

# CEYLON BEVERAGE HOLDINGS PLC - PQ 35

## NOTE TO SHAREHOLDERS

Dear Sir/Madam,

### CIRCULATION OF ANNUAL REPORT 2023/24 TO SHAREHOLDERS

As permitted by Rule 7.5 of the Listing Rules of the Colombo Stock Exchange, your Company has made available its Annual Report for 2023/24 on the Group Corporate website [www.carsoncumberbatch.com](http://www.carsoncumberbatch.com).

The Annual Report for 2023/24 is also uploaded to the Colombo Stock Exchange website [www.cse.lk](http://www.cse.lk).

However, as required by the said Listing Rule 7.5 we shall:

1. Provide you with a printed copy of the Annual Report **within eight (08) Market Days** from the date of receipt of a written request. For this purpose a Request Form is attached to this Note to Shareholders for completion and return if you require a printed copy of the Annual Report.

You are required to forward the Request Form on or **before 10th August 2024** to the following address:

Carsons Management Services (Private) Limited  
Secretaries to Ceylon Beverage Holdings PLC  
No.61, Janadhipathi Mawatha,  
Colombo 1

or email same to the attention of Lahiru Randika / Jelisa Fernando to [lahirur@carcumb.com](mailto:lahirur@carcumb.com) / [jelisaf@carcumb.com](mailto:jelisaf@carcumb.com)

2. Designate the following persons to attend to your requests for printed copies. You may contact them any time between 9.00 a.m. to 4.30 p.m. on any working day [Monday to Friday]:

Name and Designation of the persons : Lahiru Randika – Office Assistant /  
: Jelisa Fernando – Assistant Vice President - Secretarial  
Contact telephone No.'s : Direct No. +94 11 2039275 / +94 11 2039274  
: Mobile Nos. +94 764 765 463 or +94 767 410 683  
: General No. +94 11 2039200

Contact email addresses : [lahirur@carcumb.com](mailto:lahirur@carcumb.com) / [jelisaf@carcumb.com](mailto:jelisaf@carcumb.com)

Please note that email will be used by the Company as a mode of communications with shareholders in the future and we hereby request you to provide your email address/es to us to facilitate such communication with you through email.

The Notice of Meeting convening the Annual General Meeting (AGM) and the related Form of Proxy for the AGM of the Company are enclosed.

Shareholders who are unable to participate at the AGM to be held on **Monday, 8th July 2024 at 10.30 a.m.** at the Auditorium of The Institute of Chartered Accountants of Sri Lanka (Ground Floor), 30A, Malalasekara Mawatha, Colombo 07, Sri Lanka, may appoint a proxy as his/her/its proxy by forwarding the duly completed Form of Proxy **not later than 4.45 p.m. on 06th July 2024**, clearly indicating their vote under each matter set out in the Form of Proxy attached herewith.

Shareholders could also appoint a member of the Board of Directors to act as their proxy if they so choose. The Shareholders who wish to appoint a Director as his/her/its proxy must forward the duly completed Form of Proxy clearly indicating their vote under each matter set out in the Form of Proxy and forward same to the Company.

Yours faithfully,  
for and on behalf of  
CEYLON BEVERAGE HOLDINGS PLC  
Carsons Management Services (Private) Limited  
Secretaries

Colombo  
10th June 2024



The report can be accessed online at  
<http://www.carsoncumberbatch.com>

# FORM OF REQUEST

## FOR A PRINTED COPY OF THE ANNUAL REPORT 2023/24 OF CEYLON BEVERAGE HOLDINGS PLC

TO: Carsons Management Services (Private) Limited  
Secretaries to  
Ceylon Beverage Holdings PLC  
No.61, Janadhipathi Mawatha,  
Colombo 1,  
Sri Lanka.

I would like to receive the printed version of the Annual Report 2023/24 of Ceylon Beverage Holdings PLC.

SHAREHOLDER DETAILS;	
Full name of Shareholder	
Shareholders NIC/ Passport/ Company Registration No.	
Shareholder Folio No.	
Contact details	Address:  Tel No./ Mobile No.:  E-mail :

.....  
Signature

.....  
Date

### Notes:

1. Please complete the Form of Request by filling in legibly the required information, sign in the space provided and fill in the date of signature.
2. Please forward the completed Form of Request to the Company Secretary at the address given above, to reach us **on or before 10th August 2024**.
3. If you have any query regarding this Form of Request please contact us on +94 11 2039275/ +94 11 2039274 / +94 764 765 463 / +94 767 410 683, or via email [lahirur@carcumb.com](mailto:lahirur@carcumb.com) / [jelisaf@carcumb.com](mailto:jelisaf@carcumb.com)



# NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 113th Annual General Meeting of **CEYLON BEVERAGE HOLDINGS PLC** will be held on **Monday, 08th July 2024 at 10.30 a.m.** at the Auditorium of The Institute of Chartered Accountants of Sri Lanka (Ground Floor), 30A, Malalasekara Mawatha, Colombo 07, Sri Lanka for the following purposes:

1. To consider the Annual Report of the Board of Directors including the Financial Statements for the financial year ended 31st March 2024 together with the Report of the Auditors thereon.
2. To re-elect Mrs. S. J. F. Evans who retires by rotation in terms of Articles 72, 73 and 74 of the Articles of Association of the Company.
3. To re-appoint Mr. M. Selvanathan as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution;

**"IT IS HEREBY RESOLVED** that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mr. M. Selvanathan who is 77 years of age and that he be re-appointed as a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year."

4. To re-appoint Mr. H. Selvanathan as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution;

**"IT IS HEREBY RESOLVED** that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mr. H. Selvanathan who is 75 years of age and that he be re-appointed as a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year."

5. To re-appoint Mr. D. C. R. Gunawardena as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution;

**"IT IS HEREBY RESOLVED** that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mr. D. C. R. Gunawardena who is 73 years of age and that he be re-appointed as a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year."

6. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company as set out in Section 154 (1) of the Companies Act, No. 07 of 2007 and to authorize the Directors to determine their remuneration.
7. To amend the Articles of Association of the Company and to consider and if deemed fit to pass the following Resolutions as Special Resolutions;

## **Special Resolution (1)**

"That the first paragraph of Article 4(1) to be amended by deleting the word "Special" and replacing the same with the word "Ordinary" in line 4 thereof. The amended Article would read as follows:

"4 (1) Subject to the provisions of the Act, paragraphs (2) and (3) of this Article and in accordance with the provisions of the rules and regulations of the Colombo Stock Exchange in force for the time being and from time to time, the Shares of the Company shall be issued with the approval of the Shareholders by Ordinary Resolution as shall have been recommended by the Board. The Shares may be divided into several classes and there may be attached any preferential, deferred or other special rights, privileges, conditions or restrictions whether with regard to distributions, voting, return of capital or otherwise. The Company may also issue":-

## **Special Resolution (2)**

"That Article 16(2) to be amended by deleting the words "an interim dividend" and replacing the same with the words "interim and final dividends", appearing between the words "of" and "to" in lines 1 and 2 thereof. The amended Article would read as follows;

"16(2) The Board may from time to time approve the payment of interim and final dividends to Shareholders, where that appears to be justified by the Company's profits, without the need for approval by an Ordinary Resolution of the Shareholders."

The side note to Article 16(2) to be deleted and replaced with "interim and final dividends".

## **Special Resolution (3)**

"That Article 17 to be amended by inserting the words within brackets "(which shall include a particular class of shares in the Company)," between the words "Shares" and "from" in line 1 thereof and inserting the words "without the need for approval of Shareholders" in between the words "Board" and "and" in line 3 thereof. The amended Article would read as follows;

"17. The Company may agree to purchase or otherwise acquire its own Shares (which shall include a particular class of shares in the Company), from one or more of the Shareholders or from all of the Shareholders with the approval of the Board without the need for approval of the Shareholders and in accordance with the provisions of the Act".

#### **Special Resolution (4)**

"That Article 47(2) to be amended by adding the phrase "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" at the end of it. The amended Article 47(2) would read as follows;

"47(2) In the case of a meeting of Shareholders held under paragraph (b) of Article 43, unless a poll is demanded, voting at the meeting shall be by Shareholders signifying individually their assent or dissent by 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 (5)**

"That Article 47(4) to be amended by insertion of a new item "(i) the chairman of the meeting; or" and renumbering the balance items as (ii) and (iii). The amended Article would read as follows;

"47(4) At a meeting of Shareholders, a poll may be demanded by :

- (i) the chairman of the meeting; or
- (ii) not less than five (05) Shareholders (present in person or by proxy) having the right to vote at that meeting; or
- (iii) by a Shareholder or Shareholders representing not less than one-tenth (1/10th) of the total voting rights of all the Shareholders having the right to vote at the meeting."

#### **Special Resolution (6)**

"That Article 59 to be amended by the deletion of words and numbers "three (03)" and replacing the same with the words and numbers "five (05)" and by the deletion of the words and numbers "eight (08)" and replacing the same with the words and numbers "nine (09)", appearing in line 3 thereof. The amended Article 59 would read as follows;

"59. Subject to the provisions of section 201 of the Act and unless otherwise determined by a Special Resolution of Shareholders, the Board shall consist of a minimum of five (05) and a maximum of nine (09) members."

