

MULLER & PHIPPS (CEYLON) PLC
Company No. PQ 177

C/o. Corporate Managers & Secretaries (Private) Limited
8-5/2, Leyden Bastian Road, York Arcade Building
Colombo 1.

29th August 2022

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

FIFTY SEVENTH ANNUAL GENERAL MEETING

It has been decided to convene the Fifty Seventh Annual General Meeting (AGM) of the Company as a virtual Meeting on 28th September, 2022 at 10.00 a.m. via an online meeting platform in accordance with the Articles of Association of the Company and in line with the guidelines issued by the Colombo Stock Exchange (CSE) on the Conduct of Virtual Meetings.

Shareholders who wish to participate at the meeting via Online Platform are kindly requested to complete and return the Registration Form which is available on the CSE website mentioned below, to reach the Registered Office of the Company's Secretaries, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, or via e-mail to mnpgm2022@cml.lk at least 3 days prior the date of the Meeting. Upon receipt of the duly completed Registration Form the Company's Secretaries will email Virtual Meeting login information to the eligible Shareholders or their duly nominated Proxies to enable them to join the meeting.

If a Shareholder/Proxy holder intends joining the Virtual AGM via a smart phone, it is necessary for him/her to download the "Zoom Mobile App" onto his/her smart phone.

Similarly, if the Shareholder/Proxy holder wishes to join the meeting via a desktop computer, the link could be opened by downloading the "Zoom Desktop App" to the respective desktop computer.

Enclosed herewith are the Notice of Meeting and the Form of Proxy for the Fifty Seventh Annual General Meeting of the Company.

Please be advised that the Annual Report of the Company for the Financial Year ended 31st March 2022 is available on the CSE website:-
<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=MULL.N0000>

In the event you require assistance in downloading or accessing the website, kindly contact the following official any time between 9.00 a.m. and 4.00 p.m. on any working day.

Name	Contact No.	E-mail address
Mr. Jehan Ratnakumar	0112344485-9	jehan@cml.lk

If you wish to receive a printed copy of the Annual Report, please send your written request by returning the duly completed Form of Request which is available on the aforesaid CSE website to reach us at the Registered Office of the Company's Secretaries or e-mail same to mnpgm2022@cml.lk

The printed copy will be forwarded within eight (8) market days from the receipt of the written request provided there is no disruption in the postal service.

If you have any queries in obtaining a printed copy of the Annual Report please contact the following officials any time between 9.00 a.m. and 4.00 p.m. on any working day.

Name	Contact No.	E-mail address
Ms. Geethika Priyadarshini	0112344485-9	geethika@cml.lk
Ms. Tharaka Fernando	0112344485-9	tharaka@cml.lk
Ms. Monisha Selvam	0112344485-9	monisha@cml.lk

Further, if shareholders who are unable to participate at the Meeting wish to raise any queries, such queries could be sent in writing to the Company Secretaries via e-mail to mnpgm2022@cml.lk or by post to the Registered Office of the Company's Secretaries, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than five (5) days before the date of the Meeting. This is in order to enable the Company Secretaries to compile the queries and forward same for the attention of the Board of Directors so that same could be addressed at the Meeting.

Shareholders who are unable to attend may complete and return the Form of Proxy to reach the Registered Office of the Company not later than 48 hours before the time fixed for the holding of the Meeting.

By Order of the Board,
MULLER & PHIPPS (CEYLON) PLC
CORPORATE MANAGERS & SECRETARIES (PVT) LTD.
Secretaries

NOTICE OF MEETING

Notice is hereby given that the Fifty Seventh Annual General Meeting of Muller & Phipps (Ceylon) PLC will be held on Wednesday 28th September 2022 at 10.00 a.m. and conducted as a Virtual Meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, for the following purposes, namely:

