

NOTICE OF MEETING

Notice is hereby given that the 72nd Annual General Meeting (“AGM”) of Harischandra Mills PLC (the “Company”), will be held at the Registered office of the Company, No. 11, C.A. Harischandra Mawatha, Matara on Wednesday, 04th September 2024 at 11.00 AM for the purpose of considering and if thought fit, passing the following resolutions:

1. To receive and consider the annual report of the board of directors together with the financial statements of the Company for the year ended 31st March 2024 and the report of the auditors thereon.
2. To re-elect Mr. S. A. S. Jayasundara as a director, who retires in terms of Article 98 of the articles of association.
3. To re-appointment of Mr. T. K. Bandaranayake who has reached the age of 81 years to dispense the age limit referred to in section 210 of the Companies Act, No. 7 of 2007.
4. To the re-appointment of Mrs. R. K. Samarasinghe who has reached the age of 83 years to dispense the age limit referred to in section 210 of the Companies Act No 7 of 2007.
5. To the re-appointment of Mr. G.S.V. De Silva who has reached the age of 79 years to dispense the age limit referred to in section 210 of the Companies Act, No. 7 of 2007.
6. To re-appointment of Mrs. M. P. De Silva who has reached the age of 72 years to dispense the age limit referred to in section 210 of the Companies Act, No. 7 of 2007.
7. To declare a final dividend of Rupees Forty (Rs.40/-) per share for the financial year ended 31st March 2024 as recommended by the directors.
8. To pass the following Special Resolution:

IT IS HEREBY RESOLVED that the existing articles of association of the Company be replaced in its entirety by substituting in place thereof the articles of association attached hereto as **Annexure A**, to ensure that the articles of association of the Company complies with the provisions of the Companies Act, No. 7 of 2007, the Listing Rules of the Colombo Stock Exchange (“CSE”), the revised Corporate Governance Rules of the CSE and other relevant laws and regulations.
9. To appoint Mr. Getawa Kandage Sudath Kumar as a director of the Company with effect from 04th September 2024.
10. To re-appoint KPMG, Chartered Accountants, as auditors of the Company until the next AGM and to authorise the directors to determine their remuneration.

11. To approve the donations and contributions made by the directors during the year under review, and to authorise the directors to determine contributions to charities for the ensuing year.

By Order of the Board
CORPORATE SERVICES (PRIVATE) LIMITED

Secretaries
HARISCHANDRA MILLS PLC

Colombo, on this 14th day of August 2024

Note:

1. Proxy forms should be duly completed as per the instructions given therein and sent via registered post to No. 11, C.A. Harischandra Mawatha, Matara or forwarded via e-mail to corporateservices@corporateservices.lk not less than 48 hours before the time appointed for the holding of the meeting.
2. For any questions, please contact Mr. C. T. Gajanayake on 041 2224702 or ctgajanayake@harischandramills.com