

# CARSON CUMBERBATCH PLC - PQ 41

## NOTE TO SHAREHOLDERS

Dear Sir/Madam,

### CIRCULATION OF ANNUAL REPORT 2021/22 TO SHAREHOLDERS

As permitted by Rule 7.5 of the Listing Rules of the Colombo Stock Exchange, your Company has decided to make available its Annual Report for 2021/22 on the Corporate website [www.carsoncumberbatch.com](http://www.carsoncumberbatch.com).

The Annual Report 2021/22 may be accessed through the following URL link

[http://www.carsoncumberbatch.com/investor\\_information/annual\\_reports\\_2021\\_2022/carson-annual-report-2021-22.pdf](http://www.carsoncumberbatch.com/investor_information/annual_reports_2021_2022/carson-annual-report-2021-22.pdf)

The Annual Report for 2021/22 is also uploaded to the Colombo Stock Exchange website [www.cse.lk](http://www.cse.lk).

However, as required by the said Listing Rule 7.5 we shall:

1. Provide you with a printed copy of the Annual Report within eight (08) Market Days from the date of receipt of a written request. For this purpose a Request Form is attached to this Note to Shareholders for completion and return if you require a printed copy of the Annual Report.

You are required to forward the Request Form on or before 20th October 2022 to the following address:

Carsons Management Services (Private) Limited  
Secretaries to Carson Cumberbatch PLC  
No.61, Janadhipathi Mawatha,  
Colombo 1

or email to Ms. Manel Dias/Ms. H. A. Nandani to the email address/es [maneld@carcumb.com](mailto:maneld@carcumb.com)/ [nandanim@carcumb.com](mailto:nandanim@carcumb.com)

2. Designate the following persons to attend to your requests for printed copies. You may contact them any time between 9.00 a.m. to 4.30 p.m. on any working day [Monday to Friday]:

Name and Designation of the persons	: Ms. Manel Dias - Department Secretary
	: Ms. H. A. Nandani – Administrative Executive/Secretary
Contact telephone No.'s	: Direct No. +94 11 2039273/+94 11 2039276
	: Mobile No.+94 712 791 246/+94 764 765 463
	: General No. +94 11 2039200
Contact email addresses	: <a href="mailto:maneld@carcumb.com">maneld@carcumb.com</a> / <a href="mailto:nandanim@carcumb.com">nandanim@carcumb.com</a>

Please note that email will be used by the Company as a mode of communications with Shareholders in the future and we hereby request you to provide your email address/es to us to facilitate such communication with you through email.

The Notice of Meeting convening the Annual General Meeting (AGM) of the Company, the related Form of Proxy and 'Procedure to be followed at the 109th Annual General Meeting of the Company scheduled for 15th August 2022' are also enclosed.

Shareholders who are unable to participate at the AGM to be held as a virtual meeting (using audio visual conferencing technology) on **Monday, 15th August 2022 at 9.00 a.m.**, may appoint a proxy as his/her/its proxy by forwarding the duly completed Form of Proxy **not later than 4.45 p.m. on 13th August 2022**, clearly indicating their vote under each matter set out in the Form of Proxy as per the instructions set out in the '**Procedure to be followed at the 109th Annual General Meeting of the Company scheduled for 15th August 2022**', attached herewith.

Shareholders could also appoint a member of the Board of Directors to act as their proxy if they so choose. The Shareholders who wish to appoint a Director as his/her/its proxy must forward the duly completed Form of Proxy clearly indicating their vote under each matter set out in the **Form of Proxy and forward same together with the Registration Form (Annexure 1)**, attached herewith, to the Company.

