



Coote Industrial Limited
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Maddington WA 6109

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Maddington WA 6989
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www.coote.com.au

26 November 2009

Dear Shareholder,

Notice of 2009 Annual General Meeting

Coote Industrial is pleased to invite you to attend our 2009 Annual General Meeting ("AGM") for the purpose of transacting the business set out in this Notice. The timing and venue for the meeting are as follows:

Date and Time: Friday, 27 November 2009 at 11:00 am (WST)
Venue: The Studio Room, Burswood Convention Centre
Burswood Entertainment Complex
Great Eastern Highway
Perth, Western Australia

In the event you are unable to attend the meeting, you are encouraged to complete and return the enclosed Proxy Form. Please read the enclosed Information Sheet which provides instructions on completion and lodgement of proxies, together with explanatory notes on the items which form the business of this meeting.

Business

Item 1 Coote Industrial Financial Report

To receive the Financial Report, Directors' Report and Auditor's Report for Coote Industrial Limited and its controlled entities for the year ended 30 June 2009.

Item 2 Remuneration Report

Resolution 1 - To consider, and if thought fit, to pass the following:

"The Remuneration Report is adopted."

Item 3 Re-Election of Directors

Please refer to the Explanatory Notes in the Information Sheet regarding voting on the election of directors.

Resolution 2 - To consider, and if thought fit, to pass the following:

"Donald Hector, who retires by rotation in accordance with the Company's constitution and offers himself for re-election, is re-elected as a director of Coote Industrial Limited".

Resolution 3 - To consider, and if thought fit, to pass the following:

"Glenn Parrett, who retires by rotation in accordance with the Company's constitution and offers himself for re-election, is re-elected as a director of Coote Industrial Limited".

I look forward to seeing you at the meeting.

By order of the Board,

Donald Hector
Chairman

Enclosures: 1. Information Sheet
2. Proxy Form
3. Request for Annual Report (Printed Version)

For personal use only
Coote Industrial Limited 2009 Notice of Annual General Meeting



Information Sheet

Explanatory Notes

Item 1: CIL Financial Report

The Financial Report, Directors' Report and Auditor's Report will be laid before the meeting. There is no requirement for shareholders to approve these reports, however the Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the management of CIL. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

Item 2: Remuneration Report

Resolution 1 - Adoption of Remuneration Report

The Remuneration Report is set out in pages 39 to 44 of CIL's 2009 Annual Report ("Annual Report") for the year ended 30 July 2009, which is available for download from the ASX or from the Company's web site at:

<http://www.coote.com.au/default.aspx?MenuID=37>

The Remuneration Report sets out remuneration arrangements for CIL directors and senior management. The Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report. However, this vote is of an advisory nature only and does not bind the Company or its directors.

Item 3: Re-election of Directors

Under Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the directors appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Additionally, under CIL Constitution clause 11.3 and 11.5, one third of directors, and any director who has held office for three years or more must retire from office. Directors to retire at any annual general meeting must be those who have been longest in office since their last election.

Accordingly, two directors are due to retire at the end of the meeting, and offer themselves for re-election to the Board as follows:

Resolution 2 - Re-election of Mr Donald Hector

Donald Hector, BE (Chem), PhD, FAICD, FIEAust, FICHEM, was appointed a director of CIL on 2 November 2006.

Don has 15 years experience in senior executive management and CEO positions with industrial companies. He was Managing Director of Dow Corning Australia Pty Ltd, the Australian subsidiary of Dow Corning Corporation and was Managing Director of Asia Pacific Specialty Chemicals Ltd, an ASX-listed chemical company. Don is a non-executive director of SEMF Pty Ltd, a multidisciplinary engineering consulting firm. He is also on the board of Engineering Sydney at the University of Sydney and is a Council member of one of Sydney's leading independent schools.

Resolution 3 - Re-election of Mr Glenn Parrett

Glenn Parrett, BCom (Finance & Economics), MAICD, was appointed a director of CIL on 28 June 2006.

