

# CARSON CUMBERBATCH PLC - PQ 41

## NOTE TO SHAREHOLDERS

Dear Sir/Madam,

### CIRCULATION OF ANNUAL REPORT 2024/25 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 2024/25 on the Corporate website [www.carsoncumberbatch.com](http://www.carsoncumberbatch.com).

The Annual Report for 2024/25 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 21st September 2025** to the following address:

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

or email to Lahiru Randika/ Jelisa Fernando to the email address/es to [lahirur@carcumb.com](mailto:lahirur@carcumb.com) / [jelisaf@carcumb.com](mailto:jelisaf@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	: Lahiru Randika – Office Assistant/ : Jelisa Fernando – Assistant Vice President - Secretarial
Contact telephone No.'s	: Direct No. +94 11 2039275 / +94 11 2039274 : Mobile Nos. +94 764 765 463 / +94 767 410 683 : General No. +94 11 2039200
Contact email addresses	: <a href="mailto:lahirur@carcumb.com">lahirur@carcumb.com</a> / <a href="mailto:jelisaf@carcumb.com">jelisaf@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 scheduled for 13th August 2025 and the Form of Proxy are enclosed.

Shareholders who are unable to participate at the AGM scheduled for **Wednesday, 13th August 2025 at 9.00 a.m.**, at the “**Lavender Hall**” (**Lot 2**) **BMICH International Convention & Exhibition Center, Baudaloka Mawatha, Colombo 07**, Sri Lanka, 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 11th August 2025**, clearly indicating their vote under each matter set out in the Form of Proxy.

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 to the Company.

Yours faithfully,

for and on behalf of  
**CARSON CUMBERBATCH PLC**  
**Carsons Management Services (Private) Limited**  
Secretaries

Colombo  
17th July 2025



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

# FORM OF REQUEST

## FOR A PRINTED COPY OF THE ANNUAL REPORT 2024/25 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 2024/25 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.:
	E-mail :

.....  
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 21st September 2025**.
3. If you have any query regarding this Form of Request please contact us on +94 11 2039275/+94 11 2039274 /+94 764 765 463 / +94 767 410 683 or via email lahirur@carcumb.com/jelisaf@carcumb.com

# NOTICE OF MEETING

**NOTICE IS HEREBY GIVEN** that the 112th Annual General Meeting of Carson Cumberbatch PLC will be held on **Wednesday, the 13th day of August 2025 at 9.00 a.m.** at the "Lavender Hall" (LOT 02), BMICH International Convention & Exhibition Center, Bauddaloka 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 2025 together with the Report of the Auditors thereon.
2. To re-elect Mr. S.K. Shah - Non-Executive Director, who retires by rotation in terms of Articles 72, 73 & 74 of the Articles of Association of the Company.

3. To re-appoint Mr. Manoharan Selvanathan - Non-Executive Director, 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. 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 from the conclusion of the Annual General Meeting for a further period of one year."

4. To re-appoint Mr. Hariharan Selvanathan - Non-Executive Director, 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. 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 from the conclusion of the Annual General Meeting for a further period of one year."

5. To re-appoint Mr. Don Chandima Rajakaruna Gunawardena - Non-Executive Director, 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. 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 from the conclusion of the Annual General Meeting for a further period of one year."

6. To re-appoint Mr. Wadugamudalige Marius Ravindra Srilal Dias - Non-Executive Director, 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. 07 of 2007 shall not be applicable to Mr. Wadugamudalige Marius Ravindra Srilal Dias 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."

7. To approve that Mr. Y.H. Ong shall remain as an Independent Non-Executive Director of the Company upon reaching the age of 70 years on 02nd October 2025, and to consider and, if deemed fit, pass the following resolution:

"In accordance with Rule 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange, **IT IS NOTED** that the Nominations and Governance Committee (NGC) of the Company, at its meeting held on 27th June 2025, recommended the continuation of Mr. Y.H. Ong as an Independent Non-Executive Director and determined that Mr. Y.H. Ong, who will attain the age of 70 years on 02nd October 2025, does not exert control over the Company and remains capable of

making independent and impartial judgments."

