

# SINGER FINANCE (LANKA) PLC

Company No. PB 813 PQ  
No. 498, R.A De Mel Mawatha, Colombo 03, Sri Lanka.

## CIRCULAR TO SHAREHOLDERS 14TH ANNUAL GENERAL MEETING OF THE COMPANY

Dear Shareholder/s,

Taking into consideration the current situation prevailing in the country due to the COVID-19 pandemic, the Board of Directors of Singer Finance (Lanka) PLC has decided to hold the 14th Annual General Meeting (AGM) on an online platform in line with the guidelines issued by the Colombo Stock Exchange (CSE) and on the assumption that no curfew will be in force on that date.

### METHOD OF HOLDING THE AGM

The Board of Directors, Key Management Personnel, Auditors, Legal Advisers, Company Secretaries and the officials who are required for the administration of the meeting will assemble at the Conference Room, Hayleys PLC, 400, Deans Road, Colombo 10, Sri Lanka, subject to the restrictions prevailing in the country at the time of holding the Meeting. Health screening measures will be carried out and maximum safety precautions will be taken at the aforesaid venue as per the guidelines.

The shareholders are requested to join the meeting only on 'online platform'.

### REGISTRATION PROCEDURE

Shareholders and Proxy holders who wish to participate via online meeting platform should notify the Company of such intention by completing the attached **REGISTRATION FORM**. The duly completed **REGISTRATION FORM** should be deposited with the Secretaries, Hayleys Group Services (Pvt) Ltd, No. 400, Deans Road, Colombo 10, Sri Lanka or forwarded to [sinfinagm@secretarial.hayleys.com](mailto:sinfinagm@secretarial.hayleys.com) on or before 26th June 2021.

### PARTICIPATION VIA AN ONLINE MEETING PLATFORM

The login information will be authorized only for the use by individual Shareholders, Proxy holders and authorized representatives in case of Institutional Shareholders and the Company will not be responsible or liable for any misuse. Where the Proxy holders are concerned, please note that the login information will only be shared with those in whose favour a valid proxy has been submitted by the Shareholder.

Shareholders can send in their queries, if any, to [sinfinagm@secretarial.hayleys.com](mailto:sinfinagm@secretarial.hayleys.com) twenty four hours (24) prior to the commencement of the meeting.

### VOTING

Voting in respect of the items of business of the Agenda will be registered by using an online platform or a designated ancillary online application. This method of voting will count one vote per shareholder similar to show of hands.

### APPOINTMENT OF PROXY HOLDERS

Due to the COVID-19 pandemic and prevailing health and safety guidelines issued by the Government of Sri Lanka, the shareholders are encouraged to vote by Proxy through appointment of a member of the Board of Directors to vote on their behalf and to include their voting preferences on the resolutions to be taken up at the meeting in the Form of Proxy.

The Form of Proxy is attached hereto and will also be made available on the below mentioned websites.

Shareholders who wish to submit their Form of Proxy should duly complete the same as per the instructions given therein. The duly completed Form of Proxy should be deposited with the Secretaries, Hayleys Group Services (Pvt) Ltd, No. 400, Deans Road, Colombo 10, Sri Lanka or forwarded by email to [sinfinagm@secretarial.hayleys.com](mailto:sinfinagm@secretarial.hayleys.com) in order to enable the Company to receive the same on or before 26th June 2021.

#### **COPIES OF THE ANNUAL REPORT 2020/2021**

The Annual Report and the Financial Statements of the Company are available on the following websites and the relevant links are given below enabling all the Shareholders to access such Annual Report and Financial Statements.

1. Corporate Website - <https://www.singerfinance.com/annual-reports/>
2. Colombo Stock Exchange - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=SFIN.N0000>

Should Members wish to obtain a printed copy of the Annual Report, they may send a written request to the Company Secretaries by filling the request form attached herein. A copy of the Annual Report will be forwarded by the Company within eight (8) market days from the date of receipt of the request.

Below mentioned documents are attached herewith

1. Notice of Meeting
2. Form of Proxy
3. Registration Form for the AGM
4. Registration Process and Guideline to participate at the AGM via Online Meeting Platform
5. Request Form for the printed copy of the Annual Report

For any queries please contact Mr. Vajira Perera of Hayleys Group Services (Pvt) Ltd on 011 2627652 during office hours.

By order of the Board,

**SINGER FINANCE (LANKA) PLC**

**HAYLEYS GROUP SERVICES (PVT) LTD**

Company Secretaries

02nd June 2021.

# NOTICE OF ANNUAL GENERAL MEETING

## **SINGER FINANCE (LANKA) PLC**

[Company Registration No. PB 813 PQ]

NOTICE is hereby given that the Fourteenth Annual General Meeting of Singer Finance (Lanka) PLC will be held on Monday, 28th June 2021 at 10.30 a.m. via online meeting platform.

