

# People's Leasing & Finance PLC - PB 647 PQ

## Circular to Shareholders

### FINAL DIVIDEND FOR YEAR ENDED 31ST MARCH 2022

Dear Shareholder/s,

The Board of Directors of People's Leasing & Finance PLC (the Company) is pleased to inform the shareholders that a Scrip Dividend has been recommended for the Financial Year ended 31st March 2022. As extracted from the audited Financial Statements (as at 31st March 2022), the Company and the Group have made profits of Rs. 4,659.01Mn and Rs. 4,818.17Mn respectively for the Financial Year ended 31st March 2022. Total equity of the Company has increased from Rs. 34,341.43Mn to Rs. 38,818.31Mn whereas the Group equity has increased from Rs. 41,121.95Mn to Rs. 46,975.80Mn.

### SCRIP DIVIDEND FOR THE FINANCIAL YEAR 2021/2022

Accordingly, 154,688,114 new ordinary shares valued at Rs.6.10 per share have been recommended for due declaration by the shareholders at the Annual General Meeting ('AGM') to be held on 7th September 2022 (the date of the AGM) to be issued in the proportion of one (1) share being issued for each existing twelve decimal two zero zero zero zero zero seven two four (12.2000000724) held by the shareholders as at the end of trading on the record date of the Colombo Stock Exchange subject to approval of the shareholders. This shall amount to a dividend of Rs.0.50 per share on the existing 1,887,195,002 ordinary shares.

The remaining balance arising from the aggregation of the residual fractions ("fractional shares") consequent to the Scrip Dividend shall be disposed in the market and resulting proceeds shall be dispersed as charity and donations in line with the Corporate Social Responsibility Policy of the Company. The residual fraction entitlement referred to herein shall mean the fraction arising after applying the following formula.

$$\frac{\text{(Number of shares held by a shareholder as at the end of trading on the record date)}}{12.2000000724} \times 1$$

After the Scrip Dividend, the Stated Capital of the company shall increase from Rs.17,071,960,891 to Rs.18,015,558,392. The shares arising upon Scrip Dividend shall rank pari passu and shall carry the same rights enjoyed by the existing ordinary shares immediately after the allotment of Scrip Dividend shares. The Directors confirm that issuance of shares by way of a Scrip Dividend is in compliance with the Articles of Association of the Company, the Companies Act, No.7 of 2007 and Listings Rules of the Colombo Stock Exchange.

The proposed Final Scrip Dividend shall be funded by the Retained Earnings of the Company. The consideration for which the shares are to be issued shall be Rs. 943,597,501. The Directors of the Company have conducted and are satisfied with the Solvency Test as required by the Section 57 of the Companies Act No. 7 of 2007. A certified copy of the Certificate of Solvency obtained by the Company in this connection from the Company's Auditors shall be forwarded to the Exchange prior to the payment date.

The Resolution set out in the Notice of Meeting is for the purpose of approving the payment of Scrip Dividend. In the event that the said resolution is approved by the shareholders at the AGM, the Central Depository Systems (Pvt.) Ltd (CDS) accounts of shareholders whose shares are deposited with the CDSs shall be directly uploaded with the new number of shares within five (05) market days from and excluding the record date.

Pursuant to the direction issued by Securities & Exchange Commission of Sri Lanka regarding the dematerializing of listed securities, shareholders who hold shares in the share ledger, as per the Register of the Company shall not be issued Share Certificates for the new shares issued to them.

Such shareholders are requested to deposit their shares in the CDS prior to the AGM which shall enable the Company to directly deposit the shares issued under the Scrip Dividend.

In the event a shareholder fails to deposit shares in the CDS prior to the date of AGM, such shareholder's entitlement of new shares shall be deposited by the Company after such shareholder opens a CDS Account and informs the Registrars to the Company, SSP Corporate Services (Private) Ltd. of No. 101, Inner Flower Road, Colombo - 03 (Registrars to the Company) in writing of shareholder's CDS Account Number. Until such CDS Account is opened by a shareholder as aforementioned, the new shares that are allotted shall be registered in such shareholder's account in the Share Register maintained by the Registrars to the Company. Consequent to the opening of the CDS Account by such shareholder, the new shares shall be credited to the relevant CDS Account.

In determining the number of shares held by a shareholder as at the relevant date for the proposed Scrip Dividend, the shareholding of the shareholder as appearing in the Central Depository Systems (Pvt.) Ltd. and the shareholders' Register maintained by the Company, shall not be aggregated for the purpose of calculation. However, if a shareholder holds shares with multiple stock brokers, shares held with multiple brokers shall be aggregated for calculation purpose and the shares arising as a result of Scrip Dividend shall be uploaded proportionately to the respective CDS Account held with each such broker.

Approval in-principle has been obtained from Colombo Stock Exchange for the Scrip Dividend.

In the opinion of the Board, the consideration for which the shares are to be issued is fair and reasonable to the Company and to all its existing shareholders.

Members who are unable to attend the meeting in person are requested to complete the Form of Proxy (in accordance with instructions specified therein) and deposit the same at the office of the Company Secretary, People's Leasing & Finance PLC, No.1161, Maradana Road, Colombo - 08 not later than 48 hours before the time appointed for the meeting.