Yours faithfully,

for and on behalf of

**CARSON CUMBERBATCH PLC**  
**Carsons Management Services (Private) Limited**  
Secretaries

Colombo  
20th July 2022



The report can be accessed online at  
<http://www.carsoncumberbatch.com>



**FORM OF REQUEST**  
**FOR A PRINTED COPY OF THE ANNUAL REPORT 2021/22 OF**  
**CARSON CUMBERBATCH PLC**

TO:       Carsons Management Services (Private) Limited  
          Secretaries to  
          **CARSON CUMBERBATCH PLC**  
          No.61, Janadhipathi Mawatha,  
          Colombo 1, Sri Lanka.

☐ I would like to receive the printed version of the Annual Report 2021/22 of Carson Cumberbatch PLC.

**SHAREHOLDER DETAILS;**

Full name of Shareholder	
Shareholders' NIC/ Passport/	
Company Registration No.	
Shareholder's Folio No.	
Contact details	Address:
	Phone No.

.....  
Signature

.....  
Date

**Notes:**

1. Please complete the Form of Request by filling in legibly the required information, sign in the space provided and fill in the date of signature.
2. Please forward the completed Form of Request to the Company Secretary at the address given above, to reach us on or before 20th October 2022.
3. If you have any query regarding this Form of Request please contact us on +94 11 2039273/ +94 11 2039276 / +94 712 791 246 / +94 764 765 463 or via email maneld@carcumb.com / nandanim@carcumb.com



# NOTICE OF MEETING

**NOTICE IS HEREBY GIVEN** that the One Hundred and Ninth Annual General Meeting of Carson Cumberbatch PLC will be held on **Monday, the 15th day of August 2022** at 9.00 a.m. by means of audio or audio and visual technology [Virtual Meeting] at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 07, Sri Lanka for the following purposes:

1. To consider the Annual Report of the Board of Directors including the financial statements of the Company for the financial year ended 31st March 2022 together with the Report of the Auditors thereon.
2. To re-elect Mr. Suresh Kumar Shah who retires by rotation in terms of Articles 72, 73 & 74 of the Articles of Association of the Company.
3. To re-elect Mr. Rajendra Theagarajah who retires by rotation in terms of Articles 72, 73 & 74 of the Articles of Association of the Company.
4. To re-appoint Mr. Tilak de Zoysa as a Director of the Company who is over Seventy years of age and to consider and if deemed fit to pass the following resolution:

**"IT IS HEREBY RESOLVED** that the age limit stipulated in Section 210 of the Companies Act, No. 7 of 2007 shall not be applicable to Mr. Tilak de Zoysa who is 75 years of age and that he be re-appointed as a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year."

5. To re-appoint Mr. Manoharan Selvanathan as a Director of the Company who is over Seventy years of age and to consider and if deemed fit to pass the following resolution:

**"IT IS HEREBY RESOLVED** that the age limit stipulated in Section 210 of the Companies Act, No. 7 of 2007 shall not be applicable to Mr. Manoharan Selvanathan who is 75 years of age and that he be re-appointed as a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year."

6. To re-appoint Mr. Hariharan Selvanathan as a Director of the Company who is over Seventy years of age and to consider and if deemed fit to pass the following resolution:

**"IT IS HEREBY RESOLVED** that the age limit stipulated in Section 210 of the Companies Act, No. 7 of 2007 shall not be applicable to Mr. Hariharan Selvanathan who is 73 years of age and that he be re-appointed as a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year."

7. To re-appoint Mr. Don Chandima Rajakaruna Gunawardena as a Director of the Company who is over Seventy years of age and to consider and if deemed fit to pass the following resolution:

**"IT IS HEREBY RESOLVED** that the age limit stipulated in Section 210 of the Companies Act, No. 7 of 2007 shall not be applicable to Mr. Don Chandima Rajakaruna Gunawardena who is 71 years of age and that he be re-appointed as a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year."

8. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company as set out in Section 154(1) of the Companies Act No. 07 of 2007 and to authorize the Directors to determine their remuneration.

By Order of the Board

(Sgd.)