1. To receive and consider the Annual Report of the Board of Directors and the Statements of Accounts for the year ended 31st March 2022 with the Report of the Auditors thereon.
2. To re-elect as a Director, Mr. P.M.A. Sirimane who retires in accordance with Articles 83 & 84 of the Articles of Association.
3. To reappoint Mr. R.N. Bopearatchy who is over seventy years of age as a Director. Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out below in relation to his reappointment (see Note No. 6).
4. To reappoint Mr. A.R. Rasiah who is over seventy years of age as a Director. Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out below in relation to his reappointment (see Note No. 7).
5. To reappoint Mr. S.N.P. Palihena who is over seventy years of age as a Director. Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out below in relation to his reappointment (see Note No. 8).
6. To reappoint Dr. A.M. Mubarak who is over seventy years of age as a Director. Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out below in relation to his reappointment (see Note No. 9).
7. To reappoint Mr. S.D.R. Arudpragasam who is over seventy years of age as a Director. Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out below in relation to his reappointment (see Note No.10).
8. To authorize the Directors to determine contributions to charities.

9. To reappoint as Auditors, KPMG Chartered Accountants, and authorize the Directors to determine their remuneration.

By Order of the Board,

Corporate Managers & Secretaries (Private) Limited.
Secretaries

Colombo
29th August 2022

Notes:

1. A member of the Company who is entitled to attend and vote may appoint a proxy to attend and vote instead of him or her. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed with this Report.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company's Secretaries Corporate Managers & Secretaries (Pvt) Ltd, at No. 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than forty eight hours before the time fixed for the meeting.
4. Members are encouraged to vote by Proxy through the appointment of a member of the Board of Directors to represent them and vote on their behalf. Members are advised to complete the Form of Proxy and their voting preferences on the specified resolutions to be taken up at the meeting and submit the same to the Company Secretaries in accordance with the instructions given on the reverse of the Form of Proxy.
5. Please refer the CSE website and the "Circular to Shareholders" dated 29th August 2022 for further instructions relating to the Annual General Meeting and for joining the Meeting virtually.
6. Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting:

Resolved –

"that Mr. R.N. Bopearatchy, who is eighty one years of age, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Mr. R.N. Bopearatchy."

NOTICE OF MEETING

7. Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting:

Resolved –

“that Mr. A.R. Rasiah who is seventy six years of age, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Mr. A.R. Rasiah.”

8. Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting:

Resolved –

“that Mr. S.N.P. Paliheha who is seventy five years of age, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Mr. S.N.P. Paliheha.”

9. Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting:

Resolved –

“that Dr. A.M. Mubarak who is seventy one years of age, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Dr. A.M. Mubarak.”

10. Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting:

Resolved –

“That Mr. S.D.R. Arudpragasam who is seventy one years of age, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Mr. S.D.R. Arudpragasam.”

FORM OF PROXY

FORM OF PROXY

I/We
of
being a member/members of MULLER & PHIPPS (CEYLON) PLC hereby appoint
..... of
or failing him

- | | |
|---|---------------------------|
| 1. SRI DHAMAN RAJENDRAM ARUDPRAGASAM | of Colombo or failing him |
| 2. RANJIT NOEL BOPEARATCHY | of Colombo or failing him |
| 3. ROHAN CHRISANTHA ANIL WELIKALA | of Colombo or failing him |
| 4. PARAKRAMA MAITHRI ASOKA SIRIMANE | of Colombo or failing him |
| 5. ALBERT RASAKANTHA RASIAH | of Colombo or failing him |
| 6. SHANTHIKUMAR NIMAL PLACIDUS PALIHENA | of Colombo or failing him |
| 7. AZEEZ MOHAMED MUBARAK | of Colombo or failing him |
| 8. SANJEEV RAJARATNAM | of Colombo or failing him |
| 9. SANJEEWA WIJESIRI GUNAWARDENA | of Colombo |

as my/our* proxy to represent me/us* and to vote on my/our* behalf at the Annual General Meeting of the Company to be held on Wednesday, 28th September, 2022 at 10.00 a.m. and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid meeting.

