



Wesfarmers Limited

ABN 28 008 984 049

AUSTRALIAN STOCK EXCHANGE



WES000307

COPY

6 November 2001

The Listing Manager
Australian Stock Exchange Limited
Exchange Plaza
2 The Esplanade
PERTH WA 6000

Dear Sir

ANNUAL GENERAL MEETING

We advise that at the annual general meeting of the company held yesterday all resolutions as per the attached Notice of Meeting were passed. As indicated in our previous notice of 17 September 2001, Messrs Hogan, Paterson and Nuttall retired at the conclusion of the meeting.

We also enclose a Disclosure of Proxy Votes in accordance with section 251AA of the Corporations Act 2001.

Yours faithfully



J C GILLAM
COMPANY SECRETARY

Enc

Time: 2.00 pm
Date: 5 November 2001
Place: Grand Ballroom
Hyatt Regency Perth
99 Adelaide Terrace
Perth, Western Australia

**IF YOU ATTEND THE MEETING, PLEASE BRING
THIS NOTICE OF MEETING WITH YOU. THIS WILL
ASSIST YOUR REGISTRATION AT THE MEETING**

Notice is hereby given that the 20th annual general meeting of Wesfarmers Limited will be held in the Grand Ballroom, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia on Monday 5 November 2001 at 2.00 pm.

Business of the meeting

Accounts and reports

To receive and consider the financial statements and the reports of the directors and of the auditors for the year ended 30 June 2001.

Ordinary business

1. To elect directors. Messrs T J Flügge, J P Graham, C Macek, C H Perkins and D C White retire in accordance with the company's constitution and, being eligible, offer themselves for re-election.
2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
"That, pursuant to rule 87 of the company's constitution and commencing on 1 December 2001, the maximum sum which may be paid out of the funds of the company to the non-executive directors by way of remuneration for their services in respect of each 12 month period be increased by the sum of \$731,500 per annum to the sum of \$1,500,000 per annum, to be divided among the directors participating in the sum in such proportions as the directors shall agree."

Special business

3. To consider and, if thought fit, to pass the following resolution as a special resolution:
"That rule 78 of the company's constitution be deleted and replaced with the following rule:
78. Each Director is required to hold, either in their own name or in the name of an entity controlled by the Director, one thousand (1,000) ordinary shares in the Company from not later than the date two months after the Director's appointment and during the period of office of the Director."

By order of the board

J C Gillam

Company Secretary
4 October 2001

Members entitled to attend and vote at the meeting

For the purposes of the meeting and in accordance with section 1109N of the Corporations Act 2001 and the company's constitution, it has been determined that the members entitled to attend and vote at the meeting shall be those persons who are recorded in the register of members at 6.00 am on Monday 5 November 2001.

Proxies

A member entitled to attend and vote at the annual general meeting is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member. To be effective, proxy forms, duly completed must be received not less than 48 hours before the time for holding the meeting. Please direct proxy forms to the company's share registry, Computershare Investor Services Pty Limited, Level 2, 45 St George's Terrace, Perth (telephone: (08) 9323 2000, facsimile: (08) 9323 2033).

Explanatory notes

Item 1 – Election of directors

Five directors of the company retire at the annual general meeting in accordance with the constitution and being eligible, offer themselves for re-election.

Profiles

Mr T J Flügge joined the board in 1998. Mr Flügge is Chairman of AWB Limited and a director of AWB joint venture companies in China, Egypt and Vietnam. He is a member of the Rabobank Food & Agribusiness Advisory Board and a director of Australian Wool Services Limited (AWS) and AWS subsidiaries TWC Holdings Pty Limited and The Woolmark Company Pty Ltd. He was formerly President of the Grains Council of Australia; and a past director of the Grains Research and Development Corporation. Mr Flügge received the Monash University/Rabobank Agribusiness Leader of the Year award in 1998 and in 1997 was awarded the Farrer Memorial Medal for his contribution to agriculture.

Mr J P Graham joined the board in 1998. Mr Graham holds a Bachelor of Engineering in Chemical Engineering with Honours from the University of Sydney and a Master of Business Administration from the University of New South Wales. He has had an active involvement in the growth of Wesfarmers since 1977 in his roles as Managing Director of Gresham Partners Limited and previously as a director of Hill Samuel Australia Limited and Managing Director of Rothschild Australia Limited. In addition to his investment banking activities, Mr Graham is Deputy Chairman of Primary Industry Bank of Australia Ltd and of Rabo Australia Ltd. He is a trustee or member of a number of community organisations and was Chairman of the Darling Harbour Authority in New South Wales for a period of six years.

