



MAHARAJA FOODS PLC
(Company Registration No. PQ00296080)
No.18/3, Dr. E. A. Cooray Mawatha, Colombo-06

CIRCULAR TO SHAREHOLDERS
PROPOSED FINAL SCRIP DIVIDEND FOR THE FINANCIAL
YEAR ENDED 31ST MARCH 2026

IF YOU ARE IN ANY DOUBT AS TO THE ACTION, YOU SHOULD TAKE YOU
SHOULD CONSULT YOUR STOCK BROKER OR OTHER PROFESSIONAL
ADVISOR IMMEDIATELY

11th September 2026

Dear Sir/Madam,

1. PROPOSED FINAL SCRIP DIVIDEND

The Board of Directors of Maharaja Foods PLC (the “Company”) is pleased to inform its shareholders that it has recommended on 28th August 2026 a Final Dividend of Rs. 0.10 per ordinary voting share, to be satisfied by way of a scrip dividend out of the Retained Earnings of the Company for the financial year ended 31st March 2026, in accordance with Article 109(1) of the Articles of Association of the Company and the Companies Act No. 07 of 2007, as amended from time to time. No other regulatory approvals, except for the approval of the Colombo Stock Exchange, are required for this purpose.

This recommendation is subject to the provisions of paragraph (2) of the said Article, pursuant to which every dividend must be approved by the Board of Directors and by an Ordinary Resolution of the shareholders at the Extraordinary General Meeting (“EGM”) of the Company. The EGM scheduled to be held on 25th September 2026 to seek approval for the proposed scrip dividend.

The Board of Directors is of the opinion that the consideration for which the new Ordinary Shares are proposed to be issued pursuant to the Scrip Dividend is fair and reasonable to the Company and to all its existing shareholders.

2. TERMS OF THE PROPOSED SCRIP DIVIDEND

The proposed Final Scrip Dividend will be satisfied by the issue of new fully paid Ordinary Voting Shares of the Company to eligible shareholders.

The principal terms of the proposed Scrip Dividend are as follows:

Particulars	Details
Financial Year	Year ended 31 st March 2026
Type of Dividend	Final Scrip Dividend
Gross Dividend per Ordinary Share	Rs. 0.10 (Ten Cents)
Applicable WHT	15% WHT applicable to the Company
WHT per Ordinary Share	Rs. 0.015 per Ordinary Share.
Net Dividend per Ordinary Share	Rs. 0.085 per Ordinary Voting Shares
Consideration at which the Shares are to be issued	Rs. 16.00 per Share
Closing Share Price as at 25th August 2026	Rs. 16.00 per Share
Value of Reserves to be Capitalized	Rs. 11,687,500.00
Number of new ordinary voting shares issued by way of a Scrip dividend	730,468
Relevant Proportion of Shares	1 new Ordinary Voting Shares for every 188.2354873861 existing Ordinary Voting Shares held.

The above entitlement is based on the number of existing Ordinary Shares and the number of Ordinary Voting Shares proposed to be issued pursuant to the Scrip Dividend. The proposed Scrip Dividend is declared in accordance with **Article 109(1) of the Articles of Association of the Company and the provisions of the Companies Act, No. 7 of 2007, as amended from time to time.**

3. SOLVENCY TEST

The Board of Directors has duly carried out the **Solvency Test** in respect of the proposed Final Scrip Dividend in accordance with **Section 57 of the Companies Act No. 07 of 2007, as amended.**

The Board has satisfied itself that the Company meets the applicable solvency requirements for the proposed distribution.

PURSUANT TO Section 57 of the Companies Act, No. 7 of 2007, the Company has carried out the solvency test prior to the distribution of the proposed dividend to ensure that the Company satisfies the solvency test prescribed under the Act immediately following the distribution of the proposed gross dividend of Rs. 13,750,000.00 by way of a scrip dividend.

