

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

78TH ANNUAL GENERAL MEETING OF THE COMPANY

The Board of Directors of the Diesel & Motor Engineering PLC has decided to hold the 78th Annual General Meeting (AGM) of the Company at DIMO 800, Sirimavo Bandaranaike Mawatha, Colombo 14 on 27th June 2023 at 8.30 a.m.

The Annual Report 2022/23

1. In accordance with the Listing Rules of Colombo Stock Exchange, the Annual Report of the Company is made available on the following websites
 - a) Corporate website of Diesel & Motor Engineering PLC:
<https://www.dimolanka.com/2022-2023-dimo-annual-report/>
 - b) Colombo Stock Exchange website: <https://www.cse.lk>
(Company Search_DIMO PLC_Financials_Annual Reports)
2. The Annual Report of the Company can also be accessed by scanning this QR code.



Adoption of new Articles of Association

1. The proposed Articles of Association of the Company is available on corporate website:
<https://www.dimolanka.com/investor-relations/>
2. The proposed Articles of Association of the Company can also be accessed by scanning this QR code.



Shareholders who wish to obtain a hard copy of the Annual Report and/or proposed Articles of Association, may send a written request to the registered office of the Company by filling the request form attached herein. A copy of the Annual Report and/or proposed Articles of Association will be forwarded by the Company within eight (08) market days from the date of receipt of the request.

Mr. Shane Fernando of the Company has been designated to attend to requests by Shareholders for printed copies of the Annual Report and proposed Articles of Association. Mr. Shane Fernando could be contacted via mobile : +94 772549614 and via email : Shane.Fernando@dimolanka.com

Shareholders who wish to submit their Form of Proxy should complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited at the Registered Office of the Company at No.65, Jetawana Road, Colombo 14 or forwarded by email to agm@dimolanka.com in order to enable the Company to receive the same not less than forty eight (48) hours prior to the time appointed for the holding of the AGM.

Below mentioned documents are attached herewith.

1. Notice of the Annual General Meeting
2. Form of Proxy
3. Request form for hard copy of the Annual Report and/or proposed Articles of Association

By Order of the Board of Diesel & Motor Engineering PLC,

B.C.S.A.P. Gooneratne
Company Secretary

5th June 2023
Colombo

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 78th Annual General Meeting of **DIESEL & MOTOR ENGINEERING PLC** will be held at the DIMO 800, Sirimavo Bandaranaike Mawatha, Colombo 14 on 27th June 2023 at 8.30 a.m. for the following purposes:

Agenda

1. To receive and consider the Annual Report of the Board of Directors and Audited Financial Statements for the Year Ended 31st March 2023 with the Report of the Auditors thereon.
2. Directors
 - I. To re-elect Mr. Aruna Gahanath Pandithage, Director, who retires by rotation in terms of Article 66 of the Articles of Association of the Company.
 - II. To re-elect Mr. Charithe Rajeev Pandithage, Director, who retires by rotation in terms of Article 66 of the Articles of Association of the Company.
 - III. To re-elect Dr. Harsha Cabral, Director, who retires by rotation in terms of Article 66 of the Articles of Association of the Company.
 - IV. To re-elect Mr. Mudiyansele Vijitha Bandara, Director, who retires by rotation in terms of Article 66 of the Articles of Association of the Company.
 - V. To re-appoint as a Director Mr. Asoka Ranjith Pandithage, who is over the age of 70 years and who vacates his office in terms of Section 210 of the Companies Act No.07 of 2007 (the Act).

Notice is hereby given to propose the undernoted Ordinary Resolution in compliance with Section 211 of the Act, in relation to his re-appointment.

“RESOLVED THAT Mr. Asoka Ranjith Pandithage, who is over the age of 70 years be and is hereby re-appointed a Director of the Company and it is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No.07 of 2007 shall not apply to the said Mr. Asoka Ranjith Pandithage”.

- VI. To re-appoint as a Director Mr. Abeykumar Mohan Pandithage, who is over the age of 70 years and who vacates his office in terms of Section 210 of the Companies Act No. 07 of 2007 (the Act).

Notice is hereby given to propose the undernoted Ordinary Resolution in compliance with Section 211 of the Act, in relation to his re-appointment.

“RESOLVED THAT Mr. Abeykumar Mohan Pandithage, who is over the age of 70 years be and is hereby re-appointed a Director of the Company and it is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Mr. Abeykumar Mohan Pandithage”.

