

NOTICE OF MEETING

DIPPED PRODUCTS PLC (COMPANY REGISTRATION NO. PQ 60)

NOTICE IS HEREBY GIVEN THAT THE FORTY SEVENTH ANNUAL GENERAL MEETING OF DIPPED PRODUCTS PLC will be held on Tuesday, 27th June 2023 at 3.30 p.m. at the Conference Hall of Hayleys PLC, No. 400, Deans Road, Colombo 10 for the following purposes:

1. To consider and adopt the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2023 with the Report of the Auditors thereon.
2. To declare the final dividend of Rs. 0.50 (cents fifty only) as recommended by the Board
3. To re-elect as a Director Ms. K.A.D.B. Perera, who has been appointed to the Board since the last Annual General Meeting, in terms of Article 27(2) of the Articles of Association of the Company.
4. To re-elect as a Director Mr. S.C. Ganegoda, who retires by rotation at the Annual General Meeting in terms of Article 29(1) of the Articles of Association of the Company.
5. To re-elect as a Director Mr. N.A.R.R.S. Nanayakkara, who retires by rotation at the Annual General Meeting in terms of Article 29(1) of the Articles of Association of the Company.
6. To re-elect as a Director Mr. S.P. Peiris, who retires by rotation at the Annual General Meeting in terms of Article 29(1) of the Articles of Association of the Company.
7. To propose the following resolution as an ordinary resolution for the re-appointment of Mr. F. Mohideen, in terms of Section 211 of the Companies Act No. 07 of 2007.

ORDINARY RESOLUTION

'That Mr. Faiz Mohideen, who has attained the age of seventy Five years be and is hereby re-appointed as a Director for a further period of one year and it is hereby 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 him'.

8. To propose the following resolution as an ordinary resolution for the re-appointment of Mr. A.M. Pandithage in terms of Section 211 of the Companies Act No. 07 of 2007.

ORDINARY RESOLUTION

'That Mr. Abeyakumar Mohan Pandithage, who has attained the age of seventy two years be and is hereby re-appointed as a Director for a further period of one year and it is hereby 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 him'.

9. To authorise the Directors to determine donations and contributions to charities for the ensuing year.
10. To re-appoint Messrs Ernst & Young, Chartered Accountants as the Auditors of the Company for the year 2023/24 and to authorise the Directors to determine their remuneration.
11. To consider and if thought fit, to pass the following Special Resolutions to amend the existing articles in the Articles of Association of the Company, in order to be in line with the model articles provided in Schedule 1 of the Companies Act No 7 of 2007:

SPECIAL RESOLUTION (1)

That the existing Article 15 be deleted in its entirety and be substituted with the following Article 15;

"ARTICLE 15 - METHOD OF HOLDING GENERAL MEETINGS

A meeting of shareholders may be held either;

- a) by a number of shareholders who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- b) by means of audio or audio and visual communication by which all shareholders participating and constituting a quorum, can simultaneously hear each other throughout the meeting."

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SPECIAL RESOLUTION (2)

That Article 16 (2) be amended as follows;

"16 (2) A quorum for a meeting of shareholders is present if three (03) shareholders are present in person or through audio visual communication, by themselves or by their proxy."

SPECIAL RESOLUTION (3)

That Article 18 (1) be amended as follows:

"18 (1) (a) In the case of a meeting of shareholders held under paragraph (a) of Article 15, unless a poll is demanded, voting at the meeting shall be by whichever of the following methods as determined by the chairperson of the meeting –

- i. voting by voice ; or
- ii. voting by a show of hands

(b) In the case of a meeting of shareholders held under paragraph (b) of article 15, unless a poll is demanded, voting at meeting shall be by shareholders signifying individually their assent or dissent by voice or by any electronic means."

By Order of the Board,
DIPPED PRODUCTS PLC

HAYLEYS GROUP SERVICES (PRIVATE) LIMITED

Secretaries

Colombo.
01st June 2023.

NOTES TO SHAREHOLDERS:

1. The Annual Report of the Company for 2022/23 is available on the corporate website <https://www.dplgroup.com/investor-relation> and on the Colombo Stock Exchange website - 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. A Form of Proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at the office of the Company Secretaries at No. 400, Deans Road, Colombo 10, Sri Lanka not less than forty-eight (48) hours before the time fixed for the Meeting.
3. For your reference, the existing Articles are available in the Colombo Stock Exchange website - www.cse.lk.
4. A shareholder who requires a hard copy of the Annual Report must post or handover the duly completed 'Request Form - Annexure A' to the office of the Secretaries.