#### **Special Resolution (7)**

"That Article 74 to be amended by inserting the phrase "subject to being recommended by the Board" in between the words "re-election" and "and" in line 1 thereof. The amended Article would read as follows;

"74. Every retiring Director shall be eligible for re-election subject to being recommended by the Board and shall act as a Director throughout the meeting at which he retires".

#### **Special Resolution (8)**

"That Article 82 to be amended as follows:

- Article 82(1) to be deleted in its entirety and replaced with the following Article;

"82 (1) Alternate directors shall only be appointed in exceptional circumstances as determined by the Board. Any director who wishes to appoint one of his co-directors or any other person as an alternate director to act in his place shall obtain the prior approval of the Board and appoint such alternate director by notice in Writing left at the Office. The provisions contained in the following sub- Articles shall apply to any such alternate director".

- Article 82(5) to be deleted in its entirety and be replaced with the following new Article;

"82(5) An alternate director shall be appointed for a maximum period of one (01) year unless provided otherwise in the Listing Rules of the Colombo Stock Exchange, but he shall *ipso facto* cease to be an alternate director in any one of the following events prior to completion of his term:-"

- The following sub-articles will be introduced immediately after Article 82(7);



"82(8) If an alternate director is appointed for a Non-Executive Director such alternate should not be an executive of the Company.

82(9) If an alternate director is appointed by an Independent Director, the person so appointed should meet the criteria for independence specified in any applicable rules of the Company including the Listing Rules of the Colombo Stock Exchange and shall satisfy the requirements relating to the minimum number of Independent Directors specified therein. The Nominations and Governance Committee shall review and determine that the person nominated as the alternate would qualify as an Independent Director before such appointment is made.

82(10) The Company shall make an immediate Market Announcement regarding the appointment of an alternate director. Such Market Announcement shall include the following:-

- a) the exceptional circumstances leading to such appointment;
- b) the information on the capacity in which such alternate director is appointed, i.e. whether as an Executive Director, Non-Executive Director or Independent Director;
- c) the time period for which he is appointed, which shall not exceed one (01) year from the date of appointment; and
- d) a statement by the Company indicating whether such appointment has been reviewed by the Nominations and Governance Committee of the Company.

82(11) The attendance of any alternate director at any meeting, including a board committee meeting shall be counted for the purpose of quorum.

82(12) The words "Executive Director", "Independent Director", "Non-Executive Director", "Market Announcement" and "Nominations and Governance Committee" shall have the meanings and definitions applicable to them in the Listing Rules of the Colombo Stock Exchange."

#### **Special Resolution (9)**

" That the sub Article (iv) of Article 88(1) , "(iv) issue shares as per Article 4;" to be deleted in its entirety and sub Articles from (v) to (xii) to be renumbered accordingly as a corresponding amendment to the amendment proposed to Article 4(1) above in Special Resolution (1)"

#### **Special Resolution (10)**

" That the existing Article 92 to be deleted in its entirety and be replaced by the following;

"92. The Board may, from time to time by Resolution, appoint any person or persons as its attorney for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such periods and subject to such conditions as the Board may from time to time think fit."

#### **Special Resolution (11)**

" That Article 102 to be amended by the introduction of a new sub article as follows;

"102(3) Notwithstanding the above, the Board may by Resolution authorize any contract or other enforceable obligation executed in terms of Section 19 of the Act to be entered into on behalf of the Company in writing, without the Common Seal being affixed thereon, and signed under the name of the Company by:

- (i) any two Directors of the Company;
- (ii) any one Director signing together with the Company Secretary or any other person or class of persons duly authorized by the Board; or
- (iii) one or more Attorneys appointed by the Company."

By Order of the Board

(Sgd)

**K. D. De Silva (Mrs)**

Director

**CARSONS MANAGEMENT SERVICES (PRIVATE) LIMITED**

Secretaries

Colombo

10th June 2024\*

**Notes:**

1. The Annual Report 2023/24 and the Notice convening the Annual General Meeting (AGM) will be made available on the Colombo Stock Exchange website [www.cse.lk](http://www.cse.lk) and on the Group's website [www.carsoncumberbatch.com](http://www.carsoncumberbatch.com).
2. A Shareholder is entitled to appoint a proxy to attend and vote instead of him/herself. A proxy need not be a shareholder of the Company. A Form of Proxy accompanies this Notice.
3. The completed **Form of Proxy** should be submitted to the Company **not later than 4.45 p.m. on 06th July 2024**,
  - via email to [CBHAGM2024@carcumb.com](mailto:CBHAGM2024@carcumb.com), or
  - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 767 410 683, or
  - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.
4. A person representing a Corporation is required to submit a certified copy of the resolution authorizing him/her to act as the representative of the Corporation. A representative need not be a member.
5. The transfer books of the Company will remain open.
6. **Security Check**  
We shall be obliged if the shareholders/proxies attending the Annual General Meeting, produce their National Identity Card to the security personnel stationed at the entrance lobby.

