

# COLOMBO FORT INVESTMENTS PLC

(Company No. PQ 100)

8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1

11<sup>th</sup> July 2025.

## CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

### FORTY FIRST ANNUAL GENERAL MEETING

It has been decided to convene the Forty First Annual General Meeting (AGM) of the Company as a virtual Meeting on 07<sup>th</sup> August 2025 via an online meeting platform in accordance with the Articles of Association of the Company and in line with the guidelines issued by the Colombo Stock Exchange (CSE) on the Conduct of Virtual Meetings.

Apart from the Routine Business to be transacted at the Annual General Meeting, the Board of Directors also wish to take up under Special Business at the said Meeting the proposed amendment to the Articles of Association as specified in the Notice of Meeting. The said amendment is in order to comply with the requirements stipulated in the Listing Rules of the Colombo Stock Exchange.

The Notice of Meeting, Form of Proxy and the Registration Form for the Forty First Annual General Meeting of the Company are enclosed herewith.

Shareholders who wish to participate at the meeting via Online Platform are kindly requested to complete and return the aforesaid Registration Form attached to this Circular which is available on the Company's and CSE Websites mentioned below and to reach the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, or via e-mail to [cfiagm2025@cmsl.lk](mailto:cfiagm2025@cmsl.lk) at least 3 days prior the date of the Meeting. Upon receipt of the duly completed Registration Form the Company's Secretaries will email Virtual Meeting login information to the eligible Shareholders or their duly nominated Proxies to enable them to join the meeting.

If a Shareholder/Proxy holder intends joining the Virtual AGM via a smart phone, it is necessary for him/her to download the "Zoom Mobile App" onto his/her smart phone.

Similarly, if the Shareholder/Proxy holder wishes to join the meeting via a desktop computer, the link could be opened by downloading the "Zoom Desktop App" to the respective desktop computer.

Please be advised that the Annual Report of the Company for the Financial Year ended 31<sup>st</sup> March 2025 is available on the Company's and CSE websites:-

[www.colombofortinvestments.com/#financial-statements](http://www.colombofortinvestments.com/#financial-statements)

<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=CFI.N0000>

In the event you require assistance in downloading or accessing the website, kindly contact Mr. Jehan Ratnakumar on 011 2344485-9 or e-mail [jehan@cmsl.lk](mailto:jehan@cmsl.lk) any time between 9.00 a.m. and 4.00 p.m. on any working day.

If you wish to receive a printed copy of the Annual Report, please send your written request by returning the duly completed Form of Request which is attached hereto to reach us at the Registered Address of the Company or e-mail same to [cfiagm2025@cmsl.lk](mailto:cfiagm2025@cmsl.lk). The printed copy will be forwarded within eight (8) market days from receipt of the written request provided there is no disruption in the postal service.

If you have any queries in obtaining a printed copy of the Annual Report please contact the following officials any time between 9.00 a.m. and 4.00 p.m. on any working day.

Name	Contact No.	e-mail
Ms. Geethika Priyadarshani	0112344485-9	<a href="mailto:geethika@cmsl.lk">geethika@cmsl.lk</a>
Ms. Monisha Selvam	0112344485-9	<a href="mailto:monisha@cmsl.lk">monisha@cmsl.lk</a>
Ms. Shifa Farook	0112344485-9	<a href="mailto:shifa@cmsl.lk">shifa@cmsl.lk</a>

Further, if shareholders who are unable to participate at the Meeting wish to raise any queries, such queries could be sent in writing to the Company Secretaries via e-mail to [cfiagm2025@cmsl.lk](mailto:cfiagm2025@cmsl.lk) or by post to the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than five (5) days before the date of the Meeting. This is in order to enable the Company Secretaries to compile the queries and forward same for the attention of the Board of Directors so that same could be addressed at the Meeting.

Shareholders who are unable to attend may complete and return the Form of Proxy to reach the Registered Office of the Company not later than 48 hours before the time fixed for the holding of the Meeting.

By Order of the Board,  
COLOMBO FORT INVESTMENTS PLC  
CORPORATE MANAGERS & SECRETARIES (PVT) LIMITED  
Secretaries

# Notice of Meeting

NOTICE IS HEREBY GIVEN that the Forty First Annual General Meeting of Colombo Fort Investments PLC will be conducted as a virtual meeting from the Registered Office of the Company 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1 on 7<sup>th</sup> August 2025 at 10.00 a.m. for the following purposes;

1. To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March, 2025 together with the Report of the Auditors thereon.
2. To declare a Final Dividend of Rupees One and cents Fifty (Rs.1.50) per share in the form of a Scrip Dividend as recommended by the Directors.

