

# Notice of Annual General Meeting

Notice is hereby given that the Fifty fifth Annual General Meeting (AGM) of Kotmale Holdings PLC (the Company) will be held at the "Board Room" of the Corporate Office at Level 28, West Tower, World Trade Center , Echelon Square , Colombo 01 to be convened as a Virtual AGM using a digital platform on Thursday, 28 July 2022 at 8.30 a.m. for the following purposes.

Read the Notice convening the Meeting

1. To receive and consider the Annual Report of the Board of Directors and the Financial Statements for the year ended 31 March 2022, with the Report of the Auditors thereon
2. To re-elect Directors
  - a) J.C. Page, who retires by rotation in terms of the Company's Articles of Association and being eligible offers himself for re-election
  - b) R. S. Wijesundara who was appointed on 01 July 2021 also retires in terms of the Company's Articles of Association and being eligible offers himself for re-appointment, and
  - c) A. T. P. Edirisinghe who retire in terms of Section 210 (2) (b) of the Companies Act No. 07 of 2007 having surpassed seventy years of age and offers himself for re-election in terms of Section 211 (1) and (2) of the Companies Act No. 07 of 2007, and accordingly pass the following Ordinary Resolution:

#### Ordinary Resolution (i)

"Resolved that Priya Edirisinghe, a retiring Director, who has attained the age of seventy six years be and is hereby reappointed a Director of the Company and it is hereby declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the appointment of the said Director"

3. To authorise the Directors to determine contributions to charities for the financial year 2022/23.
4. To authorise the Directors to determine the remuneration of the Auditors, Messrs. KPMG, who are deemed reappointed as Auditors at the Annual General Meeting of the Company in terms of Section 158 of the Companies Act No.07 of 2007

The Annual Report and Financial Statements of the Company for the year ended 31st March 2022 are available on the :

- Corporate Website : - [https://www.cargillsceylon.com/investors/annual-reports/kothmale/Kotmale\\_Holdings\\_PLC\\_Annual\\_Report\\_2021\\_2022.pdf](https://www.cargillsceylon.com/investors/annual-reports/kothmale/Kotmale_Holdings_PLC_Annual_Report_2021_2022.pdf)
- The Colombo Stock Exchange - <https://www.cse.lk/home/company-info/LAMB.N0000/financial>

The said Annual Report and Financial Statements of Kotmale Holdings PLC for 2021/22 can also be accessed by scanning the following QR code .



Taking into consideration the waiver of the CSE Listing Rule 7.5 (b)(i) in relation to providing hard copies of the Annual Report for the financial year ended 31 March 2022, the members are advised to refer to the two websites noted above, as a printed copy of the Annual Report will not be provided on request due to the limited availability of paper in the market.

For clarification on how to download and/ or access the Annual Report and Financial Statements, please contact Mr. Lakshan on +94 117496403 on any working day between 8.30 a.m. to 5.00 p.m.

By Order of the Board  
Kotmale Holdings PLC

H. S. Ellawala  
Company Secretary  
5th July 2022

## Notes :

- i. A member is entitled to appoint a proxy to attend and vote at the meeting in his or her stead and the proxy need not be a member of the Company. A Form of Proxy is enclosed for this purpose.
- ii. The Board of Directors, having taken note of the health and safety guidelines issued by the Health Authorities in view of the COVID-19 pandemic and the Colombo Stock Exchange issuing guidelines to the listed entities to hold Shareholder Meetings virtually, has decided to hold the Annual General Meeting (AGM) through a digital platform in conformity with the applicable regulatory provisions.
- iii. Shareholders who wish to participate in the Annual General Meeting through the online platform are kindly requested to complete and forward the "Annexure II - Registration of Shareholder details" attached hereto with e-signature or scan of the signed document to the email address [khp.agm@kotmale.lk](mailto:khp.agm@kotmale.lk) with the email subject title "KHPAGM 2022" or post it to the registered address mentioned below to be received not less than 48 hours before the date of the meeting.  

Shareholders are requested to provide their email address legibly in the space provided in "Annexure II" in order to forward the weblink if they wish to participate at the meeting through the online platform.
- iv. The Chairman, certain members of the Board and key essential officials for the administration of formalities to conduct the meeting, will be physically present at the Corporate Office.
- v. Voting on the items listed in the Agenda will be registered by using digital platform and the procedure to be followed when voting will be explained to the shareholders prior to the commencement of the meeting.
- vi. Shareholders who wish to appoint a member of the Directors as his/her proxy to represent them at the AGM may do so by completing the Form of Proxy, in such event the email address of the proxy holder will not be required.
- vii. Shareholders may send their questions/comments on the items listed in the Agenda of the Notice convening the AGM by email to [khp.agm@kotmale.lk](mailto:khp.agm@kotmale.lk) to be received not less than 48 hours before the meeting.
- viii. The duly completed instrument appointing the proxy should be deposited at the Registered Office of the Company or a scanned copy of the same should be emailed to [khp.agm@kotmale.lk](mailto:khp.agm@kotmale.lk) to be received not less than 48 hours before the date of the meeting.
- ix. Only registered shareholders and registered proxy holders will be permitted to log-in and participate in the AGM virtually.
- x. The Company intends to proceed to hold the AGM as planned on 28 July 2022 irrespective of whether it is declared a public holiday since the aforesaid measures will enable full participation at the meeting.
- xi. In the event the Company is required to take any further action in relation to the Meeting in the best interests of the shareholders in the context of any communications, guidelines, directives or orders issued by the Government of Sri Lanka, notice of such action shall be given by way of additional announcement/s made to the Colombo Stock Exchange.