- VII. To re-appoint as a Director Mr. Jayantha Michael De Silva, who is over the age of 70 years and who vacates his office in terms of Section 210 of the Companies Act No. 07 of 2007 (the Act).

Notice is hereby given to propose the undernoted Ordinary Resolution in compliance with Section 211 of the Act, in relation to his re-appointment.

“RESOLVED THAT Mr. Jayantha Michael De Silva, who is over the age of 70 years be and is hereby re-appointed a Director of the Company and it is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Mr. Jayantha Michael De Silva”.

VIII. To re-appoint as a Director Mr. Sarath Chandrasiri Algama, who is over the age of 70 years and who vacates his office in terms of Section 210 of the Companies Act No.07 of 2007 (the Act).

Notice is hereby given to propose the undernoted Ordinary Resolution in compliance with Section 211 of the Act, in relation to his re-appointment.

"RESOLVED THAT Mr. Sarath Chandrasiri Algama who is over the age of 70 years be and is hereby re-appointed a Director of the Company and it is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Mr. Sarath Chandrasiri Algama"

3. To re-appoint the retiring Auditors Messrs KPMG, Chartered Accountants, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.
4. To authorise the Directors to determine contributions to charities.
5. Any other business

To adopt new Articles of Association.

To consider and if thought fit, to pass the following resolution as a Special Resolution.

"THAT the Regulations contained in the Printed Document which could be access via the link <https://www.dimolanka.com/investor-relations/> be and are hereby approved for adoption as the Articles of Association of Diesel & Motor Engineering PLC in substitution for and to the exclusion of the existing Articles of Association of the Company and a re-print thereof be obtained."

The profiles of the Directors proposed for re-election are given in the Annual Report.

By Order of the Board,

Diesel & Motor Engineering PLC
Company Registration No. PQ-146



B.C.S.A.P. Gooneratne
Company Secretary

Colombo
5th June 2023

Notes:

1. The Annual Report of the Company for 2022/23 is available on the corporate website <https://www.dimolanka.com/2022-2023-dimo-annual-report/> and on the Colombo Stock Exchange website - <https://www.cse.lk>
2. A shareholder is entitled to appoint a Proxy to attend and vote instead of himself and a Proxy need not be a shareholder of the Company.
3. A Form of Proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No.65, Jetawana Road, Colombo 14 or forwarded by email to agm@dimolanka.com not less than forty-eight (48) hours before the time appointed for the holding of AGM.

FORM OF PROXY

I/We*(Full name of shareholder)

NIC No./Reg. No. of Shareholder* of.....

.....being Shareholder/Shareholders* of Diesel & Motor Engineering PLC, hereby appoint,

.....(Full name of proxyholder)

NIC No. Proxyholder.....of.....whom failing:

Mr. Asoka Ranjith Pandithage	whom failing
Mr. Aruna Gahanath Pandithage	whom failing
Mr. Abeykumar Mohan Pandithage	whom failing
Mr. Asite Drupath Bandara Talwatte	whom failing
Mr. Bodiabaduge Charindra Suresh Alexius Perera Gooneratne	whom failing
Mr. Charithe Rajeev Pandithage	whom failing
Ms. Dilrukshi Neelika Kumari Kurukulasuriya	whom failing
Dr. Harsha Cabral	whom failing
Mr. Jayantha Michael De Silva	whom failing
Mr. Mudiyanseelage Vijitha Bandara	whom failing
Mr. Pushpawela Kankanamge Wijith Mahendra	whom failing
Mr. Sarath Chandrasiri Algama	whom failing
Mr. Sri Rama Waidayasekera Mudiyanseelage Chaminda Ranawana	

as my/our* proxy to represent me/us*and to vote and **..... as indicated hereunder for me/us and on my/our behalf at the **78th Annual General Meeting** of the Company to be held on Tuesday, 27th June 2023 and at any adjournment thereof, and at every poll which may be taken in consequence thereof. I/We* the undersigned hereby authorise my/our* proxy to vote on my/our* behalf in accordance with the preference indicated below: -