	For	Against
1. To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2022, with the Report of the Auditors thereon.	☐	☐
2. To re-elect Mr. P.M.A. Sirimane as a Director.	☐	☐
3. To reappoint Mr. R.N. Bopearatchy as a Director	☐	☐
4. To reappoint Mr. A.R. Rasiah as a Director	☐	☐
5. To reappoint Mr. S.N.P. Palihena as a Director	☐	☐
6. To reappoint Dr. A.M. Mubarak as a Director	☐	☐
7. To reappoint Mr. S.D.R. Arudpragasam as a Director	☐	☐
8. To authorise the Directors to determine contributions to charities.	☐	☐
9. To reappoint as Auditors, KPMG and authorize the Directors to determine their remuneration.	☐	☐

Signed this day of Two Thousand and Twenty Two.

.....
Signature of Shareholder(s)

Instructions as to completion are stated on the reverse hereof.

***Note: Please delete the inappropriate words.**

A proxy need not be a member of the Company. If no words are deleted or there is in the view of the proxy doubt (by reason of the way in which instructions contained in the proxy form have been completed) as to the way in which the proxy should vote, the proxy will vote as he thinks fit.

INSTRUCTIONS AS TO COMPLETION

1. Please perfect the Form of Proxy, after filling in legibly your full name and address by signing in the space provided and filling in the date of signature.
2. In the case of Company/Corporation, this Form of Proxy must be executed either under its Common Seal or by its Attorney or by an Authorized Officer on behalf of such Company/Corporation duly authorized in writing.
3. In the case of a proxy signed by an Attorney, the relative Power of Attorney should also accompany the completed Form of Proxy for registration, if such Power of Attorney has not been Registered with the Company.
4. The completed Form of Proxy should be deposited at the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Pvt) Limited 8-5/2, Leyden Bastian Road, Colombo 1, not less than 48 hours before the time appointed for the holding of the meeting.

MULLER & PHIPPS (CEYLON) PLC
Company No. PQ 177

Registration Form

Participation at the 57th Annual General Meeting (AGM) of Muller & Phipps (Ceylon) PLC

28th September, 2022 10.00 a.m.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder :

NIC No./Passport No./Company Registration No. :

CDS Account No. :

Folio No. indicated in the Address Label:.....

Residential Address :

Telephone No/s :

Email :

Full Name of 01st Joint Holder :

NIC No/ Passport No. :

Full Name of 02nd Joint holder :

NIC No/ Passport No. :

In the event a Proxy holder is appointed by the Shareholder the following details of him/her will also be required.

DETAILS OF PROXY HOLDER : (only if a proxy is appointed)

Full name of Proxy holder :

NIC No./Passport No. of Proxy holder:

Telephone No/s. :

Email :

Signature/s		
Principal Shareholder	01st Joint holder	02nd Joint holder

Date :

Note: In the case of a Company/Corporation, the Shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association and in the case of the Registration Form being signed by an Attorney, the Power of Attorney, must be deposited at the Registered Office of the Company's Secretaries, Corporate Managers and Secretaries (Pvt) Limited, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01, Sri Lanka or emailed to mnpgm2022@cmsl.lk

FORM OF REQUEST

To : Muller & Phipps (Ceylon) PLC
C/o. Corporate Managers & Secretaries (Private) Limited
8-5/2, Leyden Bastian Road, York Arcade Building
Colombo 1.

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT OF MULLER & PHIPPS (CEYLON) PLC – 2021/2022

With reference to your Circular dated 29th August 2022, I/We wish to request for a printed copy of the Annual Report of Muller & Phipps (Ceylon) PLC for the Financial Year 2021/2022.

My/Our details are as follows -

Full Name of Shareholder: :
.....

NIC/Passport/Co. Reg. No. :

Folio No. indicated in the address label :

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

Contact Number :
.....
.....

E-mail address :

.....
Signature

.....
Date

Notes:

Please complete the Form of Request by filling in legibly the required information, signing in the space provided and filling in the date of signature.

In the case of Joint Holders the Form of Request may be executed by the Registered Principal Holder.

In the event the Shareholder is a Company, the Form of Request should be signed under its Common Seal or by a duly Authorized Officer of the Company in accordance with its Articles of Association.