4. APPROVALS AND CONDITIONS

The proposed Final Scrip Dividend is subject to:

1. Approval by the shareholders of the Company by way of an Ordinary Resolution at the forthcoming Extraordinary General Meeting;
2. Approval in principle by the **Colombo Stock Exchange (CSE)** for the issue and listing of the new Ordinary Shares; and
3. Compliance with all applicable statutory and regulatory requirements.

Accordingly, shareholders are requested to consider and approve the proposed Final Scrip Dividend at the Extraordinary General Meeting.

5. RANKING OF NEW SHARES

The new Ordinary Voting Shares to be issued pursuant to the Scrip Dividend will rank **pari passu in all respects** with the existing issued Ordinary Voting Shares of the Company, except in respect of any rights, dividends or other distributions for which the relevant record date precedes the date of allotment of the new Ordinary Shares.

6. ENTITLEMENT TO THE SCRIP DIVIDEND

Shareholders whose names appear in the Share Register of the Company as at the Record date being, 29th September 2026, will be entitled to participate in the proposed Scrip Dividend, subject to the approval of the shareholders and the completion of the applicable regulatory requirements.

The Company will announce the relevant **XD Date as 28th September 2026, Record Date as 29th September 2026, and date of allotment of the new Ordinary Voting Shares** in due course.

The Share Register of the Company will not be closed for the purpose of the proposed Final Scrip Dividend.

7. FRACTIONAL ENTITLEMENTS

As the Scrip Dividend entitlement is based on the relevant proportion of **1 new** Ordinary Voting Shares **for every 188.2354873861 existing Ordinary Shares held**, shareholders may become entitled to fractional shares.

All new shares to be issued under the proposed Scrip Dividend will be ready to be directly uploaded to the securities accounts of shareholders maintained with the Central Depository Systems (Pvt) Ltd. ("CDS") within five (5) Market Days from and excluding the Record Date.

Where a shareholder maintains multiple CDS accounts, the total entitlement will be directly deposited to the respective CDS accounts proportionately, in accordance with the applicable procedures and records of the CDS.

Number of ordinary voting shares held by the shareholders as at end of trading on the record date 29 th September 2026 X 1
188.2354873861

Any fractional entitlement to shares arising from the application of the Scrip Dividend ratio will be disregarded, and only whole shares will be allotted to the entitled shareholders. The aggregate of the fractional entitlements so disregarded will be aggregated and the corresponding shares will be sold in the market by a Trustee appointed by the Board of Directors of the Company. The net proceeds arising from such sale, after deducting any applicable costs and expenses, will be distributed in cash among the shareholders entitled to the fractional shares in proportion to their respective fractional entitlements, within 30 days from the date of such sale

8. SHAREHOLDER APPROVAL

The proposed Final Scrip Dividend will be submitted to the shareholders for approval at the **Extraordinary General Meeting scheduled to be held on Friday, 25th September 2026 immediately after the conclusion of the Annual General Meeting ("AGM")**

The relevant item in the Notice of the EGM scheduled to be held on 25th September 2026 to seek approval for the proposed scrip dividend is:

"The declaration of a final dividend of Rs. 0.10 per share for the year ended 31st March 2026."

Shareholders are requested to carefully consider the information contained in this Circular together with the Notice of the Extraordinary General Meeting and the other accompanying documents.

9. GENERAL

The proposed Scrip Dividend is subject to the necessary shareholder, regulatory and exchange approvals. The Company reserves the right to make such amendments to the proposed Scrip Dividend as may be required to comply with the applicable laws, regulations, CSE Listing Rules and requirements of any relevant regulatory authority.

This Circular should be read together with the **Notice of the Extraordinary General Meeting** and the other documents circulated to shareholders in connection with the **Extraordinary General Meeting**.

The Board of Directors recommends that shareholders **approve the proposed Final Scrip Dividend** at the forthcoming **Extraordinary General Meeting**.

By Order of the Board of
Maharaja Foods PLC



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Chart Business Systems (Private) Limited
Company Secretaries