

CARSON CUMBERBATCH PLC - PQ 41

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

RE-APPOINTMENT OF DIRECTORS WHO ARE OVER 70 YEARS OF AGE

Messrs. M. Selvanathan, H. Selvanathan, D.C.R. Gunawardena and W.M.R.S. Dias who are over 70 years of age were re-appointed as Directors at the Annual General Meeting of the Company held on 09th August 2024, for a period of one year from 09th August 2024 to 09th August 2025, in order to comply with the requirements of the Companies Act, No. 07 of 2007.

Your Board of Directors recommend that Messrs. M. Selvanathan, H. Selvanathan, D.C.R. Gunawardena and W.M.R.S. Dias be re-appointed as Directors of the Company at the Extraordinary General Meeting to be held on Tuesday, 25th February 2025 for a further period of one year commencing from 25th February 2025 or until the forthcoming Annual General Meeting of the Company, whichever comes first.

Hence, the requisite resolutions to give effect to the above proposal is set out in the Notice convening the Extraordinary General Meeting of the Company, scheduled for **Tuesday, 25th February 2025**, at which the Shareholders will be requested to consider and if thought fit, to pass Ordinary Resolutions for the re-appointment of Messrs. M. Selvanathan, H. Selvanathan, D.C.R. Gunawardena and W.M.R.S. Dias to the Directorate.

Shareholders who are unable to present at the Extraordinary General Meeting to be held on **Tuesday, 25th February 2025 at 10.30 a.m.** at 8th Floor of No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka, you are kindly requested to complete and return the Form of Proxy to reach the Registered Office of the Company not less than 48 hours before the time appointed for the Meeting.

By Order of the Board of
CARSON CUMBERBATCH PLC
Carsons Management Services (Private) Limited
Secretaries

61, Janadhipathi Mawatha,
Colombo 01
Sri Lanka

31st January 2025

CARSON CUMBERBATCH PLC - PQ 41

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of Carson Cumberbatch PLC will be held on **Tuesday, 25th February 2025 at 10.30 a.m.** at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka for the purpose of considering and if thought fit, to pass the following Resolution;

1) ORDINARY RESOLUTION 01

"IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mr. Manoharan Selvanathan, who is 78 years of age and that he be re-appointed as a Director of the Company until the forthcoming Annual General Meeting of the Company, or for a further period of one year commencing from 25th February 2025, whichever comes first."

2) ORDINARY RESOLUTION 02

"IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mr. Hariharan Selvanathan, who is 76 years of age and that he be re-appointed as a Director of the Company until the forthcoming Annual General Meeting of the Company, or for a further period of one year commencing from 25th February 2025, whichever comes first."

3) ORDINARY RESOLUTION 03

"IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mr. Don Chandima Rajakaruna Gunawardena, who is 74 years of age and that he be re-appointed as a Director of the Company until the forthcoming Annual General Meeting of the Company, or for a further period of one year commencing from 25th February 2025, whichever comes first."

4) ORDINARY RESOLUTION 04

"IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mr. Wadugamudalige Marius Ravindra Srilal Dias, who is 70 years of age and that he be re-appointed as a Director of the Company until the forthcoming Annual General Meeting of the Company, or for a further period of one year commencing from 25th February 2025, whichever comes first."

By Order of the Board of
CARSON CUMBERBATCH PLC
Carsons Management Services (Private) Limited
Secretaries

No.61, Janadhipathi Mawatha,
Colombo 1.
Sri Lanka

31st January 2025

NOTES:

1. A member is entitled to appoint a proxy to attend and vote instead of him/herself. A proxy need not be a member of the Company. A Form of Proxy accompanies this Notice.
2. The completed Form of Proxy must be submitted to the Company not later than 4.45 p.m. on 23rd February 2025,
 - via email to CARSEGM@carcumb.com, or
 - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 767 410 683, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.
3. A person representing a Corporation is required to submit a certified copy of the resolution authorizing him/her to act as the representative of the Corporation. A representative need not be a member.
4. The transfer books of the Company will remain open.
5. Security Check -
We shall be obliged if the shareholders/proxies attending the Extraordinary General Meeting, produce their National Identity Card to the security personnel stationed at the entrance lobby.

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FORM OF PROXY

*I/ We.....
of.....
being *a Member/Members of **CARSON CUMBERBATCH PLC** hereby appoint
.....
of.....bearing
NIC No./Passport No..... or failing him/her

Wadugamudalige Marius Ravindra Srilal Dias	or failing him,
Hariharan Selvanathan	or failing him,
Manoharan Selvanathan	or failing him,
Don Chandima Rajakaruna Gunawardena	or failing him,
Suresh Kumar Shah	or failing him,
Amitha Saktha Amaratunga	or failing him,
Sharada Selvanathan (Ms.)	or failing her,
Murugappan Muthiah Murugappan	or failing him,
Yew Huat Ong	

as *my/our proxy to attend the **Extraordinary General Meeting** of the Company to be held on **Tuesday, 25th February 2025 at 10.30 a.m.** at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	FOR	AGAINST
1) Ordinary Resolution 1 To re-appoint Mr. M. Selvanathan, who is over 70 years of age, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
2) Ordinary Resolution 2 To re-appoint Mr. H. Selvanathan, who is over 70 years of age, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3) Ordinary Resolution 3 To re-appoint Mr. D.C.R. Gunawardena, who is over 70 years of age, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4) Ordinary Resolution 4 To re-appoint Mr. W.M.R.S. Dias, who is over 70 years of age, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of Two Thousand and Twenty Five.

.....
Signature/s

- Note:
- (a) * Please delete the inappropriate words.
 - (b) A shareholder entitled to attend and vote at a General Meeting of the Company, is entitled to appoint a proxy to attend and vote instead of him/her and the proxy need not be a shareholder of the Company. A proxy so appointed shall have the right to vote on a show of hands or on a poll and to speak at the General Meeting of the shareholders.
 - (c) A shareholder is not entitled to appoint more than one proxy to attend on the same occasion.
 - (d) Instructions are noted on the reverse hereof.

FORM OF PROXY (Contd...)

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the form of proxy after filling in legibly your full name and address, by signing in the space provided. Please fill in the date of signature.
2. If you wish to appoint a person other than the Directors as your proxy, please insert the relevant details in the space provided overleaf.
3. In terms of Article 54 of the Articles of Association of the Company:

The instrument appointing a proxy shall be in writing and:

- (i) in the case of an individual shall be signed by the appointor or by his attorney; and
- (ii) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.

The Company may, but shall not be bound to, require evidence of the authority of any such attorney or officer.

A proxy need not be a member of the Company.

4. In terms of Article 50 of the Articles of Association of the Company:

In the case of joint-holders of a share, the senior who tenders a vote, whether in person or by proxy or by attorney or by representative, shall be accepted to the exclusion of the votes of the other joint-holders and for this purpose seniority shall be determined by the order in which the names stands in the Register of members in respect of the joint holding.

5. The completed Form of Proxy should be submitted to the Company not later than 4.45 p.m. on 23rd February 2025,
 - via email to CARSEGM@carcumb.com, or
 - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 767 410 683, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.

Please fill in the following details:

Name & contact no. of Shareholder :

CDS Account No. / Folio No. :

Name & contact no. of Proxyholder :

NIC No. of the Proxyholder :