

CIRCULAR TO SHAREHOLDERS

Dear Shareholders

VIRTUAL ANNUAL GENERAL MEETING OF LANKA IOC PLC FOR THE YEAR ENDED 31st MARCH 2022

In Compliance with the guidelines of the Colombo Stock Exchange (CSE) and in accordance with the Health and Safety guidelines issued by the Government of Sri Lanka, preventing the spreading of COVID 19 pandemic, the Twentieth (20th) Annual General Meeting (AGM) of Lanka IOC PLC will be held virtually in the manner prescribed as follows:

A. GENERAL DETAILS

1. The Twentieth (20th) Annual General Meeting (AGM) of Lanka IOC PLC will be conducted virtually on 19th September 2022. at 10.00 a.m
2. The AGM will be held in accordance with the guidelines issued by the CSE for the hosting of a virtual AGM.
3. The Board of Directors, Key Officials, and the Company Secretary will be present at the venue of the meeting in person and all shareholders will participate in the meeting through audio and audio visual means as a measure to maintain "social distancing" as per the health guidelines.

The shareholders are informed of the Company's inability to forward a printed copy of the Annual Report upon request, due to the limited availability of paper in the market under the prevailing circumstances. However, as required by CSE Circular dated 27 May 2022, the Annual Report of the Company for the year ended 31 March 2022, will be available for perusal on the Company's official website <https://www.lankaio.com> under investor section and on the CSE website <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=LIOC.N0000> Shareholders may also access the Annual Report and Financial Statements on their mobile phones by scanning the following QR code



B. SHAREHOLDER PARTICIPATION

1. The shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
2. The shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through audio or audio visual means only.
3. The shareholders who wish to participate at the meeting will be able to join the meeting through audio or audio visual means only. To facilitate this process, the shareholders are required to furnish their details by perfecting- Annexure to the circular to shareholders and forward same to agmlankaio@gmail.com or by facsimile on +94 11 2391490, to reach the Company not less than five (05) days before the date of the meeting so that the meeting login information could be forwarded to the e-mail addresses so provided.
4. To facilitate the appointment of proxies as specified in B.1 and B.2 above, the Form of Proxy is attached with the Notice of Meeting. The duly filled Forms of Proxy should be sent to reach the Company via e-mail to agmlankaio@gmail.com or facsimile on +94 11 2391490 or by post to the registered address of the Company Level 20, West Tower, World Trade Centre, Colombo 01, not less than forty eight (48) hours before the time fixed for the meeting.

C. SHAREHOLDERS' QUERIES

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company, via e-mail to agmlankaio@gmail.com or facsimile on +94 11 2391490 or by post to the registered address of the Company Level 20, West Tower, World Trade Centre, Colombo 01, not less than five (05) days before the date of the meeting. This is in order to enable the Company Secretary to compile the queries and forward same for the attention of the Board of Directors so that they could be addressed at the meeting.

You may contact the following persons if you require assistance in accessing the above links any time between 9.00 am to 5.30 pm on working day on the number of 0112475720

Mr. Ninuka Karunaratne

Furthermore, the Company will be taking steps to publish a notice in a national newspaper and also on the CSE website stating the Company's inability to provide a printed copy of the annual report upon request and providing the name and contact details of the person who is designated to answer queries from shareholders regarding the circulation of the annual report.

Enclosed herewith is the notice of meeting and the proxy form of the AGM. The notice and the proxy form, will also be made available on the CSE website (<https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=LIOC.N0000>) and the Company's official website (<https://www.lankaioec.com> under investor section)

The duly completed Form of Proxy should be sent to reach the undersigned to Company's registered office situated at Lanka IOC PLC, Level 20, West Tower, World Trade Centre, Colombo 01 or email to agmlankaioec@gmail.com or facsimile to 94 112391490, not less than forty eight (48) hours, before the time fixed for the meeting.

Ms. Amali Liyanapatabendi,
Company Secretary,
Lanka IOC PLC.