	For	Against
1. To receive and consider the Annual Report of the Board of Directors and Audited Financial Statements for the Year Ended 31st March 2023 with the Report of the Auditors thereon.	☐	☐
2. To re-elect Mr. Aruna Gahanath Pandithage, Director, who retires by rotation in terms of Article 66 of the Articles of Association of the Company.	☐	☐
3. To re-elect Mr. Charithe Rajeev Pandithage, Director, who retires by rotation in terms of Article 66 of the Articles of Association of the Company.	☐	☐
4. To re-elect Dr. Harsha Cabral, Director, who retires by rotation in terms of Article 66 of the Articles of Association of the Company.	☐	☐
5. To re-elect Mr. Mudiyanseelage Vijitha Bandara, Director, who retires by rotation in terms of Article 66 of the Articles of Association of the Company.	☐	☐
6. To re-appoint as a Director Mr. Asoka Ranjith Pandithage, who is over the age of 70 years and who vacates his office in terms of Section 210 of the Companies Act No.07 of 2007.	☐	☐
7. To re-appoint as a Director Mr. Abeykumar Mohan Pandithage, who is over the age of 70 years and who vacates his office in terms of Section 210 of the Companies Act No. 07 of 2007.	☐	☐
8. To re-appoint as a Director Mr. Jayantha Michael De Silva, who is over the age of 70 years and who vacates his office in terms of Section 210 of the Companies Act No. 07 of 2007.	☐	☐

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|--|--------------------------|--------------------------|
| 9. To re-appoint as a Director Mr. Sarath Chandrasiri Algama, who is over the age of 70 years and who vacates his office in terms of Section 210 of the Companies Act No.07 of 2007. | ☐ | ☐ |
| 10. To re-appoint the retiring Auditors Messrs KPMG, Chartered Accountants, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration. | ☐ | ☐ |
| 11. To authorise the Directors to determine contributions to charities. | ☐ | ☐ |
| 12. To adopt new Articles of Association | ☐ | ☐ |

As witness my/our hand this day of..... 2023.

.....
Signature of Shareholder

*Please delete as appropriate.

Notes:

- a) *Please delete the inappropriate words.
- b) **If you wish your Proxy to speak at the Meeting you should insert the words “to speak and” in the place indicated with two asterisks (**) and initial such insertion.**
- c) Please indicate with an “x” in the space provided how your Proxy is to vote. If there is in the view of the Proxy holder a doubt (by reason of the way in which the instructions contained in the Proxy have been completed) as to the way in which the Proxy holder should vote, the Proxy holder shall vote as he thinks fit.
- d) A Proxy holder need not be a member of the Company.
- e) Shareholders who are unable to participate at the meeting are encouraged to duly complete the Form of Proxy clearly setting out their preference of vote under each matter set out therein and to appoint a director of the Company to act on their behalf.

Instructions as to completion appear below

1. To be valid this Form of Proxy must be deposited at the Registered Office of the Company at No.65, Jethawana Road, Colombo 14 or forwarded by email to agm@dimolanka.com not less than forty-eight (48) hours before the time appointed for the holding of AGM.
2. The full name and address of the Proxy holder and of the Shareholder appointing the Proxy holder should be entered legibly in the Form of Proxy.
3. If you wish to appoint a person other than the Chairman or a Director as your Proxy, please insert the relevant details overleaf and initial against this entry.
4. In the case of a Company/Corporation, the proxy must be under its Common Seal, which should be affixed and attested in the manner prescribed by its Articles of Association.
5. If the Proxy Form is signed by an Attorney, the relevant Power of Attorney or a notarially certified copy thereof, should also accompany the completed Form of Proxy, if it had not been already registered with the Company.

REQUEST FORM

Finance Division
Diesel & Motor Engineering PLC
No 65, Jethawana Road
Colombo 14

Request for a printed copy of Annual Report 2022/23 and/or Articles of Association

With reference to the Circular to Shareholders dated 5th June 2023, I/we hereby request you to forward me/us a printed copy of below document/s of the Diesel & Motor Engineering PLC for the Financial Year 2022/23.

Please indicate a (✓) mark for document/s you wish to obtain.

Document	Required/ Not Required
1. Annual Report 2022/23	
2. Articles of Association	

Name of the Shareholder :

Address :
.....
.....
.....

Contact Number :

.....
Signature

.....
Date

Notes:

1. The Form should be filled legibly, signed and dated.
2. The duly completed Request Form should be dispatched to reach the Mr. Shane Fernando, Finance Division, Diesel & Motor Engineering PLC, No 65, Jetawana Road, Colombo 14 or by facsimile on 011 239 2566 or email to agm@dimolanka.com.
3. In the case of Joint holders, the letter may be executed by the Shareholder whose name is indicated first.
4. In the event that the Shareholder is a Company, the letter may be executed under the Common Seal of the Company or by a duly authorised representative.