Mr C Macek was appointed to the board in October 2001. Mr Macek has had extensive experience in the investment banking and fund management industries in Australia and is a former Managing Director and Chairman of County Investment Management Limited. He holds a Bachelor of Economics from Monash University and a Master of Administration. He is a director of Centre for Eye Research Australia Limited; a member of the Financial Reporting Council; a fellow of the Securities Institute of Australia and an associate of CPA Australia.

Mr C H Perkins joined the board in 1984. Mr Perkins is Chancellor of the Curtin University of Technology; Chairman of the Western Australian Institute for Medical Research and a director of Scientific Services Ltd and Adelaide Brighton Limited. He was a Nuffield Farming Scholar in 1972.

Mr D C White joined the board in 1990. Mr White holds a Bachelor of Business degree from Curtin University (formerly Western Australian Institute of Technology) and is a fellow of CPA Australia. He is the Treasurer of The Royal Agricultural Society of Western Australia (Inc) and Chairman of the Beverley Health Services Board. Mr White is the Chairman of the board's audit committee.

Item 2 – Directors' fees

The sum of \$1,500,000 is to cover the total fees that could be paid to all non-executive directors; shared between them in such proportion as the board of the company agrees from time to time.

There has been a significant increase in the size and complexity of the Wesfarmers group during the last twelve months. The increase in the limit of the amount that can be paid to the directors is to enable the company to maintain directors' fees in line with those paid by companies of a similar size and complexity. Analysis of the company's current fees has shown that they are below those paid in comparable companies. The increased limit will also enable the company to attract and retain new directors with appropriate skills and competencies to contribute to the board. It is not proposed to utilise the whole of the increased sum at the present time.

The company will disregard any votes cast on the resolution by or on behalf of any director of the company or their associates.

The company need not disregard a vote, however, if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to votes in accordance with a direction on the proxy form to vote as the proxy decides.

Item 3 – Amendment to constitution

Rule 78 of the constitution currently provides that:

"The share qualification of a Director shall be the holding in the Director's own right of two thousand (2,000) ordinary shares."

The board of directors recommends deleting rule 78 of the company's constitution and replacing it with the following rule:

"Each Director is required to hold, either in their own name or in the name of an entity controlled by the Director, one thousand (1,000) ordinary shares in the Company from not later than the date two months after the Director's appointment and during the period of office of the Director."

The amended rule continues to promote the alignment of directors' interests with those of the company while recognising the significant increase which has occurred in the share price and adjusting the minimum number of shares accordingly. In addition, it introduces a degree of flexibility for directors in relation to how they may structure their holdings in the company.

The amended rule also provides that directors must comply with the shareholding qualification within two months of their appointment and for the duration of their time as a director. This amendment provides greater certainty in relation to the holding requirements and gives prospective directors a reasonable period in which to comply with the requirement.

WESFARMERS LIMITED
ANNUAL GENERAL MEETING 5 NOVEMBER 2001
DISCLOSURE OF VOTES

	Resolution 1A	Resolution 1B	Resolution 1C	Resolution 1D	Resolution 1E	Resolution 2	Resolution 3
Total no. of proxy votes exercisable by proxies validly appointed	171,227,061	171,227,061	171,227,061	171,227,061	171,227,061	171,227,061	171,227,061
Total number of proxy votes in respect of which the appointments specified that:							
the proxy is to vote for the resolution	115,596,466	110,085,105	115,428,385	111,578,346	111,153,514	104,631,398	113,498,263
the proxy is to vote against the resolution	314,491	99,516	177,158	124,542	148,189	5,089,367	1,259,063
the proxy is to abstain on the resolution	41,377,958	46,976,977	41,549,010	45,807,785	45,867,764	47,874,817	42,425,615
the proxy may vote at the proxy's discretion	13,938,146	14,065,463	14,072,508	13,716,388	14,057,594	13,631,479	14,044,120
Total votes cast on a poll in favour of the resolution	134,706,245	129,331,218	134,696,128	129,788,257	129,645,121	122,096,022	131,988,480
Total votes cast on a poll against the resolution	352,480	109,467	193,635	844,569	869,037	5,921,475	2,026,194
Total votes exercisable by proxies which were not cast	-	-	-	-	-	-	-