**K. D. De Silva (Mrs.)**

Director

**CARSONS MANAGEMENT SERVICES (PRIVATE) LIMITED**

Secretaries

Colombo

20th July 2022

## Notes:

1. THIS NOTICE SHOULD BE READ IN CONJUNCTION with the attached document titled "Procedure to be followed at the 109th Annual General Meeting of the Company scheduled for 15th August 2022" which is enclosed with the Annual Report.
2. As permitted by Article 43(b) of the Articles of Association of the Company, the Board of Directors decided on 20th July 2022 to convene the Annual General Meeting [AGM] of the Company through an "audio-visual" technology in view of protecting public health and safety.
3. Shareholders who wish to participate at the AGM through the online platform are kindly requested to complete and forward the "Registration Form (Annexure 1)" as morefully explained in the said "Procedure to be followed at the Annual General Meeting of the Company scheduled for 15th August 2022".
4. The Annual Report 2021/22 and the Notice convening the AGM together with the procedure to be followed at the AGM will be made available on the Colombo Stock Exchange website [www.cse.lk](http://www.cse.lk) and on the Group's website [www.carsoncumberbatch.com](http://www.carsoncumberbatch.com) and you may access same directly through the URL link [http://www.carsoncumberbatch.com/investor\\_information/annual\\_reports\\_2021\\_2022/carson-annual-report-2021-22.pdf](http://www.carsoncumberbatch.com/investor_information/annual_reports_2021_2022/carson-annual-report-2021-22.pdf)
5. 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.
6. The completed Form of Proxy and Registration Form (Annexure 1), as relevant, must be submitted to the Company not later than 4.45 p.m. on 13th August 2022,
  - via email to [CARSAGM2022@carcumb.com](mailto:CARSAGM2022@carcumb.com), or
  - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 712 791 246, or
  - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.
7. 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.
8. The transfer books of the Company will remain open.



## FORM OF PROXY

\*I/We.....  
of.....  
being \*a Shareholder/Shareholders of **CARSON CUMBERBATCH PLC** hereby appoint .....  
of..... bearing NIC No./ Passport  
No ..... or failing him/her\*,

Tilak de Zoysa	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,
Rajendra Theagarajah	or failing him,
Wadugamudalige Marius Ravindra Srilal Dias	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 at the 109th Annual General Meeting of the Company to be held on Monday, the 15th day of August 2022 at 9.00 a.m. by means of audio or audio and visual technology at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 07, Sri Lanka and any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. To re-elect Mr. S. K. Shah who retires by rotation in terms of Articles 72, 73 & 74 of the Articles of Association of the Company.	<input type="radio"/>	<input type="radio"/>
2. To re-elect Mr. R. Theagarajah who retires by rotation in terms of Articles 72, 73 & 74 of the Articles of Association of the Company.	<input type="radio"/>	<input type="radio"/>
3. To re-appoint Mr. T. de Zoysa who is over Seventy years of age as a Director of the Company.	<input type="radio"/>	<input type="radio"/>
4. To re-appoint Mr. M. Selvanathan who is over Seventy years of age as a Director of the Company.	<input type="radio"/>	<input type="radio"/>
5. To re-appoint Mr. H. Selvanathan who is over Seventy years of age as a Director of the Company.	<input type="radio"/>	<input type="radio"/>
6. To re-appoint Mr. D. C. R. Gunawardena who is over Seventy years of age as a Director of the Company.	<input type="radio"/>	<input type="radio"/>
7. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company as set out in Section 154 (1) of the Companies Act. No. 07 of 2007 and to authorize the Directors to determine their remuneration.	<input type="radio"/>	<input type="radio"/>

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

.....  
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.

## INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the form of proxy by filling in legibly your full name and address and sign 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:
  - 1) Any Shareholder entitled to attend and vote at a meeting shall be entitled to appoint another person (whether a shareholder or not) as his proxy to attend and vote instead of him. A proxy so appointed shall have the same right as the Shareholder to vote on a show of hands or on a poll and to speak at the meeting.
  - 2) An instrument appointing a proxy shall be in writing and:
    - (a) in the case of an individual shall be signed by the appointor or by his attorney; and
    - (b) in the case of a corporation shall be either under the common seal, or signed by its attorney, or by an authorized officer on behalf of the corporation.
  - 3) An instrument appointing a proxy or the power of attorney or other authority, if any, must be left or received at the Office or such other place (if any) as is specified for the purpose in the notice convening the meeting not less than forty eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid unless the Directors otherwise determine.
4. Where there are joint registered holders of any Share, any one (01) of such persons may vote and be reckoned in a quorum at any meeting either personally or by proxy as if he were solely entitled thereto and if more than one (01) of such joint holders be so present at any meeting, one (01) of such persons so present whose name stands first in the Register in respect of such Share, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder in whose name any Share stands shall for the purpose of this Article be deemed joint holders thereof.
5. To be valid the completed Form of Proxy should be submitted to the Company not later than 4.45 p.m. on 13th August 2022;
  - via email to CARSAGM2022@carcumb.com, or
  - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 712 791 246, 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 : .....

Address : .....

Jointly with : .....

Share Folio No. : .....



# **CARSON CUMBERBATCH PLC - PQ 41**

## **PROCEDURE TO BE FOLLOWED AT THE ANNUAL GENERAL MEETING OF THE COMPANY SCHEDULED FOR 15TH AUGUST 2022**

Dear Shareholder/s,

We refer to the Notice convening the Annual General Meeting of Carson Cumberbatch PLC scheduled for Monday, 15th August 2022 at 9.00 a.m. at the 8th Floor, No. 65C, Dharmapala Mawatha, Colombo 7, Sri Lanka by means of audio and/or visual technology.

As permitted by Article 43(b) of the Articles of Association of the Company, the Board of Directors decided on 20th July 2022 to convene the AGM of the Company through an "audio-visual" technology in view of the current situation prevailing in the country and possible challenges which may arise with regard to transportation and in order to protect public health and safety in the manner set forth below;

1. The AGM shall be held in compliance with the Companies Act, No.07 of 2007, the Articles of Association of the Company, the Colombo Stock Exchange (CSE) Guidance Notes on hosting of Annual General Meetings and guidelines published by the Ministry of Health.
2. Only the Board of Directors, Company Secretary, key management officials, representatives of the Auditors and Legal Counsel (and Scrutinizers as applicable) who are essential for the administration of the formalities of the meeting will be physically present at the 8th Floor of No.65C, Dharmapala Mawatha, Colombo 7, Sri Lanka. All others, including Shareholders, will participate via an online meeting platform (i.e. Zoom platform).
3. Shareholders/Proxyholders who are to participate in the meeting through audio or audio and visual means, are requested to forward to us their details as per the attached Registration Form (Annexure 1) together with the Form of Proxy, as relevant not later than 4.45 p.m. on 13th August 2022,
  - via email to CARSAGM2022@carcumb.com, or
  - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 712 791 246, or
  - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.

