

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ONE HUNDRED AND SIXTEENTH ANNUAL GENERAL MEETING of INDO-MALAY PLC will be held on Thursday, the 23rd day of June 2022, at 09.00 a.m at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 07, Sri Lanka, by means of audio or audio and visual technology 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. S. Mahendrarajah who retires by rotation in terms of Articles 85 & 86 of the Articles of Association of the Company.
3. To reappoint Mr. H. 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. H. Selvanathan who is seventy three 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".
4. To reappoint Mr. M. 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. M. Selvanathan who is seventy five 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 reappoint Mr. I. Paulraj 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. I. Paulraj who is eighty five years of age and that he be re-appointed a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year".
6. To reappoint Mr. D. C. R. 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. D. C. R. Gunawardena who is seventy one 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 Messrs. Ernst & Young, Chartered Accountants as Auditors of the Company as set out in Section 154 (1) of the Companies Act No. 7 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 (Pvt) Ltd.

Secretaries

Colombo

30th May 2022

Notes

1. THIS NOTICE SHOULD BE READ IN CONJUNCTION with the Circular to Shareholders titled "Procedure to be followed at the 116th Annual General Meeting of the Company" which is enclosed with the Annual Report.
2. As permitted by Article 52(A) of the Articles of Association of the Company, the Board of Directors decided on 23rd May 2022 to convene the AGM of the Company through an "audio-visual" technology in view of protecting public health and safety
3. Shareholders who wish to participate 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 116th Annual General Meeting of the Company" enclosed to the Annual Report.
4. The Annual Report FY 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 and on the Group's website www.carsoncumberbatch.com and you may access same directly through the URL link http://www.carsoncumberbatch.com/investor_information/investor_information_indo_malay_plc.php
5. A member is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A Form of Proxy accompanies this notice.
6. The completed Form of Proxy should be submitted to the Company not later than 4.45 p.m. on 21st June 2022 via email to INDOAGM2022@carcumb.com or by fax to +94 11 2337671 or by post to or handed over to the Registered Office of the Company at No. 61, Janadhipathi Mawatha, Colombo 1.
7. A person representing a Corporation is required to submit a certified copy of the resolution authorising 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.