Glenn has more than 15 years experience delivering against total business plan responsibility, including General Manager and Managing Director roles with engineering sales and service businesses. Underpinned by Certificate studies in Mechanical Engineering, Glenn built experience in application engineering, technical sales and subsequently project and business management in the power and propulsion segment. Having completed a degree in Finance and Economics with High Distinction average, Glenn was awarded life membership of the Golden Key National Honour Society and has undertaken postgraduate studies in Business Law at Sydney University. After delivering key projects and acquisitions for Coote Industrial at corporate level, Glenn's focus from FY09 is the integration, performance and development of the group's power and propulsion businesses.

Proxies and Voting

Eligibility to Vote

You will be eligible to vote at the meeting if you are registered as a holder of CIL shares at 11.00 am (WST) on Thursday 26 November 2009.

Appointing a Proxy

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of CIL and may be an individual or a body corporate. A proxy form is included with this Notice of Meeting. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you require a second proxy form, please contact the Company Secretary on +61 (0)8 9251 8000.



Information Sheet (continued)

Lodging your Proxy Form

You can lodge your completed proxy form by:

- ✓ post to Coote Industrial using the reply paid envelope, or by mailing it to:

Company Secretary
Coote Industrial Limited
PO Box 270
Maddington WA 6989

- ✓ faxing it to +61 0(8) 9452 2186; or

- ✓ hand delivering it to:

Company Secretary
Coote Industrial Limited
627 - 635 Bickley Road
Maddington, Western Australia

The deadline by which proxy forms must be received by CIL is 11:00 am WST on Wednesday 25 November 2009, being 48 hours prior to commencement of the meeting.

Your completed proxy form (and any necessary supporting documentation) must be received by the deadline in order to be taken into consideration. If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received at CIL by the deadline, unless it has been previously provided to CIL.

If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the meeting.

How the Chair of the Meeting will vote undirected Proxies

The Chair of the meeting will vote undirected proxies in favour of all of the motions. CIL encourages all shareholders who submit proxies to direct their proxy how to vote on each item of business.

Questions from Shareholders

In addition to asking questions at the meeting, written questions to the Chairman about the management of CIL or to CIL auditors about the content of the Auditor's Report and the conduct of the audit, may be submitted no later than Friday, 20 November 2009 by:

- ✓ post to The Chairman, C/- Company Secretary, PO Box 270, Maddington WA 6989

- ✓ faxing it to +61 0(8) 9452 2186; or

- ✓ Email: investor.relations@coote.com.au

Copies of written questions and answers will be available at the meeting.

Corporate Shareholders

Corporate shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this meeting only or for all meetings of CIL. Shareholders may obtain an 'Appointment of Corporate Representative' form from the Company's share registry.

Your Privacy

Attendees at the meeting may be video recorded and the tapes may be used at the discretion of ASX for security or broadcast purposes.

Glossary

ASX means ASX Limited ABN 98 008 624 691.

Company or "**CIL**" means Coote Industrial Limited (ACN 120 432 144).

Corporations Act 2001 means the Corporations Act, 2001 (Commonwealth).

Directors means the directors of the Company.

Explanatory Notes means the Explanatory Notes included in the Notice which convened this meeting.

Notice means the Notice of Annual General Meeting.

Remuneration Report means the Remuneration Report which forms part of the Directors' Report of CIL for the financial year ended 30 June 2009 and which is set out on pages 39 to 44 of the 2009 Annual Report.

Resolutions means the resolutions proposed in this Notice.

Shareholder means a shareholder of the Company and **Shareholders** has a corresponding meaning.

How to Complete this Proxy Form

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. 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 shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company Secretary of Coote Industrial Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) On each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives: If a representative of the corporation is to attend the meeting the appropriate "Certificate of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry, i.e.

Security Transfers Registrars Pty Ltd

770 Canning Highway
Applecross WA 6153

Telephone: +61 (0)8 9315 2333
Facsimile: +61 (0)8 9315 2233

Lodgement of a Proxy Form

This proxy form (and any Power of Attorney under which it is signed) must be received at an address given below by 11:00 am (WST) on Wednesday, 25 November 2009, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting:

You can lodge your completed proxy form by:

- ✓ post to Coote Industrial using the reply paid envelope, or by mailing it to:
Company Secretary
Coote Industrial Limited
PO Box 270
Maddington WA 6989
- ✓ faxing it to +61 (0)8 9452 2186; or
- ✓ hand delivering it to:
Company Secretary
Coote Industrial Limited
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