

GESTETNER OF CEYLON PLC

CIRCULAR TO SHAREHOLDERS

07th September, 2021.

VIRTUAL ANNUAL GENERAL MEETING

Dear Shareholder,

The Board of Directors of Gestetner of Ceylon PLC (the Company) has decided to hold the Annual General Meeting (AGM) as a **Virtual meeting** after taking into consideration the current regulations /restrictions prevailing in the country due to the COVID-19 Pandemic.

Accordingly, the AGM will be conducted by the Board of Directors from the Board Room of the Company at No.248, Vauxhall Street, Colombo 02 on **Friday, 08th October 2021 at 2.30 p.m.** in accordance with the guidelines issued by the Colombo Stock Exchange for the hosting of a virtual meeting.

Some members of the Board of Directors and Members of the Senior Management of the Company will be present at the said venue of the meeting in person and all the shareholders/proxyholders and rest of the Board of Directors will participate in the meeting through audio visual means as a measure to maintain “social distancing” as per the issued health guidelines.

The Notice convening the AGM and the Form of Proxy are forwarded herewith.

GUIDELINES TO SHAREHOLDERS TO PARTICIPATE AT THE AGM VIRTUALLY

1. Shareholders may appoint a director or any other person other than a Director of the Company as their proxy to represent them at the meeting.

Note: any other person other than a Director who is appointed as a proxy by a shareholder, shall participate at the meeting only through audio/ visual means.

2. The duly completed and signed **REGISTRATION FORMS** of Shareholders **FOR ONLINE PARTICIPATION**, must be delivered or forwarded by post to the **Registered Office of the Company at No. 248 Vauxhall Street, Colombo 02** or by facsimile to Number +94 2541351 or e-mail to gocl@gestetnersl.com **not less than forty eight (48) hours before the date of the AGM**, so that a detailed guideline pertaining to the registration process and the meeting login information could be forwarded to the Shareholders/ Proxy holder via the e-mail addresses provided.

Those shareholders who wish to appoint proxyholders to represent them at the AGM should submit their duly completed and signed Forms of Proxy together with the aforesaid Registration Forms.

Note: If a Proxy is appointed, the information set out in the **REGISTRATION FORM** pertaining to the Proxy holder **MUST** tally with the information indicated in the duly completed **FORM OF PROXY** submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register of the Company and accept the registrations for the Virtual AGM if, it is satisfied with the request and supporting documents (if any).

Note: shareholders/ proxyholder whose registration requests are accepted will receive an e-mail confirmation from the Company acknowledging the acceptance of their request.

4. Shareholders are informed that if they have any queries relating to the AGM, such queries should be forwarded to reach the Company in the manner specified in item 2 above, not later than 3 days prior to the date of the meeting, so that they could be addressed at the meeting.
5. Shareholders whose registration requests are accepted will receive an e-mail confirmation from the Company acknowledging the acceptance of their request.
6. Voting on the item on the agenda items in the Notice of AGM will be registered by using the Zoom application. The procedure will be explained to the Shareholders/ Proxy holders prior to the commencement of the meeting via e-mail.

Yours faithfully,

By Order of the Board



Jacey & Company

Secretaries

Colombo

07th September 2021

**GESTETNER OF CEYLON PLC
FIFTY SEVENTH ANNUAL GENERAL MEETING**

REGISTRATION FORM

1. Full Name of the Shareholder/s -
Primary :
Joint (if applicable) :
2. Shareholder/s Address :
.....
.....
3. Shareholder/s NIC No. / Passport No. / Company registration No. –
Primary :
Joint (if applicable) :
4. Shareholder/s CDS Account No. :
5. Shareholder's Residential Address:
6. Shareholder's Telephone No. –
Residence :
Mobile :
Shareholder's E-mail Address :
7. In the event a Proxy holder is appointed by the Shareholder, the following details of his/ her Proxy will also be required:
8. Full Name of the Proxy holder:
9. Proxy holder's NIC No. / Passport No.
10. Proxy holder's Shareholder's Telephone No. –
Residence :
Mobile:
11. Proxy holder's e-mail address:

To confirm Participation at the virtual AGM – Please tick the cage below:

I/My Proxy Holder am/is willing to participate at the AGM via the online platform

Shareholder's Signature/(s) :

Date: Date:

1. It is mandatory for the Shareholder/s to provide the e-mail address in the space provided above in order to forward the log in information to facilitate the online participation at the meeting.
2. Duly filled 'Registration of Shareholder Details Form' should be forwarded/mailed No.248, Vauxhall Street, Colombo 02 or by facsimile to 2541351 or e-mailed to gocl@gestetnersl.com forty-eight (48) hours before the date of the meeting.

GESTETNER OF CEYLON PLC

NOTICE OF MEETING

NOTICE is hereby given that the Fifty Seventh Annual General Meeting of GESTETNER OF CEYLON PLC will be held as a Virtual Meeting on Friday, 08th October 2021 at 2.30 p.m for the following purposes:

1. To receive and consider the Audited Financial Statements for the year ended 31st March, 2021 together with the Report of the Auditors' thereon and the Annual Report for the said year.
2. (i) To re-elect Ms. Sita Anne Juliana Goonetilleke, Director, who retires by rotation in terms of Article 85 of the Articles of Association.
(ii) To re-appoint as a Director Mr. Lakshman Ravendra Watawala who is over 70 years of age and who vacates his office in terms of Section 210 of the Companies Act, No. 7 of 2007 (the Companies Act).

