

CIRCULAR TO SHAREHOLDERS
30th ANNUAL GENERAL MEETING OF THE COMPANY

Dear Shareholder/s,

Taking into consideration the current regulations/restrictions prevailing in the country due to the COVID-19 pandemic, the Board of Directors of Royal Ceramics Lanka PLC has decided to hold the 30th Annual General Meeting (AGM) as a Virtual Meeting on Friday 31st July 2020 at 1.00 p.m., in line with the guidelines issued by the Colombo Stock Exchange (CSE) for hosting of virtual AGMs and on the assumption that no curfew will be in force on that date and that there would be no restrictions imposed by the authorities on conduct of meetings.

METHOD OF HOLDING THE AGM

Only the key officials who are essential for the administration of the formalities of the meeting will be physically presented in the Board Room. All others, including shareholders, will participate via an online meeting hosted on the ZOOM platform. These measures are being adopted to observe "social distancing" requirements to mitigate the dangers of spreading the virus.

REGISTRATION PROCEDURE

Those Shareholders and Proxy holders who wish to participate via audio visual conferencing technology means should notify the Company of such intention by completing the REGISTRATION FORM.

The duly completed REGISTRATION FORM should be deposited with the Secretaries at No. 3/17, Kynsey Road, Colombo 08 or forwarded to rci.pwcs@gmail.com in order to enable the Company to receive the same by 1.00pm on 29th July 2020.

APPOINTMENT OF PROXY HOLDERS

Due to the COVID-19 pandemic and prevailing health and safety guidelines issued by the Government of Sri Lanka, the Shareholders are encouraged to vote by Proxy through appointment of a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolutions to be taken up at the meeting in the Form of Proxy.

The Form of Proxy will also be made available on the corporate website of the Company and the website of the Colombo Stock Exchange and those Shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited with the Secretaries at No. 3/17, Kynsey Road, Colombo 08, Sri Lanka or forwarded by email to rci.pwcs@gmail.com in order to enable the Company to receive the same by 1.00 p.m. on 29th July 2020.

PARTICIPATION VIA AN ONLINE MEETING PLATFORM

The login information will be authorized only for the use by individual Shareholders, Proxy holders and authorized representatives in case of Institutional Shareholders and the Company will not be responsible or liable for any misuse. Where the Proxy holders are concerned, please note that the login information will only be shared with those in whose favour a valid proxy has been submitted by the Shareholder.

Shareholders can send in their queries, if any, to rci.pwcs@gmail.com forty eight hours (48) prior to the commencement of the meeting.

CIRCULAR TO SHAREHOLDERS

VOTING

Voting on the items on the Agenda will be registered by using an online e-ballot platform. All such procedures will be explained to the Shareholders prior to the commencement of the meeting.

COPIES OF THE ANNUAL REPORT 2019/2020

The Annual Report and the Financial Statements of the Company are available on the following websites and the relevant links are given below enabling all the Shareholders to access such Annual Report and Financial Statements.

1. Corporate Website of Royal Ceramics Lanka PLC – <https://rocell.com/en/report>
2. Colombo Stock Exchange – <https://www.cse.lk/home/company-info/RCL.N0000/financial>

Should a Shareholder wish to obtain a printed copy of the Annual Report, they 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 will be forwarded by the Company within eight (8) market days from the date of receipt of the request.

For any queries please contact Ms. Nilakshi Perera on telephone no. 011 4799 465 / email nilakship@rcl.lk during office hours.

Below mentioned documents are attached herewith

1. Notice of Meeting
2. Form of Proxy
3. Guideline and Registration Process to join the AGM virtually
4. Registration Form for the AGM
5. Request Form for the printed copy of the Annual Report

By order of the Board

ROYAL CERAMICS LANKA PLC
P W CORPORATE SECRETARIAL (PVT) LTD



Secretaries
02 July 2020

ROYAL CERAMICS LANKA PLC

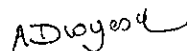
NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the 30th Annual General Meeting of the Company will be held by way of electronic means on 31st July 2020 at 1.00 pm centered at the Boardroom of the Company at No. 20, R A De Mel Mawatha, Colombo 03

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and its subsidiaries and the Statement of Accounts for the year ended 31st March 2020 and the Report of the Auditors thereon.
2. To re-elect Ms. N R Thambiayah, who retires by rotation in terms of the Articles of Association, as a Director of the Company
3. To pass the ordinary resolution set out below to appoint Mr. R N Asirwatham who is 77 years of age, as a Director of the Company;
"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not apply to Mr. R N Asirwatham who is 77 years of age and that he be and is hereby appointed a Director of the Company in terms of Section 211 of the Companies Act No. 07 of 2007"
4. To pass the ordinary resolution set out below to re-appoint Mr. L N de S Wijeyeratne who is 70 years of age, as a Director of the Company;
"IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not apply to Mr. L N de S Wijeyeratne who is 70 years of age and that he be and is hereby re-appointed a Director of the Company in terms of Section 211 of the Companies Act No. 07 of 2007"
5. To elect Mr. S M Liyanage who retires in terms of the Articles of Associations, as a Director of the Company.
6. To re-appoint Messrs Ernst & Young, Chartered Accountants, the retiring Auditors and to authorize the Directors to determine their remuneration.
7. To authorize the Directors to determine payments for the year 2020/2021 and upto the date of the next Annual General Meeting for charitable and other purposes as set out in the Companies Donations Act (Cap 147).