## **AGENDA**

1. To receive, consider and adopt the Annual Report of the Board of Directors and the Audited Financial Statements for the year ended 31st March 2021 with the Report of the Auditors thereon.
2. To re-elect as a Director Ms. D.G. Talpahewa who retires by rotation at the Annual General Meeting in terms of Articles 24(4) of the Articles of Association of the Company.
3. To re-elect as a Director Mr. L.S.S. Perera who retires by rotation at the Annual General Meeting in terms of Articles 24(4) of the Articles of Association of the Company.
4. To re-elect as a Director Mr. D.T.R. De Silva, who has been appointed to the Board since the last Annual General Meeting, in terms of Article 24(9) of the Articles of Association of the Company.
5. To ratify the sum of Rs. 114,098/- made as donations for the year 2020/21 in excess of the sum approved by the shareholders.
6. To authorise Directors to determine contribution to charities for the year 2021/22.
7. To re-appoint Messrs KPMG as the Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration.

By Order of the Board

**Hayleys Group Services (Pvt) Ltd**

Secretaries for

**Singer Finance (Lanka) PLC**

Colombo

02nd June 2021

## **Notes:**

1. The Transfer Books of the Company will be kept open.
2. A Shareholder is entitled to appoint a proxy to attend and vote instead of himself 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 No. 400, Deans Road, Colombo 10, Sri Lanka or must be emailed to [sinfinagm@secretarial.hayleys.com](mailto:sinfinagm@secretarial.hayleys.com) not less than forty eight (48) hours before the time fixed for the meeting.
3. Please refer the "Circular to Shareholders" dated 02nd June 2021 and follow the instructions to join the meeting physically or virtually.

# FORM OF PROXY

**SINGER FINANCE (LANKA) PLC**

[Company Registration No. PB 813 PQ]

I/We\* .....

(full name of shareholder\*\*) NIC No./Reg. No. of Shareholder (\*\*)

of .....

being Shareholder/Shareholders\* of SINGER FINANCE (LANKA) PLC hereby appoint:

**(1)** .....

(full name of proxyholder\*\*) NIC No. of Proxyholder (\*\*)

of .....or, failing him/them

(2) MAHAWADUGE YASALAL ARAVINDA PERERA (Chairman of the Company) of Colombo, or failing him, one of the Directors of the Company as my/our\* proxy to attend and vote as indicated hereunder for me/us\* and on my/our\* behalf at the Fourteenth Annual General Meeting of the Company to be held on Monday, 28th June 2021 and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

		For	Against
1.	To adopt the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March 2021 with the Report of the Auditors thereon.		
2.	To re-elect as a Director Ms. D.G. Talpahewa who retires by rotation at the Annual General Meeting in terms of Articles 24(4) of the Articles of Association of the Company.		
3.	To re-elect as a Director Mr. L.S.S. Perera who retires by rotation at the Annual General Meeting in terms of Articles 24(4) of the Articles of Association of the Company.		
4.	To re-elect as a Director Mr. D.T.R. De Silva, who has been appointed to the Board since the last Annual General Meeting, in terms of Article 24(9) of the Articles of Association of the Company.		
5.	To ratify the sum of Rs. 114,098/- made as donations for the year 2020/21 in excess of the sum approved by the shareholders.		
6.	To authorise the Directors to determine contributions to charities for the financial year 2021/22.		
7.	To reappoint Messrs KPMG as the Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration.		

(\*\*\*) The proxy may vote as he thinks fit on any other resolution brought before the Meeting of which due notice has been given.

As witness my/our\* hands this ..... day of .....2020.

**Witness :** Signature : .....

Name : .....

Address : ..... Signature of Shareholder

NIC No : .....

Notes: (a) \* Please delete the inappropriate words.

(b) A Shareholder entitled to attend and vote at the Annual 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.

\*\* Full name of Shareholder/Proxy holder and their NIC Nos. and Witness are mandatory. Your Proxy Form will be rejected if these details are not completed.

(c) A Shareholder is not entitled to appoint more than one Proxy to attend on the same occasion.

(d) Instructions are noted on the reverse hereof.

(e) This Form of Proxy is in terms of the Articles of Association of the Company.

**INSTRUCTIONS AS TO COMPLETION:**

1. To be valid, the completed Form of Proxy must be deposited with the Company Secretaries, Hayleys Group Services (Pvt) Ltd at No. 400, Deans Road, Colombo 10, Sri Lanka or must be emailed to [sinfinagm@secretarial.hayleys.com](mailto:sinfinagm@secretarial.hayleys.com) not less than forty eight (48) hours before the start of the Meeting.
2. In perfecting the Form of Proxy, please ensure that all requested details are filled in legibly including mandatory details. Kindly Sign and fill in the date of signing.
3. If you wish to appoint a person other than the Chairman of the Company (or failing him, one of the Directors) as your proxy, please insert the relevant details at (1) overleaf. The proxy need not be a member of the Company.
4. Please indicate with an X in the space provided how your proxy is to vote on the resolutions. If no indication is given, the proxy at his discretion will vote as he thinks fit. Please also delete (\*\*\*) if you do not wish your proxy to vote as he thinks fit on any other resolution brought before the Meeting.
5. In the Case of a Company /Corporation the proxy must be under its common seal which should be affixed and attested in the manner prescribed by its Articles of Association or by a duly authorised Director. In the case of the individual shareholders, the signature of the shareholder should be witnessed by any person over 18 years of age.
6. Where the Form of Proxy is signed under a Power of Attorney (POA) which has not been registered with the Company, the original POA together with a photocopy of same or a copy certified by a Notary Public must be lodged with the Company along with the Form of Proxy.
7. In case of Marginal Trading Accounts (slash accounts), the form of Proxy should be signed by the respective authorised Fund Manager/Banker with whom the account is maintained.