Telephone: +94 11 2475702
E-mail: companysecretary@lankaioec.com

The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

Yours faithfully, LANKA IOC PLC



Amali Liyanapatabendi

Company Secretary

17th August 2022

Notes:

1. The login information is authorized only for the use of shareholders (in the case of individuals), proxy holders and by the authorized representatives (in the case of corporates). THE COMPANY SHALL THEREFORE WILL NOT BE LIABLE FOR MISUSE AND/OR UNAUTHORIZED USE OF THE LOG IN INFORMATION;
2. In case of proxy holders, please note that the login information will only be shared with those in whose favour a valid proxy has been submitted by the shareholder;
3. Voting in respect of the items of business of the agenda will be by using an online platform. The relevant voting procedure will be explained to the shareholders at the meeting;

Encl : 1 Registration form for online participation;
2. Notice of meeting
3. Form of Proxy;

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the 20th Annual General Meeting of the shareholders of Lanka IOC PLC will be held on Monday 19th September 2022 at 10.00 a.m. virtually for the following purposes;

1. To receive, consider and adopt the Annual Report of the Board of Directors on the affairs of the Company and Statement of Compliance and the Financial Statements of the Company for the financial year ended 31st March 2022 with the Report of the Auditors thereon.
2. To declare a first & final dividend of Rs. 2.25 per share for the Financial Year 2021-2022 as recommended by the Board.
3. (i) To re-elect Mr Ranjan Kumar Mohapatra as a Director of Lanka IOC PLC who retires by rotation as per Article 29(2) of the Articles of Association of the company and offers himself for re-election.
(ii) To re-elect Mr Vigyan Kumar as a Director of Lanka IOC PLC who retires by rotation as per Article 29(2) of the Articles of Association of the company and offers himself for re-election.
(iii) To re-elect Mr Ruchir Agrawal who retires in terms of Article 27(6) of the Articles of Association of the Company and being eligible has offered himself for re-election.
4. To re-appoint Prof.Lakshman R Watawala, who has reached the age of 74 (w.e.f 17th March 2022) and accordingly vacates his position in terms of Section 210 of the Companies Act No. 7 of 2007 (the Act) and to propose the following Ordinary Resolution in compliance with Section 211 of the Act, with regard to his re-appointment.

“RESOLVED THAT the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 (the Act), shall not apply to Prof.Lakshman R Watawala, Independent Non-Executive Director who has reached the age of 74 years (w.e.f 17th March 2022) and that Prof.Lakshman R Watawala, be re-appointed as a Director of the Company, in terms of Section 211 of Companies Act No.7 of 2007.

5. To re-appoint Mr. Amitha Gooneratne, who has reached the age of 70 (w.e.f 27th April 2022) and accordingly vacates his position in terms of Section 210 of the Companies Act No. 7 of 2007 (the Act) and to propose the following Ordinary Resolution in

compliance with Section 211 of the Act, with regard to his re-appointment.

“RESOLVED THAT the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 (the Act), shall not apply to Mr. Amitha Gooneratne Independent Non-Executive Director who has reached the age of 70 years (w.e.f 17th April 2022) and that Mr. Amitha Gooneratne, be re-appointed as a Director of the Company, in terms of Section 211 of Companies Act No.7 of 2007.

6. To re-appoint Messrs., Price Waterhouse Coopers Chartered Accountants, as recommended by the Board of Directors as the Auditors of the Company for the ensuing year; and to authorize the Board of Directors to determine their remuneration.

The Annual Report of Lanka IOC PLC for 2021/22 will be available via the below links, once the Financial Statements for the year ended 31 March 2022 are released to the Colombo Stock Exchange:

- (1) Corporate Website <https://www.lankaio.com> under investor section
- (2) The Colombo Stock Exchange – <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=LIOC.N0000>

Shareholders may also access the Annual Report and Financial Statements on their mobile phones by scanning the following QR code.



By Order of the Board
Lanka IOC PLC



[Ms] Amali Liyanapatabendi
Company Secretary
Lanka IOC PLC

17th August 2022
Colombo

Note:

1. A duly registered and entitled holder of the Company's shares is entitled to attend, speak and vote at the AGM and is entitled to appoint a proxyholder to attend, speak and vote on his/her behalf;
2. A proxyholder need not be a shareholder of the Company; A proxy so appointed shall have the same right as the shareholder to vote on a show of hands or on a poll as well as to speak at the AGM;
3. The Form of Proxy is enclosed for this purpose. The completed Form of Proxy must be deposited at the Registered Office of the Company situated at Level 20, West Tower, World Trade Centre, Echelon Square, Colombo 01 or forwarded via e-mail to agmlankaio@gmail.com or facsimile to 011 2 391 490, not less than forty-eight (48) hours before the appointed hour of the meeting;
4. Members are encouraged to vote by Proxy through the 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.
5. Instructions given in the Circular to shareholders must be followed to join the meeting via audio – visual means;

LANKA IOC PLC
FORM OF PROXY

I/We.....[Full Name]

.....[NIC No] of

.....being

a member/s of Lanka IOC PLC, hereby appoint Mr/Mrs/Miss.....