Notice is hereby given to propose the undernoted Ordinary Resolution in compliance with Section 211 of the Companies Act, in relation to his re-appointment.

"RESOLVED THAT Mr. Lakshman Ravendra Watawala who is over 70 years of age be and is hereby re-appointed as a Director of Gestetner of Ceylon PLC and it is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Mr. Lakshman Ravendra Watawala."

- (iii) To re-appoint Mr. Albert Rasakantha Rasiah, Alternate Director to Mr. S J M Anzsar, Chairman, who is over 70 years of age and who vacates his office in terms of Section 210 of the Companies Act, No. 7 of 2007 (the Companies Act).

Notice is hereby given to propose the undernoted Ordinary Resolution in compliance with Section 211 of the Companies Act, in relation to his re-appointment.

"RESOLVED THAT Mr. Albert Rasakantha Rasiah who is over 70 years of age and who is the Alternate Director to Mr. S J M Anzsar, be and is hereby re-appointed and it is hereby declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Mr. Albert Rasakantha Rasiah."

3. To authorise the Directors to determine and make donations.
4. To appoint Messrs. BDO Partners, Chartered Accountants, in place of Messrs. KPMG, Chartered Accountants, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

BY ORDER OF THE BOARD
JACEY & COMPANY
SECRETARIES
Colombo
07th September 2021

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS/HER STEAD.
2. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. THE COMPLETED FORM OF PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 248 VAUXHALL STREET, COLOMBO 02 OR MUST BE E-MAILED TO 'gocl@gestetnersl.com' NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

FORM OF PROXY

I/We the undersigned (please print)
 of

being a member/members of Gestetner of Ceylon PLC do hereby appoint
 of

whom failing SAYED JEMALDEEN MUHAMMED ANZSAR whom failing DINAL MARIO REX PHILLIPS whom failing LAKSHMAN RAVENDRA WATAWALA whom failing SITA ANNE JULIANA GOONETILLEKE whom failing BULATHSINGHALAGE CHANDIMA UPUL PERERA whom failing KEKI WADIA as my/our Proxy to represent me/us and *..... to vote on my/our behalf at the FIFTY SEVENTH ANNUAL GENERAL MEETING of the Company to be held on 08th October 2021 and at any adjournment thereof, and at every poll which may be taken in consequence thereof. I /We the undersigned hereby authorise my/our proxy to vote on my/our behalf in accordance with the preference indicated below :-

	For	Against
1. To receive and consider the Audited Financial Statements for the year ended 31st March, 2021 together with the Report of the Auditors' and the Annual Report for the period.	<input type="checkbox"/>	<input type="checkbox"/>
2. (i) To re-elect Ms Sita Anne Juliana Goonetilleke, Director, who retires by rotation in terms of Article 85 of the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>
(ii) To pass the Ordinary Resolution set out in the Notice of the Annual General Meeting pertaining to the re-appointment of Mr. Lakshman Ravendra Watawala who is over 70 years of age, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
(iii) To pass the Ordinary Resolution set out in the Notice of the Annual General Meeting pertaining to the re-appointment of Mr. Albert Rasakantha Rasiah who is over 70 years of age, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Directors to determine and make Donations.	<input type="checkbox"/>	<input type="checkbox"/>
4. To appoint Messrs. BDO Partners, Chartered Accountants, in place of Messrs. KPMG, Chartered Accountants, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

As witness my/our hand this day of Two Thousand and Twenty-One .

.....
Signature of Shareholder

Notes :

- If you wish your Proxy to speak at the Meeting you should insert the words "to speak and" in the place Indicated with an asterisk and initial such insertion.
- Please indicate with an "x" in the space provided how your Proxy is to vote. If there is in the view of the Proxy holder doubt (by reason of the way in which the instructions contained in the Proxy have been completed) as to the way in which the Proxy holder should vote, the Proxy holder shall vote as he thinks fit.
- A Proxy holder need not be a member of the Company
- Instructions as to completion appear on the reverse hereof.

INSTRUCTIONS AS TO COMPLETION

1. To be valid this Form of Proxy must be deposited at the Registered Office of the Company at No.248, Vauxhall Street, Colombo 02 or must be e-mailed to 'gocl@gestetnersl.com' not less than 48 hours before the time appointed for the holding of the Meeting.
2. The instrument appointing a Proxy shall in the case of an individual be signed by the appointor or by his Attorney and in the case of a Company / Corporation, the Proxy Form must be executed under its Common Seal, which should be affixed and attested in the manner prescribed by its Articles of Association or other constitutional documents.
3. If the Proxy Form is signed by an Attorney, the relevant Power of Attorney or a notarially certified copy thereof, should also accompany the completed Form of Proxy if it has not already been registered with the Company.
4. The full name and address of the Proxy holder and of the Shareholder appointing the Proxy holder should be entered legibly in the Form of Proxy.