**"IT IS FURTHER NOTED** that the Board of Directors, at its meeting held on 11th July 2025, reviewed and confirmed the recommendation of the NGC."

**"IT IS HEREBY RESOLVED** that, based on the recommendation of the Nominations and Governance Committee and with the confirmation of the Board of Directors, Mr. Y.H. Ong, shall continue to serve as an Independent Non-Executive Director of the Company in accordance with Rule 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange, upon reaching the age of 70 years on 02nd October 2025.

**"FURTHER RESOLVED** that Mr. Y.H. Ong shall continue in this capacity until the next Annual General Meeting of the Company."

8. To approve that Mr. M. M. Murugappan shall remain as an Independent Non-Executive Director of the Company upon reaching the age of 70 years on 12th November 2025, and to consider and, if deemed fit, pass the following resolution:

"In accordance with Rule 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange, **IT IS NOTED** that the Nominations and Governance Committee (NGC) of the Company, at its meeting held on 27th June 2025, recommended the continuation of Mr. M. M. Murugappan as an Independent Non-Executive Director and determined that Mr. M. M. Murugappan, who will attain the age of 70 years on 12th November 2025, does not exert control over the Company and remains capable of making independent and impartial judgments."

**"IT IS FURTHER NOTED** that the Board of Directors, at its meeting held on 11th July 2025, reviewed and confirmed the recommendation of the NGC."

**"IT IS HEREBY RESOLVED** that, based on the recommendation of the Nominations and Governance Committee and with the confirmation of the Board of Directors, Mr. M. M. Murugappan, shall continue to serve as an Independent Non-Executive Director of the Company in accordance with Rule 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange, upon reaching the age of 70 years on 12th November 2025.

**"FURTHER RESOLVED** that Mr. M. M. Murugappan shall continue in this capacity until the next Annual General Meeting of the Company."

9. 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

17th July 2025

**Notes:**

1. The Annual Report 2024/25 and the Notice convening the Annual General Meeting (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)
2. 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.
3. The completed Form of Proxy must be submitted to the Company **not later than 4.45 p.m. on 11th August 2025,**
  - via email to [CARSAGM2025@carcumb.com](mailto:CARSAGM2025@carcumb.com), or
  - via WhatsApp 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
4. 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.
5. The transfer books of the Company will remain open.
6. Security Check -

We shall be obliged if the shareholders/proxies attending the Annual General Meeting, produce their National Identity Card to the security personnel stationed at the entrance lobby.

# 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\*,

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 at the 112th Annual General Meeting of the Company to be held on **Wednesday, the 13th day of August 2025 at 9.00 a.m.** at the **"Lavender Hall" (LOT 2), BMICH International Convention & Exhibition Center, Bauddaloka 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 - Non-Executive Director, who retires by rotation in terms of Articles 72, 73 & 74 of the Articles of Association of the Company.		
2.	To re-appoint Mr. M. Selvanathan - Non-Executive Director, who is over Seventy years of age as a Director of the Company.		
3.	To re-appoint Mr. H. Selvanathan - Non-Executive Director, who is over Seventy years of age as a Director of the Company.		
4.	To re-appoint Mr. D. C. R. Gunawardena - Non-Executive Director, who is over Seventy years of age as a Director of the Company.		
5.	To re-appoint Mr. W. M. R. S. Dias - Non-Executive Director, who is over Seventy years of age as a Director of the Company.		
6.	To approve that Mr. Y.H. Ong remain as an Independent Non-Executive Director of the Company upon reaching the age of 70 years on 02nd October 2025 in accordance with Rule 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange.		
7.	To approve that Mr. M. M. Murugappan remain as an Independent Non-Executive Director of the Company upon reaching the age of 70 years on 12th November 2025 in accordance with Rule 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange.		
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.		

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.

**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.

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 shareholder of the Company.

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. In terms of Article 50 of the Company

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 11th August 2025;**

- via email to **CARSAGM2025@carcumb.com**, or
- via WhatsApp 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.

6. 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 to the Company.

Please fill in the following details

Name & Contact no. of Shareholder : .....

CDS Account No./Folio No. : .....

Name & contact no. of Proxy holder : .....

NIC No. of the Proxy holder : .....