

# NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES



ACN 006 522 970

Notice is given that the 2009 Annual General Meeting of the Members of IDT Australia Limited (the "Company") will be held at 45 Wadhurst Drive, Boronia, Victoria on Friday 30 October 2009 at 10.00 am (Melbourne time).

A McKenzie, Secretary  
By order of the Board of Directors

Dated this 25th day of September 2009.

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## **ORDINARY BUSINESS**

### **1. Financial Reports**

To receive and consider the Company's financial report and reports of the directors and auditors in respect of the financial year ended 30 June 2009.

### **2. Election of Mr Alan Blackman**

Mr Alan Blackman retires as a director by rotation in accordance with Rule 16.1 of the Company's Constitution and, being eligible, offers himself for re-election.

### **3. Election of Dr Geoffrey Vaughan**

Dr Geoffrey Vaughan retires as a director by rotation in accordance with Rule 16.1 of the Company's Constitution and, being eligible, offers himself for re-election.

### **4. Remuneration Report (Non-Binding Vote)**

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

"To adopt the Remuneration Report as disclosed in the Annual Directors' Report for the year ended 30 June 2009."

## **Determination of membership and voting entitlement for the purpose of the Meeting**

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognized as a member and the holder of shares in the capital of the Company if that person is registered as a holder of those shares at 5.00pm (Melbourne time) on Wednesday 28 October 2009.

### **Proxies**

- 1 A member entitled to attend and vote is entitled to appoint a person or body corporate as proxy to attend and vote instead of the member.
- 2 Where the member is entitled to cast two (2) or more votes, the member may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- 3 If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- 4 A proxy need not be a shareholder of the Company.
- 5 Proxies given by companies must be executed under seal, in accordance with the Corporations Act or under the hand of a duly authorised officer.
- 6 To be effective, a form appointing a proxy and the power of attorney (if any) under which it is signed or an attested copy thereof must be delivered to the registered office of the Company at 45 Wadhurst Drive, Boronia, Victoria 3155 or faxed to the Company on (03) 9801 8773, not later than 10.00am (Melbourne time) on Wednesday 28 October 2009.

A form of proxy accompanies this Notice  
By Order of the Board

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A McKenzie  
Secretary  
25 September 2009

## **EXPLANATORY NOTES**

### **ITEMS 2 AND 3 – RE-ELECTION OF DIRECTORS**

Rule 16.1(b) of the Company's Constitution provides that at the Annual General Meeting in every year one third of the Directors of the Company for the time being must retire, and that they may offer themselves for re-election. The Managing Director and directors appointed to fill casual vacancies are not to be taken into account.

As at the date of this Notice of Meeting, the Board of the Company comprised five Directors who are subject to rotation and accordingly two Directors, Mr Alan Blackman and Dr Geoffrey Vaughan are required to retire and offer themselves for re-election. Information regarding the two Directors follows:

Mr Alan Blackman:

- Non-executive director since 1986, Member of the Nomination, Audit and Remuneration Committees.
- Practicing lawyer with considerable experience in corporate and commercial law.

Dr Geoffrey Vaughan:

- Non-executive director since 1997 and current Member of the Nomination and Audit Committees.
- Formerly National Manager of the Therapeutic Goods Administration. Formerly Chairman of Co-operative Research Centres Committee, Member of Industry Research and Development Board of the Department of Industry, Tourism and Resources and Councillor of Questacon, the National Science and Technology Centre.

### **ITEM 4 – REMUNERATION REPORT (NON-BINDING VOTE)**

Under S300A of the Corporations Act 2001, the Annual Directors' Report must now include a separate identified remuneration report. Listed companies are further required to put the remuneration report up for adoption at the Company's Annual General Meeting. However, the vote on the resolution is advisory only and does not bind the Directors of the Company. Nevertheless, the outcome of the vote will be considered by the Board when evaluating the remuneration arrangements of the Company.

The Remuneration Report is set out in the Report of the Directors in the company's Annual Report. The Report explains the Board policy for determining the nature and amount of remuneration of Directors and Key Management Personnel of the Company. It explains the relationship between the Board Remuneration policy and the Company's performance, sets out remuneration details for each Director, remuneration of Key Management Personnel and it details and explains any performance conditions applicable to remuneration of Directors and Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.



ACN 006 522 970

000001 000 IDT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Registered Office - 45 Wadhurst Drive
BORONIA VIC 3155, Australia

In Person:

Registered Office - 45 Wadhurst Drive
BORONIA VIC 3155, Australia

Alternatively you can fax your form to
+61 3 9801 8773

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am Wednesday 28 October 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Turn over to complete the form ->



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
Update your securityholding

Your secure access information is:

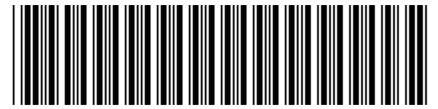
SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of IDT Australia Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, 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 IDT Australia Limited to be held at 45 Wadhurst Drive, Boronia VIC 3155 on Friday, 30 October 2009 at 10.00am and at any adjournment of that meeting.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

			For	Against	Abstain
Item	2	Elect Mr Alan Blackman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item	3	Elect Dr Geoffrey Vaughan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item	4	Adopt the Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_