By Order of the Board

ROYAL CERAMICS LANKA PLC



P W Corporate Secretarial (Pvt) Ltd
Director / Secretaries

At Colombo

02 July 2020

Notes:

1. A shareholder entitled to participate and vote at the above virtual meeting is entitled to appoint a proxy to participate and vote in his/her place by completing the Form of Proxy enclosed herewith.
2. A proxy need not be a shareholder of the Company.
3. Shareholders who are unable to participate in the above virtual meeting are also encouraged to submit a duly completed Form of Proxy appointing the Chairman or any other Member of the Board to participate and vote on their behalf.
4. For more information on how to participate by virtual means in the above virtual meeting, please refer Guidelines and Registration Process enclosed herewith.

ROYAL CERAMICS LANKA PLC

FORM OF PROXY

*I/We holder of NIC No
of being a *Shareholder /Shareholders of Royal Ceramics Lanka PLC, do
hereby appoint holder of NIC No
of or failing him/her

Mr. Dhammika Perera or failing him
Mr. A M Weerasinghe or failing him
Mr. M Y A Perera or failing him
Mr. T G Thoradeniya or failing him
Mr. G A R D Prasanna or failing him
Mr. R N Asirwatham or failing him
Mr. S H Amarasekera or failing him
Ms. N R Thambiayah or failing her
Mr. L N de S Wijeyeratne or failing him
Mr. N J Weerakoon or failing him
Mr. S M Liyanage

as *my/our proxy to represent me/us to speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 31st July 2020 at 01.00 p.m and any adjournment thereof and at every poll which may be taken in consequence thereof.

		For	Against
1.	To re-elect Ms. N R Thambiayah, who retires by rotation in terms of the Articles of Association, as a Director of the Company.	☐	☐
2.	To pass the ordinary resolution set out below to appoint Mr. R N Asirwatham who is 77 years of age, as a Director of the Company; “IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not apply to Mr. R N Asirwatham who is 77 years of age and that he be and is hereby appointed a Director of the Company in terms of Section 211 of the Companies Act No. 07 of 2007”	☐	☐
3.	To pass the ordinary resolution set out below to re- appoint Mr. L N de S Wijeyeratne who is 70 years of age, as a Director of the Company; “IT IS HEREBY RESOLVED THAT the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not apply to Mr. L N de S Wijeyeratne who is 70 years of age and that he be and is hereby re-appointed a Director of the Company in terms of Section 211 of the Companies Act No. 07 of 2007”	☐	☐
4.	To elect Mr. S M Liyanage, who retires by in terms of the Articles of Association, as a Director of the Company.	☐	☐
5.	To re-appoint Messrs Ernst & Young, Chartered Accountants, the retiring Auditors and to authorize the Directors to determine their remuneration.	☐	☐
6.	To authorize the Directors to determine payments for the year 2020/2021 and upto the date of the next Annual General Meeting for Charitable and other purposes as set out in the Companies Donations Act (Cap 147).	☐	☐

Signed this day of Two Thousand and Twenty.

Signature

- 1) *Please delete the inappropriate words.
- 2) Instructions as to completion are noted on the reverse thereof.

Form of Proxy

INSTRUCTIONS AS TO COMPLETION

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The Proxy shall ...
 - (a) In the case of an individual be signed by the shareholder or by his/her attorney, and if signed by an Attorney, a notorially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
 - (b) In the case of a company or corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the company or corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute (as applicable).
3. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his/her discretion will vote as he/she thinks fit.
4. To be valid, the completed Form of Proxy must be deposited with the Company Secretaries, P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08, Sri Lanka or must be emailed to rcf.pwcs@gmail.com by 01.00 p.m on 29th July 2020.