FORM OF PROXY

DIPPED PRODUCTS PLC (COMPANY REGISTRATION NO. PQ 60)

I/We (full name of shareholder)
NIC No./Reg. No. of Shareholderof

being Shareholder/Shareholders of DIPPED PRODUCTS PLC hereby appoint:

- (1)(full name of proxyholder)
NIC No. of Proxyholder of
..... or, failing him/them
- (2) ABEYAKUMAR MOHAN PANDITHAGE (Chairman of the Company) of Colombo, or failing him, one of the Directors of the Company as my/our Proxy to attend and vote as indicated hereunder for me/us and on my/our behalf at the Forty Seventh Annual General Meeting of the Company to be held on Tuesday, 27th June 2023 and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof..

		For	Against
1.	To adopt the Annual Report of the Directors and the Statement of Accounts for the year ended 31st March 2023 with the Report of the Auditors thereon.	☐	☐
2.	To declare the final dividend of Rs. 0.50 (Cents fifty Only) as recommended by the Board	☐	☐
3.	To re-elect as a Director Ms. K.A.D.B. Perera, as set out in the Notice.	☐	☐
4.	To re-elect as a Director Mr. S.C. Ganegoda, as set out in the Notice.	☐	☐
5.	To re-elect as a Director Mr. N.A.R.R.S. Nanayakkara, as set out in the Notice.	☐	☐
6.	To re-elect as a Director Mr. S.P. Peiris, as set out in the Notice.	☐	☐
7.	To re-appoint Mr. F. Mohideen, in terms of Section 211 of the Companies Act No. 07 of 2007.	☐	☐
8.	To re-appoint Mr. A.M. Pandithage, in terms of Section 211 of the Companies Act No. 07 of 2007.	☐	☐
9.	To authorise the Directors to determine donations and contributions to charities for the ensuing year.	☐	☐
10.	To re-appoint Messrs Ernst & Young, Chartered Accountants as the Auditors of the Company for the year 2023/24 and to authorise the Directors to determine their remuneration.	☐	☐
11.	To pass the Special Resolution to amend the Articles of Association of the Company as set out in the Notice.		
	Special Resolution (1)	☐	☐
	Special Resolution (2)	☐	☐
	Special Resolution (3)	☐	☐

Signed on this day of2023

.....
Signature of Shareholder

(Instructions are given overleaf)

FORM OF PROXY

INSTRUCTIONS:

1. The completed Form of Proxy must be deposited with the Company Secretaries, Hayleys Group Services (Private) Limited, at No. 400, Deans Road, Colombo 10, Sri Lanka not less than forty-eight (48) hours before the start of the meeting.
Delayed Proxy Forms shall not be accepted.
2. A Shareholder entitled to attend and vote at the Annual 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.
3. Full name of Shareholder/Proxy holder and their NIC Nos. are mandatory. Your Proxy Form will be rejected if these details are not completed.
4. A Shareholder is not entitled to appoint more than one Proxy to attend on the same occasion.
5. The duly completed Proxy Form must be dated and signed by the Shareholder.
6. Please indicate with an "X" in the space provided how your proxy is to vote on the resolutions. If no indication is given, the proxy can vote as he/she thinks fit.
7. In the case of a company/corporation the proxy must be executed in the manner prescribed by its Articles of Association or by a duly authorised Director.
8. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original POA together with a photocopy of same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy.
9. In case of Marginal Trading Accounts (slash accounts), the Form of Proxy should be signed by the respective authorised Fund Manager/Banker with whom the account is maintained.

**FORM OF REQUEST FOR A PRINTED COPY OF THE
ANNUAL REPORT 2022/23**

Date

Hayleys Group Services (Private) Limited,
Secretaries for Dipped Products PLC,
No.400, Deans Road,
Colombo 10.

ANNUAL REPORT OF DIPPED PRODUCTS PLC - 2022/23

I hereby request you to send me a printed copy of the Annual Report of **Dipped Products PLC**.

.....

Signature

- Corporate Shareholders - Form should be signed by duly authorised person.
- Joint shareholders - Form may be signed by the principal shareholder.

Name of Shareholder (as registered in the Company or in the CDS)	
NIC No. / Reg. No. / Company No.	
Address	
Contact No.	

Note:

The Annual Report of the Company for 2022/23 is available on the corporate website <https://www.dplgroup.com/investor-relation> and on the Colombo Stock Exchange website - www.cse.lk.

