same meeting and where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Where a member of the Company is an authorized nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said securities account.	(i) A member of the Company shall not be entitled to appoint more than two proxies to attend and vote at the same meeting.  (ii) Where a member of the Company is an authorized nominee as defined in the Central Depositories Act, it may appoint at least one proxy <b>but not more than two (2) proxies</b> in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said Securities Account.  (iii) <b>Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An exempt authorized nominees refers to an authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A (1) of the SICDA.</b>  (iv) Where a member or the authorized nominee appoints two (2) proxies, or where an exempt authorized nominee appoints two (2) or more proxies, the proportions of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.  (v) <b>A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.</b>	Pursuant to Paragraph 7.21 of the LR.