

ROYAL CERAMICS LANKA PLC

(Company Reg. No PQ 125)

No. 20, R.A de Mel Mawatha, Colombo 03

Tel: 011 4799400 Fax: 011 4720077 Email: ho.gen@rcl.lk Website: www.rocell.com

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s

ANNUAL GENERAL MEETING OF ROYAL CERAMICS LANKA PLC

We are pleased to inform you that the Board of Directors of Royal Ceramics Lanka PLC has decided to hold the Annual General Meeting (AGM) of the Company on Friday 28th June 2024 at 2.30 p.m. at The Kingsbury Hotel, Janadhipathi Mawatha, Colombo 01.

The Annual Report -2023/24 is made available to the Shareholders, on the Company's Website (www.rocell.com) and the Website of the Colombo Stock Exchange (CSE) (www.cse.lk) in accordance with Rule 7.5 of the Listing Rules of the CSE. Additionally, the under-noted documents are also hosted on the Websites of the Company and the CSE:

1. Notice of Annual General Meeting
2. Form of Proxy
3. Form of Request for a printed copy of the Annual Report

If you wish to have a printed version of the Annual Report, please mail the duly completed "Form of Request" to the address given below.

Royal Ceramics Lanka PLC
C/o Corporate Solutions Unit
Central Depository Systems (Pvt) Limited
Ground Floor, M & M Centre
341/5, Kotte Road, Rajagiriya

The printed Annual Report will be forwarded within 8 market days of the receipt of your written request.

In the event you have any queries or require any assistance on the documentation relating to the AGM you may contact Ms. Nilakshi Perera on telephone 011-4799465, email: nilakship@rcl.lk anytime between 10.00 a.m. and 4.00 p.m. on any working day.

If you are unable to participate at the AGM and wish to appoint a proxy to represent you, please complete and return the Form of Proxy to reach the Registered Office of the Company, at No. 20, R.A de Mel Mawatha, Colombo 03 not later than 48 hours prior to the time appointed for the meeting.

In the event the Company is required to take any action in relation to the Meeting in the best interests of the Meeting attendees and/or in line with any communications, guidelines, directives or orders issued by the Government of Sri Lanka, notice of such action will be given by way of an announcement to the CSE and publication on the Company Website – www.rocell.com

By Order of the Board
ROYAL CERAMICS LANKA PLC



P W Corporate Secretarial (Pvt) Ltd
Secretaries

31st May 2024

ROYAL CERAMICS LANKA PLC

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty Fourth (34th) Annual General Meeting of Royal Ceramics Lanka PLC will be held on the 28th day of June 2024 at 2.30 p.m. at "The Kingsbury", 48, Janadhipathi Mawatha, Colombo 01 for the following purposes:

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 2024 and the Report of the Auditors thereon.
2. To declare a Final Dividend of Cents Ninety (Rs. 0.90) per Ordinary share for the year ended 31st March 2024 as recommended by the Board of Directors.
3. To re-elect Mr. J R Gunaratne, who retires by rotation in terms of Article 87(1) of the Articles of Association, as a Director of the Company
4. To pass the ordinary resolution set out below to re- appoint Mr. R N Asirwatham who is 81 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 81 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 pass the ordinary resolution set out below to re- appoint Mr. L N de S Wijeyeratne who is 74 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 74 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"
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 2024/2025 and up to the date of the next Annual General Meeting for charitable and other purposes as set out in the Companies Donations Act.

By Order of the Board
ROYAL CERAMICS LANKA PLC



P W Corporate Secretarial (Pvt) Ltd
Director / Secretaries

At Colombo
31st May 2024

Notes:

- 1) A shareholder entitled to attend and/or vote at the Annual General meeting (AGM) is entitled to appoint a Proxy who need not be a shareholder, to attend and vote instead of him/her. A Form of Proxy is enclosed for this purpose. A proxy may vote on a poll (and join in demanding a poll).
2. Shareholders who are unable to attend the meeting are encouraged to submit a duly completed Form of Proxy appointing the Chairman or any other Member of the Board to represent them at the Annual General Meeting.
3. A form of Proxy is enclosed in this report.
4. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 20, R.A. de Mel Mawatha, Colombo 03, not less than 48 hours before the time appointed for holding the meeting.

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

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 28th June 2024 at 2.30 p.m. and any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. To declare a Final Dividend of Cents Ninety (Rs. 0.90) per Ordinary share for the year ended 31st March 2024 as recommended by the Board of Directors.	☐	☐
2. To re-elect Mr. J R Gunaratne, who retires by rotation in terms of Article 87(1) 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 81 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 81 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 pass the ordinary resolution set out below to re- appoint Mr. L N de S Wijeyeratne who is 74 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 74 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 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 2024/2025 and up to 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-Four.

.....
Signature

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

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 notarially 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 at the Registered Office of the Company, No. 20, R.A. de Mel Mawatha, Colombo 03, not later than 48 hours before the time appointed for the Meeting.

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 2024**

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 2024.

DETAILS OF THE SHAREHOLDER(S)

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

.....
Signature of Shareholder(s)

.....
Date

* Contact details of Royal Ceramics Lanka PLC

Tel. : +94 11 4799465

Fax : +94 11 4617997

Email : nilakship@rcl.lk