ROYAL CERAMICS LANKA PLC

GUIDELINE AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING (AGM) VIA ONLINE MEETING PLATFORM

1. Shareholders are required to join the virtual AGM by clicking on the meeting link and user credentials sent by Royal Ceramics Lanka PLC via email.
2. The request to register names for online participation via Online Meeting Platform should be delivered to the Secretaries P W Corporate Secretarial (Pvt) Ltd, No. 3/17, Kynsey Road, Colombo 08, Sri Lanka or e-mailed to rci.pwcs@gmail.com along with the required registration information as per the REGISTRATION FORM by 1.00pm on 29th July 2020.
3. The information received from a Shareholder pertaining to his/her Proxy holder should tally with the information indicated in the duly completed Form of Proxy submitted by the Shareholder in order for the meeting link and user credentials to be shared by the Company with the Proxy holder.
4. Royal Ceramics Lanka PLC will verify all the registration requests and identification details received with the Shareholders' register and accept the registrations for AGM if it is satisfied with the request and supporting documents. Once the registration is accepted, Shareholders will receive an email confirmation acknowledging the registration.
5. The Shareholders whose online participation request has been accepted will receive a separate email containing the meeting link and user credentials from Royal Ceramics Lanka PLC, twenty four (24) hours prior to the commencement of the AGM.
6. If a Shareholder/Proxy holder intends to join 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 a shareholder/Proxy holder wishes to attend the Virtual AGM via a desktop computer, the link can be opened by downloading the "Zoom Desktop App" to the respective desktop computer (Compatible web browser: Google Chrome).
7. The Shareholders/Proxy holders are requested to use the web link which will be forwarded by the Company and click on "Virtual AGM Registration" in order to log in to the meeting.
8. Upon clicking on the link forwarded by the Company, Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their first name, last name, email address, re- enter email address and National Identity Card Number. (The participants are required to enter the correct details as mentioned in the registration form forwarded to us where any mismatch will be considered as an unsuccessful log in)
9. At this point, all participants are requested to click on "REGISTER" which will be prompted on their screens enabling them to receive the log in link.
10. Participants are required to click on "Join the Virtual AGM of Royal Ceramics Lanka PLC.
11. It is recommended to join the meeting at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the start of the AGM.
12. Once the credentials are inserted, he/she will be directed to the Virtual AGM Zoom Platform.

GUIDELINE AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING (AGM) VIA ONLINE MEETING PLATFORM

13. Shareholders/Proxy holders may use the Q & A tab or the Hand Raise () icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop up message to unmute the microphones and to allow video options.
14. The Company will forward a separate email to the Shareholders and to proxy holders or representatives who are entitled to vote providing a separate link to vote on all resolutions included in the Notice of Meeting dated 30th June 2020.
15. We request such persons to please open the said link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to “refresh” the voting page and cast the vote as per their discretion in the given space and click “SUBMIT” enabling the Company to receive the responses.
16. When declaring the position of a resolution, Chairman will take in to account the voting of the Shareholders/ Proxy holders participating virtually
17. 60 seconds will be allocated for Shareholders/ Proxy holders to cast their vote in respect of each resolution.
18. The results will be processed and announced by the Chairman 15 seconds after the end of the time slot allocated for voting.
19. In a situation where Shareholders’ voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chairman of the meeting.
20. It is advised to check the online AGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you could be a part of the AGM comfortably.

ROYAL CERAMICS LANKA PLC

FORM OF REQUEST

FOR A PRINTED COPY OF THE ANNUAL REPORT OF ROYAL CERAMICS LANKA PLC
FOR THE YEAR ENDED 31ST MARCH 2020

TO: Royal Ceramics Lanka PLC
No. 20, R A De Mel Mawatha
Colombo 03

I/We hereby request for a printed copy of the Annual Report of Royal Ceramics Lanka PLC for the year ended
31st March 2020

DETAILS OF THE SHAREHOLDER(S)

Full name :	
National Identity Card / Passport / Company Registration No. :	
Contact Telephone Number :	
Address :	

.....
Signature of Shareholder(s)

.....
Date

* Contact details of Royal Ceramics Lanka PLC

Tel. : 0114799465

Fax : 0114617997

Email : nilakship@rcl.lk

ROYAL CERAMICS LANKA PLC

REGISTRATION FORM

30TH ANNUAL GENERAL MEETING (AGM) OF ROYAL CERAMICS LANKA PLC TO
BE HELD AS A VIRTUAL MEETING ON 31ST JULY 2020 AT 1.00 P.M.

DETAILS OF SHAREHOLDER

Full Name of the Principal Shareholder :

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

CDS Account No. :

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 Proxy holder is appointed by the Shareholder following details of his/her's 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 :

PARTICIPATION AT THE AGM - Please tick the cage below

I/My Proxy holder am/is willing to participate at the AGM ☐ Online

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 in the manner prescribed by its Articles of Association/Statute and in the case of the Registration Form is signed by an Attorney, the Power of Attorney must be deposited at No. 3/17, Kynsey Road, Colombo 08, Sri Lanka or emailed to rc.lpwcs@gmail.com.