

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the THIRTY FOURTH ANNUAL GENERAL MEETING OF DISTILLERIES COMPANY OF SRI LANKA PLC will be held as a virtual meeting at the "Mini Auditorium" Distilleries Company of Sri Lanka PLC, No 110, Norris Canal Road, Colombo 10. Sri Lanka on 19th September 2024 at 10.00 a.m. for the following purposes.

1. To receive and consider the Annual Report of the Directors and the Financial Statements of the Company for the year ended 31st March 2024.
2. To re-elect as a Director, Mr. D.H.S. Jayawardena, who is over 70 years as a Director by passing the following resolution.
"That the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. D.H.S. Jayawardena who has attained the age of 82 and that he be re-elected a Director of the company."
3. To re-elect as a Director, Mr. C.R. Jansz, who is over 70 years as a Director by passing the following resolution.
"That the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. C. R. Jansz who has attained the age of 71 and that he be re- elected a Director of the company."
4. To re-elect as a Director, Mr. N. de S. Deva Aditya who is over 70 years by passing the following resolution.
"That the age limit stipulated in Section 210 of the Companies Act No. 07 of 2007 shall not apply to Mr. N. de. Deva Aditya who has attained the age of 76 and that he be re-elected a Director of the company."
5. To re-elect Capt. K.J. Kahanda who retires by rotation at the Annual General Meeting in terms of Article 30 of the Articles of Association, as a Director of the Company
6. To elect Dr. Ravindra Ajith Fernando who retires in terms of Article 32(ii) of the Article of Association, as a Director of the Company
7. To authorise the Directors to determine contributions to charities.
8. To authorise the Directors to determine the remuneration of the Auditors, Messrs. KPMG who are deemed to have been reappointed as Auditors for year ended 31st March 2025 in terms of section 158 of the Companies Act No. 07 of 2007.
9. To pass the following special resolution to amend the Articles of Association of the Company, to comply with the Listing Rules of the Colombo Stock Exchange that are currently in force.

Special Resolution No 1:

IT IS HEREBY RESOLVED THAT Article 26(i) be deleted in entirety and be substituted with the following new Article 26(i):

The directors of the Company shall not be less than five (5), not more than ten (10). Alternate Directors and an Alternate to nominee Directors shall not be taken into account for this purpose.

IT IS HEREBY RESOLVED THAT Article 26(ii) be deleted in entirety and be substituted with the following new Article 26(ii):

So long as MELSTACORP PLC holds 40% of the aggregate of the issued share capital of the Company it shall be entitled to nominate and appoint six (6) directors to the Board. Such Directors shall be known as nominee Directors.

Special Resolution No 2:

IT IS HEREBY RESOLVED THAT Article 33(i) be deleted in entirety and be substituted with the following new Article 33(i):

Alternate Directors shall only be appointed in exceptional circumstances. A Director may, if he is unable to attend to his duties as a Director due to illness or any other reason, by notice in writing under his hand left at the registered office of the company, appoint or nominate one of his co-Directors or any person approved by the Board of Directors to be an alternate director of the Company for a maximum period of One (1) year from the date of appointment.

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IT IS HEREBY RESOLVED THAT Article 33(iii) be deleted in entirety and be substituted with the following new Article 33(iii):

An alternate director shall (on his giving an address for such notices to be served upon him) be entitled to receive notices of all meetings of the directors and to attend and vote as director at any such meeting at which the director appointing him is not personally present and generally at such meeting (except where otherwise specifically provided in these presents) to perform all the functions of his appointer as a director in the absence of such appointer. The attendance of any alternate Director at any meeting, including a Board committee meeting, at which the appointer is absent, shall be counted for the purpose of quorum at such meeting.

IT IS HEREBY RESOLVED THAT Article 33(iv) be deleted in entirety and be substituted with the following new Article 33(iv):

An alternate director shall ipso facto cease to be an alternate director in any of the following events that is to say:

- (a) Upon the return of his appointer;
- (b) If his appointer ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;
- (c) If the appointment of the alternate director is revoked by notice in writing left at the office by his appointer or by a notice purporting to have been sent by his appointer or by a notice purporting to have been sent by his appointer and received at the office;
- (d) If the Board resolves that the appointment of the alternate Director be terminated on a date determined by it;
- (e) If the alternate director becomes subject to any of the provisions of Article 29 hereof which, if he were a Director of the Company, would render his office vacated.

