

# Boundless Impact

Notice of Annual General Meeting



# Notice of Annual General Meeting

**HAYCARB PLC**

Company Registration No. PQ 59

**NOTICE IS HEREBY GIVEN THAT THE FIFTY SECOND ANNUAL GENERAL MEETING OF HAYCARB PLC** will be held on **Thursday, 26th June 2025 at 9.00 a.m.** at the Chas P. Hayley Lounge 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 Statements of Accounts for the year ended 31st March 2025, with the Report of the Auditors thereon.
2. To re-elect as a Director Mr. T.A.B. Speldewinde, 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.
3. To re-elect as a Director Mr. M.S.P. Udaya Kumara, who retires by rotation at the Annual General Meeting in terms of Article 29(1) of the Articles of Association of the Company.
4. To re-elect as a Director Mr. B. Balaratnarajah, 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 Mrs. H.M.N.S. Gunawardana, 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.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.
7. To propose the following 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 is over seventy years of age 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 for the re-appointment of Mr. A.M. Senaratna, in terms of Section 211 of the Companies Act No.07 of 2007.

## **Ordinary Resolution**

'That, Mr. Arjun Michael Senaratna, who is over seventy years of age 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 2025/26 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 ;

## **Special Resolution (1)**

**IT IS HEREBY RESOLVED THAT** Article 27(1) of the Articles of Association of the Company be deleted in its entirety and be replaced by the following Article;

"27(1) Unless otherwise determined by ordinary resolution of the shareholders of the Company, the number of Directors shall not be less than five (5) and not more than fifteen (15)."

## **Special Resolution (2)**

**IT IS HEREBY RESOLVED THAT** Articles 27(4), 27(5), 27(6), 27(7) and 27(8) of the Articles of Association of the Company be deleted in their entirety, and be replaced by the following Articles 27(4) (i) to 27(4) (vi);

## **"27(4) Alternate Directors**

- (i) An Alternate Director shall only be appointed under exceptional circumstances by any Director ('appointor'), giving notice in writing left at the office of the Company and approved by the Board to be an Alternate Director of the Company to act in their place during their absence, subject to applicable laws, rules and regulations. Any such appointment shall not exceed a period of one (1) year from the date of appointment.

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- (ii) If an Alternate Director is appointed for a Non-Executive Director such Alternate should not be an Executive of the Company. Similarly, if an Alternate Director is appointed for an Independent Director, the person so appointed shall meet the criteria for independence under applicable laws, rules and regulations. The Nominations and Governance Committee shall review and determine that the person nominated as the alternate qualifies as an Independent Director before the appointment is made.
- (iii) In the event a Director appoints another Director to be his Alternate Director he shall thereupon be entitled to exercise (in addition to his own right of voting as a Director) such appointor's rights at meetings of the Board. A person shall not act as an Alternate Director for more than one Director.
- (iv) An Alternate Director shall on his giving an address for such notice to be served upon him be entitled to receive notices of all meetings of Directors and to attend and vote as a Director, at any such meeting at which the Director appointing him is not personally present and generally at such meetings to perform all the functions of his appointor as a Director in the absence of such appointor.
- (v) The attendance of any Alternate Director at any meeting including Board Committee meetings shall be counted for the purpose of the quorum.
- (vi) An Alternate Director may be appointed for a specified period (not exceeding one (1) year) or until the happening of a specified event, but he shall ipso facto cease to be an Alternate Director if his appointor ceases for any reason to be a Director."

## Special Resolution (3)

**IT IS HEREBY RESOLVED THAT** the existing Articles 27(9), 27(10) and 27(11) of the Articles of Association of the Company be renumbered as Articles 27(5), 27(6) and Article 27(7) respectively.

By Order of the Board,  
**HAYCARB PLC**



**HAYLEYS GROUP SERVICES (PRIVATE) LIMITED**  
*Secretaries*

Colombo.  
28th May 2025

## Notes to shareholders:

1. A Shareholder is entitled to appoint a proxy to attend and vote instead of him/her 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.
2. The Annual Report of the Company for 2024/25 is available on the corporate website [www.haycarb.com](http://www.haycarb.com) and on the Colombo Stock Exchange website - [www.cse.lk](http://www.cse.lk). If you wish to have a printed copy of the Annual Report, please forward the duly completed Request Form - Annexure A' to the office of the Secretaries.

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Secretaries for Haycarb PLC  
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Colombo 10.