**We regret our inability to process any requests received after 4.45 p.m. on 13th August 2022.**

4. Shareholders could also appoint a member of the Board to act as their proxy if they so choose. The Shareholders who wish to appoint a Director as his/her/its proxy must forward the duly completed Form of Proxy clearly indicating their vote under each matter set out in the Form of Proxy and forward same together with the Registration Form (Annexure 1), attached herewith to the Company not later than 4.45 p.m. on 13th August 2022.
5. Voting on the items on the agenda will be registered by using an online eBallot platform. All of such procedures will be explained to the Shareholders prior to the commencement of the Meeting.
6. The documents relating to the AGM will also be made available on the CSE website [www.cse.lk](http://www.cse.lk) and on the Group's website [www.carsoncumberbatch.com](http://www.carsoncumberbatch.com) and you may access same directly through the URL link [http://www.carsoncumberbatch.com/investor\\_information/annual\\_reports\\_2021\\_2022/carson-annual-report-2021-22.pdf](http://www.carsoncumberbatch.com/investor_information/annual_reports_2021_2022/carson-annual-report-2021-22.pdf)
7. Shareholders who are unable to participate at the virtual meeting via the designated online meeting platform (i.e. Zoom platform) are invited to forward their suggestions, questions and concerns (if any) relating to the items on the AGM agenda appearing on the Annual Report to the email address CARSAGM2022@carcumb.com not later than 4.45 p.m. on 13th August 2022. The Board will ensure that they are discussed and addressed at the AGM, if relevant.
8. The Company intends to proceed to hold the AGM as planned on Monday, 15th August 2022 at 9.00 a.m. irrespective of whether it is declared a public holiday or curfew/lockdown is imposed since the afore-said measures will enable participation at the Meeting.

### **General Details**

- Please Note that since the AGM is to be held on a virtual basis, you are required to provide an email ID in the Registration Form (Annexure 1) for the meeting link(s) to be forwarded to you. In the event an email ID is not provided, you will not be able to participate at the virtual AGM as the company will not be able to forward the link(s) to you.
- Login and password information is strictly confidential and is intended only for the specific Shareholder and such access information should strictly not be divulged to any other person.
- We have designated the following persons to attend to your queries relating to this procedure. You may contact them any time between 9.00 a.m. to 4.30 p.m. on any working day [Monday to Friday] or via email to CARSAGM2022@carcumb.com:  
Manel Dias/H.A.Nandani via +94 11-2 039 273 / +94 764 765 463 / +94 712 791 246

By Order of the Board of

**CARSON CUMBERBATCH PLC**

Carsons Management Services (Private) Limited

Secretaries

20th July 2022



**CARSON CUMBERBATCH PLC - PQ 41**  
**ANNUAL GENERAL MEETING – 15TH AUGUST 2022**  
**REGISTRATION FORM (ANNEXURE I)**

BY EMAIL/BY POST/BY HAND/BY MOBILE

To : Carsons Management Services (Private) Limited  
Secretaries to Carson Cumberbatch PLC  
No. 61, Janadhipathi Mawatha, Colombo 1, Sri Lanka

**PART 1 - Shareholder's details**

Full name of Shareholder/s	
Address	
Shareholders' NIC No./Passport No./Co. Reg. No.	
CDS Account No.	
Contact details	Residence:
	Mobile:
Email Address (essential)	

**PART 2 - Proxyholder's details**

[Applicable for Shareholders who wish to appoint Proxyholders]

Full Name of the Proxyholder	
Proxyholder's NIC No./Passport No.	
Proxyholder's Contact No.	Residence:
	Mobile:
Proxyholder's Email Address (essential)	

.....  
SIGNATURE OF THE SHAREHOLDER/PROXYHOLDER

.....  
DATE

**Notes:**

- Please complete the form by filling in legibly the required information, signing in the space provided and filling in the date of signature.
- Please forward the completed Form not later than 4.45 p.m. on 13th August 2022,
  - via email to CARSAGM2022@carcumb.com, or
  - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 712 791 246, or
  - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.

**We regret our inability to process any requests received after 4.45 p.m. on 13th August 2022.**

- In the case of a Company/Corporation, the Shareholder details Registration Form (Annexure 1) must be under its Common Seal, which should be affixed and attested in the manner prescribed by its Articles of Association.
- In the case of a Shareholder details Registration Form (Annexure 1) signed by an Attorney, the Power of Attorney must be deposited at the Registered Office of the Company for registration.

**Carson Cumberbatch PLC - PQ 41**  
**Annual Report 2021/22**

If undelivered, please return to:

**Carsons Management Services (Private) Limited**  
P.O. Box 24  
No. 61, Janadhipathi Mawatha,  
Colombo 1,  
Sri Lanka

**Printed Matter**