## SINGER FINANCE (LANKA) PLC

### REGISTRATION PROCESS AND GUIDELINES TO PARTICIPATE AT THE 14TH ANNUAL GENERAL MEETING OF SINGER FINANCE (LANKA) PLC VIA ONLINE MEETING PLATFORM

1. As mentioned in the Circular to the Shareholders, the 14th Annual General Meeting will be held online on Monday, 28th June 2021 at 10.30 a.m. Shareholders who wish to participate virtually via Online Meeting Platform should follow the following procedure in order to have them registered for the AGM.
2. The request to register names for online participation via Online Meeting Platform should be delivered to the Secretaries, Hayleys Group Services (Pvt) Ltd, No. 400, Deans Road, Colombo 10, Sri Lanka or e-mailed to [sinfinagm@secretarial.hayleys.com](mailto:sinfinagm@secretarial.hayleys.com) along with the required registration information as per the **REGISTRATION FORM** on or before 26th June 2021.
3. The information received from a Shareholder pertaining to his/her Proxy holder should tally with the information indicated in the duly completed Form of Proxy submitted by the Shareholder in order for the meeting link and user credentials to be shared by the Company with the Proxy holder.
4. The Company will verify all the registration requests and identification details received with the Shareholders' register and accept the registrations for AGM if it is satisfied with the request and supporting documents. Once the registration is accepted, Shareholders will receive an email confirmation acknowledging the registration.
5. The Shareholders whose online participation request has been accepted will receive a separate email containing the meeting link and user credentials from the Company twenty four (24) hours prior to the commencement of the AGM.
6. If any Shareholder is proposing to participate via his/her smartphone or tablet, it is necessary for him/her to download the Online Meeting App (Microsoft Teams) to his/her phone or tablet. If the participation is via desktop/laptop computer, the meeting link should be opened through a web browser.
7. If any Shareholder who is registered for participation via Online Meeting Platform encounters any difficulty in connecting to the meeting, they could contact the hotline number 0772081950 or 0774195935 for any assistance required.
8. Shareholders are required to join the virtual AGM by clicking on the meeting link and user credentials sent by Singer Finance (Lanka) PLC via email.
9. It is recommended to join the meeting at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the start of the AGM.
10. Once the link is clicked on, the Shareholders will be requested to insert the Credentials [Username/ Email and Password] provided to you by Singer Finance (Lanka) PLC.

11. Once the credentials are inserted, he/she will be directed to the live streaming of the AGM.
12. Once the virtual AGM has commenced, Shareholders can use the "Q&A Forum" to communicate your questions/concerns as and when required.
13. Singer Finance (Lanka) PLC will be posting links to all resolutions included in the agenda in the "Q&A" window of the meeting separately, as and when each such resolution is taken up for voting by the Chairman. Participants are expected to open the link and insert the credentials to login to the Microsoft Forms to mark their preference using the relevant option and click the "submit" icon enabling Singer Finance (Lanka) PLC to receive the responses. When declaring the position of a resolution, the Chairman shall take into account that the voting of shareholders are similar to show of hands, one vote per shareholder.
14. In a situation where Shareholders' voting is required for a poll, the same mechanism will be applicable. This will be moderated by the Chair of the meeting. Voting count will be as specified by the Companies Act No. 07 of 2007.
15. It is advised to check the online AGM access at least a day prior and also ensure that your devices have an audible sound system so that you could be a part of the AGM comfortably.

**SINGER FINANCE (LANKA) PLC**

Company No. PB 813 PQ

**FORM OF REQUEST FOR A PRINTED COPY OF THE  
ANNUAL REPORT 2020/2021**

Date.....

Hayleys Group Services (Pvt) Ltd.,  
Secretaries for Singer Finance (Lanka) PLC,  
No. 400, Deans Road,  
Colombo 10  
(email: [sinfinagm@secretarial.hayleys.com](mailto:sinfinagm@secretarial.hayleys.com))

**ANNUAL REPORT OF SINGER FINANCE (LANKA) PLC - 2020/2021**

I hereby request you to send me a printed copy of the Annual Report of Singer Finance (Lanka) PLC.

.....  
Signature

- Corporate Shareholders - Form should be signed by duly authorised person under the common seal.
- Joint Shareholders - Form may be signed by the principal Shareholder.

Name of Shareholder (as registered in the Company or in the CDS)	
NIC No. / Reg. No. / Company No.	
Address	
Contact No.	