# Form of Proxy

## FIFTY FIFTH ANNUAL GENERAL MEETING

Kotmale Holdings PLC (PQ 213)

\*I/We ..... bearing NIC No ..... of ..... being a \*member/members of Kotmale Holdings PLC ( the Company ) hereby appoint \*Mr/Mrs/Miss ..... bearing NIC No of ..... (email address ..... ) whom failing ..... of ..... or failing him/her,

the Chairman of the Meeting as \*my/our Proxy to represent \*me/us and to vote for on \*my/our behalf at the fifty fifth Annual General Meeting of the Company to be held at the "Board Room" of Corporate office at Level 28, West tower, World trade center, Echelon Square, Colombo 01 to be convened as a Virtual AGM using a digital platform on Thursday 28 July 2022 at 8.30 a.m. and at any adjournment thereof.

Please mark your preference with "X"

Resolution number	1	2(a)	2(b)	2(c)	3	4
For						
Against						

Signed on this ..... day of ..... 2022

Signature of member (s) .....  
NIC/PP/Co.Reg.No.Shareholder/ .....

### NOTES:

- (a) \*Strike out whichever is not desired
- (b) Instructions as to completion of the Form of Proxy are set out in the reverse hereof
- (c) A Proxy holder need not be a Member of the Company
- (d) Please indicate with an "X" in the cage provided how your Proxy holder should vote. If no indication is given, or if there is, in the view of the Proxy holder, any doubt (by reason of the manner in which the instructions contained in the Proxy have been completed) as to the way in which the Proxy holder should vote, the Proxy holder in his/her discretion may vote as he/she thinks fit

### INSTRUCTIONS FOR COMPLETION OF THE PROXY FORM

1. To be valid, the completed Form of Proxy should be deposited at the Registered Office of the Company at No: 40, York Street, Colombo 1 or electronic document with e-signature or scan of the signed document emailed to khp.agm@kotmale.lk, with the subject title " KHP-AGM 2022" not less than 48 hours before the time appointed for the holding of the Meeting.
2. In perfecting the form, please ensure that all details are legible. If you wish to appoint a person other than the Chairman as your proxy, please fill in your full name and address, the name, address and email address of the proxy holder and sign in the space provided and fill in the date of signature.
3. The instrument appointing a Proxy shall, in the case of an individual, be signed by the appointer or by his Attorney and in the case of a Corporation must be executed under its Common Seal or in such other manner prescribed by its Articles of Association or other constitutional documents.
4. If the Proxy Form is signed by an Attorney, the relevant Power of Attorney or a notarially certified copy thereof, should also accompany the completed Form of Proxy, if it has not already been registered with the Company.
5. In the case of joint holders, only one need sign. The votes of the senior holder who tenders a vote will alone be counted.
6. In the case of non-resident Shareholders, the stamping will be attended to upon return of the completed form of proxy to Sri Lanka.

# Submission of the Annual Report to Shareholders

KOTMALE HOLDINGS PLC  
Co. Reg. No. PQ 213  
No. 40, York Street, Colombo 01

## Circular to Shareholders

Dear Shareholder,

The Annual Report and Financial Statements of Kotmale Holdings PLC for the year ended 31st March 2022 is available on the :

1. Corporate Website :  
[https://www.cargillsceylon.com/investors/annual-reports/kothmale/Kotmale\\_Holdings\\_PLC\\_Annual\\_Report\\_2021\\_2022.pdf](https://www.cargillsceylon.com/investors/annual-reports/kothmale/Kotmale_Holdings_PLC_Annual_Report_2021_2022.pdf)
2. The Colombo Stock Exchange - <https://www.cse.lk/home/company-info/LAMB.N0000/financial>

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For clarification on how to download and/ or access the Annual Report and Financial Statements, please contact Mr. Lakshan on +94 117496403 on any working day between 8.30 a.m. to 5.00 p.m.

By Order of the Board  
Kotmale Holdings PLC



H. S. Ellawala  
Company Secretary  
5th July 2022

# GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING (AGM) VIA ONLINE MEETING PLATFORM

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of Kotmale Holdings PLC to be held via an Online Meeting Platform (Virtual AGM), could do so by using a smart phone or a desktop computer.

If a Shareholder/Proxy holder intends to join the Virtual AGM via a smart phone, it is necessary for him/her to download the “Zoom Mobile App” onto his /her smart phone.