## ORDINARY RESOLUTION

"It is hereby resolved that the Final Dividend of Rs.1.50 per share be distributed in the form of a Scrip Dividend amounting to a total sum of Rupees Thirteen Million One Hundred Eighty Thousand Five Hundred Sixty One and Cents Fifty only (Rs. 13,180,561.50).

The Scrip Dividend will be paid out of dividends received for the year ended 31st March 2025. The shares issued in the Scrip Dividend shall be valued at Rs. 197.75 per share which will result in 1 share being issued for each existing 131.8346186161 shares held by the shareholders at the end of trading on the Colombo Stock Exchange (CSE) on the second (2nd) market day from and excluding the date of the Annual General Meeting (i.e. the "Record date/Date of Entitlement"). Consequently the total number of shares to be issued under the Scrip Dividend shall be 66,652 Ordinary Shares."

"It is further resolved that the shares issued in respect of the Scrip Dividend be listed on the Colombo Stock Exchange"

"It is further resolved that the residual fractions arising upon the Scrip Dividend will be disposed in the market by a Trustee to be nominated by the Board of Directors and the proceeds to be distributed amongst those shareholders entitled to the fraction of such shares."

(see Note No. ( v ) in the "Circular to Shareholders - Re: Scrip Dividend 2024/2025" attached to this Annual Report)

3. To re-elect Mr. Sanjeev Rajaratnam, who retires by rotation in terms of Articles 85 and 86 of the Articles of Association as a Director.
4. To re-elect Mr. L.L.S. Wickremasinghe who was appointed a Director during the year and who retires in terms of Article 92 of the Articles of Association as a Director.
5. To re-elect Ms. M.G.S. Jayasundara who was appointed a Director during the year and who retires in terms of Article 92 of the Articles of Association as a Director.
6. To reappoint Mr. S.D.R. Arudpragasam who is over seventy years of age as a Director.

A Special Notice has been received by the Company from a shareholder of the intention to pass a Resolution which is set out in the notes in relation to his reappointment (see Note vii on Page 64).

7. To reappoint Mr. S. Shanmugalingam who has attained seventy years of age as a Director.

A Special Notice has been received by the Company from a shareholder of the intention to pass a Resolution which is set out in the notes in relation to his reappointment (see Note viii on Page 64).

8. To appoint Messrs. MOORE Aiyar, Chartered Accountants as Auditors and to authorize the Directors to determine their fees.

## 9. Special Business

To consider and if though fit to pass the following Special Resolution to amend the Articles of Association of the Company in relation to the minimum number of Independent Directors in compliance with the Listing Rules of the Colombo Stock Exchange:

### Special Resolution

Resolved –

That the existing Article 75 (2) be deleted and the following be substituted therefor:

75(2) Notwithstanding anything to the contrary, so long as the shares of the Company are listed on the Colombo Stock Exchange, the Company shall in compliance with the Listing Rules of such Exchange ensure that, of the total number of Directors on the Board of Directors of the Company at any given time one third or two (whichever is greater) shall be Independent Directors in accordance with and subject to the criteria therefor in the Listing Rules of the Colombo Stock Exchange.

Any change occurring to this ratio shall be rectified within ninety (90) days from the date of change.

For the purpose of this Article, the term 'Independent Director' shall be as defined and set out in the Listing Rules of the Colombo Stock Exchange above referred to.

By Order of the Board,  
**Corporate Managers & Secretaries (Pvt) Limited**  
Secretaries

Colombo  
9<sup>th</sup> July, 2025

## Notice of Meeting (Contd.)

### Notes : -

- i. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of him/her.
- ii. A proxy need not be a Member of the Company. The Form of Proxy is attached hereto.
- iii. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than forty eight hours before the time appointed for the holding of the Meeting.
- iv. Members are encouraged to vote by Proxy through the appointment of a member of the Board of Directors to represent them and vote on their behalf. Members are advised to complete the Form of Proxy and their voting preferences on the specified resolutions to be taken up at the Meeting and submit the same to the Company in accordance with the instructions given on the reverse of the Form of Proxy.
- v. A Circular to the Shareholders regarding the scrip dividend is enclosed with the Notice of Meeting.
- vi. Please refer the Circular to shareholders and CSE website for further instructions relating to the AGM and for joining the meeting virtually.
- vii. A Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting.