# FORM OF PROXY

\* I/We.....

of.....being \*a Shareholder/Shareholders

of CEYLON BEVERAGE HOLDINGS PLC

hereby appoint .....of .....

.....bearing NIC No./Passport No..... or failing him/her.

- |                                     |                 |
|-------------------------------------|-----------------|
| DAMIAN AMAL CABRAAL                 | Or failing him, |
| HARIHARAN SELVANATHAN               | Or failing him, |
| MANOHARAN SELVANATHAN               | Or failing him, |
| DON CHANDIMA RAJAKARUNA GUNAWARDENA | Or failing him, |
| RAJIV HERATH MEEWAKKALA             | Or failing him, |
| STEFANO CLINI                       | Or failing him, |
| SUSAN JULIET FARRINGTON EVANS (MRS) |                 |

as \*my/our proxy to attend at the 113th Annual General Meeting of the Company to be held on **Monday, 08th July 2024 at 10.30 a.m.** at the Auditorium of The Institute of Chartered Accountants of Sri Lanka (Ground Floor), 30A, Malalasekara Mawatha, Colombo 07, Sri Lanka and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. To re-elect Mrs. S. J. F. Evans who retires by rotation in terms of Articles 72, 73 and 74 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint Mr. M. Selvanathan who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Mr. H. Selvanathan who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Mr. D. C. R. Gunawardena who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company as set out in Section 154 (1) of the Companies Act, No. 07 of 2007 and to authorize the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
6. To pass the following Special Resolutions to amend the Articles of Association of the Company as set out in the Notice.		
Special Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 4	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 7	<input type="checkbox"/>	<input type="checkbox"/>

For Against

Special Resolution 8

<input type="checkbox"/>	<input type="checkbox"/>
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Special Resolution 9

<input type="checkbox"/>	<input type="checkbox"/>
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Special Resolution 10

<input type="checkbox"/>	<input type="checkbox"/>
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Special Resolution 11

<input type="checkbox"/>	<input type="checkbox"/>
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Signed this ..... day of .....Two Thousand and Twenty Four.

.....  
Signature/s

**Notes**

1. \* Please delete the inappropriate words.
2. A shareholder entitled to attend and vote at a 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.  
A proxy so appointed shall have the right to vote on a show of hands or on a poll and to speak at the General Meeting of the shareholders.
3. A shareholder is not entitled to appoint more than one proxy on the same occasion.
4. Instructions are given in the next page.



# FORM OF PROXY

## INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the form of proxy after filling in legibly your full name and address, by signing in the space provided. Please fill in the date of signature.
2. If you wish to appoint a person other than the Directors as your proxy, please insert the relevant details in the space provided overleaf. Shareholders could also appoint a member of the Board to act as their proxy if they so choose.

3. In terms of Article 54 of the Articles of Association of the Company:

The instrument appointing a proxy shall be in writing and;

- (i) in the case of an individual shall be signed by the appointor or by his attorney; and
- (ii) in the case of a Corporation shall be either under its common seal or signed by its attorney or by an authorized officer on behalf of the Corporation.

The Company may, but shall not be bound to, require evidence of the authority of any such attorney or officer.

A proxy need not be a Shareholder of the Company.

4. In the case of joint-holders of a share, the senior who tenders a vote, whether in person or by proxy or by attorney or by representative, shall be accepted to the exclusion of the votes of the other joint-holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
5. To be valid, the completed **Form of Proxy** should be submitted to the Company **not later than 4.45 p.m. on 06th July 2024**,
  - via email to [CBHAGM2024@carcumb.com](mailto:CBHAGM2024@carcumb.com), or
  - via WhatsApp or Viber to mobile no. +94 764 765 463 or +94 767 410 683, or
  - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.

Please fill in the following details:

Name & contact no. of Shareholder : .....

CDS Account No. / Folio No. : .....

Name & contact no. of Proxyholder : .....

NIC No. of the Proxyholder : .....