IT IS HEREBY RESOLVED THAT the following be included as a new Article 33(v):

If an alternate Director is appointed for a non-executive Director, such alternate Director shall not be an executive of the company

IT IS HEREBY RESOLVED THAT the following be included as a new Article 33(vi)

If an alternate Director is appointed by an independent Director, such alternate Director so appointed shall meet the criteria for independence of the Listing Rules of the Colombo Stock Exchange.

IT IS HEREBY RESOLVED that Article 33(v) be renumbered as Article 33(vii).

Special Resolution No 3:

IT IS HEREBY RESOLVED THAT the following be included as a new Article 36 (viii):

As long as the shares of the company are listed on the Colombo Stock Exchange, a Director having a material personal interest in a matter being considered at a Board meeting to approve a related party transaction (within the meaning of the Listing Rules of the Colombo Stock Exchange) shall not:

- (a) be present while the matter is being considered at the meeting and
- (b) vote on the matter

Special Resolution No 4:

"IT IS HEREBY RESOLVED THAT Article 19(i) be deleted in entirety and be substituted with the following new Article 19(j):

Voting at a meeting of shareholders held under Article 16aboveshall, unless a poll is demanded, be by shareholders signifying individually their assent or dissent by a show of hands or voice or any other method of expression as may be used in the context of and allowed by the electronic platform and/or application used by the company to conduct such meeting.

Special Resolution No 5:

"IT IS HEREBY RESOLVED THAT Article 52(i) be deleted in entirety and be substituted with the following new Article 52(i):

Where the company is required to send any notice, financial statement, report or other document to a shareholder, it shall be sufficient for the company to send the notice, financial statement, report or other document by courier or by post to his registered address or by electronic mail to an electronic mail account notified by the shareholder in writing to the company. Any notice, financial statement, report or other document sent by courier or by registered post, is deemed to have been received by the shareholder within three (3) working days of the posting of a properly addressed letter containing the notice, financial statement, report or other document. Where electronic mail is used, the notice, financial statement, report or other document shall be deemed to have been received by the shareholder upon the dispatch of the same by the Company through electronic email.

"IT IS HEREBY RESOLVED THAT Article 52(vi) be deleted in entirety and be substituted with the following new Article 52(vi):

Any notice required to be given by the Company to the Directors, shareholders (or any of them) and/or auditors and any communication between the company, its Directors, shareholders not expressly provided for by these Articles shall be sufficiently given if the notice or communication is published on the official website of the Company and/or published on the official website of the Colombo Stock Exchange (if the Company is listed on the Colombo Stock Exchange) and /or published in Sinhala, Tamil and English national daily newspapers.

By Order of the Board,



Ms. V. J. Senaratne
Company Secretary

27th August 2024
Colombo.

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Notes:

1. The Thirty Fourth (34th) Annual General Meeting of Distilleries Company of Sri Lanka PLC will be held as a virtual meeting by participants joining in person or by proxy, through audio or audio, visual means in the manner specified below.

I. Shareholder Participation

- a. The shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
- b. The shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate in the meeting through audio or audio visual means only.
- c. The shareholders who wish to participate at the meeting will be able to join the meeting through audio or audio visual means. To facilitate this process, the shareholders are required to furnish the details of the shareholder and proxy holder, if any, by perfecting Annexure II to the circular to shareholders and forward same to vyjayanthi.corp@melsta.com or by facsimile on [+94 11 269 8718](tel:+94112698718), or by post to reach the Secretary not less than five (05) days before the date of the meeting so that the meeting login information could be forwarded to the email address as provided. The circular to the shareholders will be posted to all the shareholders along with the Notice of meeting and the Form of Proxy.
- d. To facilitate the appointment of proxies, the Form of Proxy is attached hereto and the duly filled Form of Proxy should be sent to reach the Company Secretaries via e mail vyjayanthi.corp@melsta.com or facsimile on [+94 11 2698718](tel:+94112698718) or by post to the registered address of the company No. 110, Norris Canal Road, Colombo 10. Sri Lanka, not less than twenty-four (24) hours before the time fixed for the meeting.

II. Shareholder's queries

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company Secretary, via e-mail to vyjayanthi.corp@melsta.com or facsimile on [+94 11 269 8718](tel:+94112698718) or by post to the registered address of the company No 110, Norris Canal Road, Colombo 10. Sri Lanka not less than Five (5) days before the date of the meeting. This is in order to enable the Company Secretary to compile the queries and forward same to the attention of the Board of Directors so that same could be addressed at the meeting.

2. The Annual Report of the Company for the year 2023/2024 will be available for perusal of the Company website www.dcsigroup.com and the Colombo Stock Exchange website on www.cse.lk. Shareholder may also access the Annual Report on their electronic devices by scanning the below QR code.