Resolved -

"That Mr. S.D.R Arudpragasam who is seventy three years of age, be and is hereby reappointed a Director of the Company and it is further specially 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 the said Director, Mr. S.D.R. Arudpragasam".

- viii A Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting.

Resolved -

"That Mr. S. Shanmugalingam who has attained seventy years of age, be and is hereby reappointed a Director of the Company and it is further specially 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 the said Director, Mr. S. Shanmugalingam".

# Form of Proxy

I/We the undersigned .....of .....

.....being a member/members of

Colombo Fort Investments PLC, do hereby appoint : .....of.....

.....whom failing

Sri Dhaman Rajendram Arudpragasam

Sriskandamoorthy Shanmugalingam

Sanjeev Rajaratnam

Amrit Rajaratnam

Anushman Rajaratnam

Liyanage Lasantha Sadananda Wickremasinghe

Minoli Geraldine Samanthi Jayasundara

of Colombo whom failing

of Colombo whom failing

of Colombo whom failing

of Colombo whom failing

of Colombo whom failing

of Colombo whom failing

of Colombo

as my/our Proxy to represent me/us to speak and to vote on my/our behalf at the Annual General Meeting of the Company to be held on 07<sup>th</sup> August 2025 at 10.00 a.m. 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 preferences indicated below:

RESOLUTIONS									
Resolution Numbers as set out in the Notice convening the Meeting	1	2	3	4	5	6	7	8	9
For									
Against									

As witness, my / our \* hands this.....day of .....2025.

.....  
Signature of Shareholder

## Notes :

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.

## ***Form of Proxy (Contd.)***

- 1 To be valid the completed Form of Proxy must be deposited at the Registered Office of the Company at No 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01 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 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 document.
- 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 and of the shareholder appointing the Proxy should be entered legibly in the Form of Proxy. Please sign in the space provided and fill in the date of signature.

## FORM OF REQUEST

To : COLOMBO FORT INVESTMENTS PLC  
8-5/2 Leyden Bastian Road  
York Arcade Building  
Colombo 1.

### REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT OF COLOMBO FORT INVESTMENTS PLC – 2024/2025

With reference to your Circular dated 11<sup>th</sup> July 2025, I/We wish to request a printed copy of the Annual Report of Colombo Fort Investments PLC for the Financial Year 2024/2025.

My/Our details are as follows -

Full Name of Shareholder : .....

.....

NIC/Passport/Co. Reg. No. : .....

Folio No. indicated in the address label : .....

Address : .....

.....

.....

Contact Number : .....

.....

Signature

.....

Date

### Notes:

Please complete the Form of Request by filling in legibly the required information, signing in the space provided and filling in the date of signature.

In the case of Joint Holders the Form of Request may be executed by the Registered Principal Holder.

In the event the Shareholder is a Company, the Form of Request should be signed under its Common Seal or by a duly Authorized Officer of the Company in accordance with its Articles of Association.

**COLOMBO FORT INVESTMENTS PLC**  
**(Company No. PQ 100)**

**Registration Form**

Participation at the ANNUAL GENERAL MEETING (AGM) OF COLOMBO FORT INVESTMENTS PLC to be held on 07<sup>th</sup> August 2025 at 10.00 a.m. and conducted as a Virtual Meeting from 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 01

**DETAILS OF SHAREHOLDER**

Full Name of the Principal Shareholder : .....

NIC No./Passport No./Company Registration No. : .....

CDS Account No. : .....

Folio No. indicated in the Address Label: .....

Residential Address : .....

.....

Telephone No/s : .....

Email : .....

Full Name of 01st Joint Holder : .....

NIC No/ Passport No. : .....

Full Name of 02nd Joint holder: .....

NIC No/Passport No. : .....

In the event a Proxy holder is appointed by the Shareholder the following details of him/her will also be required.

**DETAILS OF PROXY HOLDER : (only if a proxy is appointed)**

Full name of Proxy holder : .....

NIC No./Passport No. of Proxy holder: .....

Telephone No/s. : ..... Email : .....

Signature/s: ..... : ..... : .....  
Principal Shareholder 01st Joint holder 02nd Joint holder

Date : .....

Note : In the case of a Company/Corporation, the Shareholder Registration Form must be signed under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association and in the case of the Registration Form being signed by an Attorney, the Power of Attorney, must be deposited at the Registered Office of the Company 8-5/2 Leyden Bastian Road, Colombo 01, Sri Lanka or emailed to [cfiagm2025@cmsl.lk](mailto:cfiagm2025@cmsl.lk)