[NIC No]of.....whom failing:

Mr Ranjan Kumar Mohapatra	whom failing
Mr Manoj Gupta	whom failing
Prof. Lakshman R Watawala	whom failing
Mr Amitha Gooneratne	whom failing
Mr Vigyan Kumar	whom failing
Mr Ruchir Agrawal	

as my/our Proxy holder to represent me/us to speak at the meeting and to vote on a show of hands or on a poll for me/us on my/our behalf, as indicated below at the 20th Annual General Meeting of the Company to be held on 19th September 2022 virtually and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. To receive, consider and adopt the Annual Report for the financial year ended 31st March 2022 with the Report of the Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a first & final dividend of Rs. 2.25 per share for the Financial Year 2021-22.	<input type="checkbox"/>	<input type="checkbox"/>
3. a) To re-elect, Mr Ranjan Kumar Mohapatra who retires in terms of Article 29(2) of the Articles of Association of the Company and being eligible has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>
b) To re-elect Mr Vigyan Kumar who retires in terms of Article 29(2) of the Articles of Association of the Company and being eligible has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>
c) To re-elect Mr. Ruchir Agrawal who retires in terms of Article 27(6) of the Articles of Association of the Company and being eligible has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Prof.Lakshman R Watawala, who has reached the age of 74 and vacates the position of Director.	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Mr Amitha Goonarantne, who has reached the age of 70 and vacates the position of Director.	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Messrs. Price Waterhouse Coopers, Chartered Accountants, as Auditors of the Company for the ensuing year and authorize the Board of Directors to their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

In witness I/we set my/our hand/Seal hereto on thisday of.....2022

.....
NIC Number

.....
Signature/s

- Notes- 1. A Proxy need not be a shareholder of the Company
2. Instructions as to completion are noted on the reverse hereof

Instructions as to Completion

- Please perfect the Form of Proxy by filling in legibly your full name, NIC No and address as well as the full name and NIC number of the proxy holder, by signing in the space provided and filling in the date of signature.
- The completed Form of Proxy should be deposited at Lanka IOC PLC, Level 20, West Tower, World Trade Centre, Colombo 01 or emailed to agmlankaiooc@gmail.com or facsimile to +94 112391490 not less than 48 hours before the time appointed for the holding of the Meeting.
- If the appointer is a Company or Corporation, this Form must be executed under its Common Seal or the hand of a duly Authorized Officer of the Company, in accordance with its Articles of Association.
- If the Form of Proxy is signed by an Attorney, the relative Power of Attorney should accompany the Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
- If this Form of Proxy is returned without any indication of how the person appointed as Proxy shall vote, then the Proxy shall exercise his/her discretion as to how he/she votes or, whether or not he/she abstains from voting.

Please fill in the following details:

NIC No:

Full Name:

Address:
.....

Jointly with:

Tel No:

email ID:

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

LANKA IOC PLC
20TH ANNUAL GENERAL MEETING

To: Lanka IOC PLC
Level 20, West Tower, World Trade Centre, Colombo 01

1. Full Name of the Shareholder/s:

Primary
*Joint
*Joint

2. Shareholder/s Address: _____

3. Shareholder's NIC No. / Passport No. / Co. Reg. No. :

Primary
*Joint
*Joint

4. Shareholder's Contact No. :

Fixed line:		Mobile:	
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5. Shareholder's e-mail: _____

6. Name of the Proxy holder: _____

7. Proxy holder's NIC No. / Passport No. : _____

8. Proxy holder's Contact No.:

Fixed line:		Mobile:	
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9. Proxy holder's e-mail. : _____

I/We hereby certify that the details given above are true and accurate and are furnished for the purpose of enabling my/our online participation at the Annual General Meeting. I/We acknowledge that the Company shall have the right to disable my/our participation in the event the above information furnished are found to be incorrect or inconsistent with shareholding records. Shareholder's Signature(s):

.....
Shareholder's Signature / Date

.....
*1st Joint holder's Signature / Date

.....
*2nd Joint holder's Signature / Date

** Strike out if not applicable*

Note:

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 to agmlankaic@gmail.com or by facsimile on +94 11 2391490, to reach the Company not less than five (05) days before the date of the meeting.