Similarly if a Shareholder/Proxy holder wishes to attend the Virtual AGM via a desktop computer, the link can be opened by downloading the “Zoom Desktop App” to the respective desktop computer (compatible web browser: **Google Chrome**).

1. Shareholders who wish to participate in the Virtual AGM of Kotmale Holdings PLC either by themselves or through their Proxies are requested to forward their details to the Company Secretary as per the attached **REGISTRATION FORM**.
2. The duly completed and signed **REGISTRATION FORM** should be deposited at the Registered Office of the Company or a scanned copy of the same should be emailed to [khp.agm@kotmale.lk](mailto:khp.agm@kotmale.lk) to be received not less than 48 hours before the date appointed for the holding of the the meeting. If participation in the meeting through a Proxy, the duly completed and signed **FORM OF PROXY** should accompany the **REGISTRATION FORM**.

#### Note:

If a Proxy is appointed, the information set out in the **REGISTRATION FORM** pertaining to the Proxy holder should tally with the information indicated in the duly completed **FORM OF PROXY** submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their request.

4. The Shareholders whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a web link for online registration referred to as “**Virtual AGM Registration**”. If the Shareholder has appointed a valid Proxy this email will be forwarded to the relevant Proxy holder.
5. (i) The Shareholders / Proxy holders are requested to use the web link, which will be forwarded by the Company as referred to in 4 above and click on the “**Virtual AGM Registration**” in order to complete online registration for the Virtual AGM.  
(ii) On clicking the link “**Virtual AGM Registration**”, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their **first name, last name, email address, re- enter email address and NIC No. / Passport No. / Co. Reg. No.** (In entering these details the participants are required to ensure that correct details as included in the **REGISTRATION FORM** referred to in 2 above are entered in the said online registration process, since any mismatch will be considered as an unsuccessful log in)  
(iii) After successful completion of entering of the details as referred to in 5 (ii) above, the participants are requested to click on “**REGISTER**” which will be prompted on their screens enabling them to receive the meeting link.
6. The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as “**Click here to Join the Virtual Meeting**”)” and credentials.
7. In order to join the Virtual AGM, participants are required to click on “**Click here to Join the Virtual Meeting**” In some instances the system call for the credentials and if that is required, please enter the credentials to gain access to the Virtual AGM.
8. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

It is recommended that the Shareholders / Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

9. Shareholders/Proxy holders may use the **Q & A tab** or the **Hand Raise** (🙋) icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop up message to **unmute the microphones and to allow video options**.
10. After completion of the process outlined in 7 above in respect of all eligible Shareholders and Proxy holders, the Company will forward a separate email to the Shareholders / Proxy holders or representatives (as applicable) who are entitled to vote, providing a separate link to vote on all resolutions included in the Notice of Annual General Meeting dated 5th July 2022.
11. Shareholders / Proxy holders who intend participating in the meeting are requested to open the said link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to “**refresh**” the voting page and cast the vote as per their discretion in the given space and click “**SUBMIT**” enabling the Company to receive the responses.
12. When declaring the voting on a resolution, Chairman will take in to account the voting of the Shareholders/ Proxy holders participating virtually
13. **30 seconds** will be allocated for Shareholders/ Proxy holders to cast their vote in respect of each resolution.
14. The results will be processed and announced by the Chairman **15 seconds** after the end of the time slot allocated for voting.
15. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you could be participate in the AGM comfortably.

KOTMALE HOLDINGS PLC  
FIFTY FIFTH ANNUAL GENERAL MEETING 2022

## REGISTRATION OF SHAREHOLDER DETAILS - ONLINE PARTICIPATION AT THE AGM 2022

To : Company Secretary  
Kotmale Holdings PLC  
No. 40, York Street  
Colombo 01.

1. Full Name of the Shareholder: .....
2. Shareholder's Address : .....
3. Shareholder's NIC No. / Passport No. / Co. Reg. No : .....
4. Shareholder's CDS Account No. : .....
5. Shareholder's Contact No. ( Residence ) : ..... 6. Mobile : .....
7. Shareholder's E-mail address : .....
8. Name of the Proxy Holder : .....
9. Proxy holder's NIC No. / Passport No. / Co. Reg. No : .....
10. Proxy holder's Contact No. ( Residence ) : ..... 10. Mobile : .....
11. Proxy holder's E-mail address : .....
12. Participation of the AGM Via an online platform : YES /NO ( strike off irrelevant word )
13. Name of the Joint holder/s ( if any ) :
  - 1) .....
  - 2) .....
14. National Identity card number/s of Joint holder/s :
  - 1) .....
  - 2) .....

Shareholder's Signature	Date	1st Joint holder's Signature	Date	2nd Joint holder's Signature	Date

**Note:**

- 1) Shareholders are requested to provide their email address in the space provided in order to forward the Virtual AGM Zoom link & necessary instruction, if they wish to attend the AGM through the digital platform.
- 2) In the case of a Company/Corporation, the Shareholder details form must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
- 3) In the case of a Power of Attorney, the Shareholder Details Form signed by the Power of Attorney must be deposited at the Registered Office of the Company for registration.