By Order of the Board



**Shaalini Silva**  
Company Secretary  
People's Leasing & Finance PLC

26th July 2022  
Colombo

# Circular to Shareholders

Dear Shareholder(s),

## PEOPLE'S LEASING & FINANCE PLC - ANNUAL REPORT FOR THE YEAR 2021/22

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 and the possible challenges arising with regard to transportation, the Twenty Sixth (26th) Annual General Meeting (AGM) of the Company will be held virtually in the manner prescribed as follows:

### A. GENERAL DETAILS

1. The Twenty Sixth (26th) Annual General Meeting (AGM) of the Company will be conducted virtually on 7th September 2022 at 2.30 p.m
2. The AGM shall be held in compliance with the Companies Act, No.07 of 2007, the Articles of Association of the Company, the Colombo Stock Exchange (CSE) Guidance Note on hosting of Annual General Meetings and guidelines published by the Ministry of Health.
3. Only the Board of Directors, Company Secretary, key management officials, representative of the Auditors and Legal Counsel (and Scrutinizers where applicable) who are essential for the administration of the formalities of the meeting will be physically & virtually 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.
4. Shareholders/Proxy holders who are to participate in the meeting through audio or audio and visual means, are requested to forward to us their details as per the Online Registration Form together with the Form of Proxy, as relevant not later than 48 hours prior to the meeting.
5. Shareholders could also appoint a member of the Board to act as their proxy if they so choose. The Shareholders who wish to appoint a Director as his/her/its proxy must forward the duly completed Form of Proxy clearly indicating their vote under each matter set out in the Form of Proxy.
6. Shareholders who are unable to participate at the virtual meeting via the designated online meeting platform (i.e. Zoom platform) are invited to forward their suggestions, questions and concerns (if any) relating to the items on the AGM agenda appearing on the Annual Report to the email address [arrequests@plc.lk](mailto:arrequests@plc.lk) at least 5 days before the meeting. The Board will ensure that they are discussed and addressed at the AGM, if relevant.

The shareholders are informed of the Company's inability to forward a printed copy of the Annual Report upon request as required by CSE Listing Rule 7.5 due to the limited availability of paper in the market under the prevailing circumstances. However, as required by CSE Circular dated 27th May 2022, the Annual Report of the Company for the year ended 31st March 2022, will be available for perusal on the Company's official website and the CSE website

Corporate Website

<https://www.plc.lk/pdf/ar/plc-annual-report-2021-22-English.pdf>

The Colombo Stock Exchange

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

By scanning the following QR code



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.

For any inquiries on this matter, you may contact Ms. Maneesha on telephone No. 011-2631107 +between 8.30 am and 4.30 pm on any working day or via email to [maneeshak@plc.lk](mailto:maneeshak@plc.lk)

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 above mentioned CSE website and the Company's official website.

The duly completed Form of Proxy must be deposited at the Registered office of the Company, No.1161, Maradana Road, Colombo 08 or be emailed to [arrequests@plc.lk](mailto:arrequests@plc.lk) or facsimile +94 11-2631190 not less than forty eight (48) hours before the time appointed for the holding of the meeting.

By order of the Board of People's Leasing & Finance PLC

Shaalini Silva  
Company Secretary

26th July 2022  
Colombo

### Notes:

1. The log in 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 log in 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

# Guidelines and Registration Process for the Annual General Meeting (AGM) Via Online Meeting Platform

Shareholders / Proxy holders who wish to participate in the Annual General Meeting of People's Leasing & Finance PLC to be held via an Online Meeting Platform (Virtual AGM), could do so by using a smart phone or a desktop computer.

If a Shareholder/Proxy holder intends to join 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 a Shareholder/Proxy holder wishes to attend the Virtual AGM via a desktop computer, the link can be opened by downloading the "Zoom Desktop App" to the respective desktop computer (compatible web browser: Google Chrome).

1. Shareholder who wish to participate in the Virtual AGM of People's Leasing & Finance PLC either by themselves or through their Proxies are requested to forward their details to the Company Secretaries as per the attached REGISTRATION FORM.
  2. The duly completed and signed REGISTRATION FORM should be delivered to the Company Secretaries, Address/ Email / Tel to be received by the Secretaries by 2.30 p.m. on 5th September 2022. If participation in the meeting through a Proxy, the duly completed and signed FORM OF PROXY should accompany the REGISTRATION FORM.
- Note:  
If a Proxy is appointed, the information set out in the REGISTRATION FORM pertaining to the Proxy holder should 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 and accept the registrations for the Virtual AGM if it is satisfied with the request and supporting documents (if any).

Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their request.

4. The Shareholders whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a web link for online registration referred to as "Virtual AGM Registration". If the Shareholder has appointed a valid Proxy this email will be forwarded to the relevant Proxy holder.
5.
  - (i) The Shareholders / Proxy holders are requested to use the web link, which will be forwarded by the Company as referred to in 4 above and click on "Virtual AGM Registration" in order to complete online registration for the Virtual AGM.
  - (ii) On clicking the link "Virtual AGM Registration", Shareholders/ Proxy holders will be redirected to an interface where they will be requested to enter their first name, last name, email address, reenter email address and National Identity Card Number. (In entering these details the participants are required to ensure that correct details as included in the REGISTRATION FORM referred to in 2 above are entered in the said online registration process, since any mismatch will be considered as an unsuccessful log in)
  - (iii) After successful completion of entering of the details as referred to in 5 (ii) above, the participants are requested to click on "REGISTER" which will be prompted on their screens enabling them to receive the meeting link.

6. The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as "Join the Virtual Meeting" and credentials.
7. In order to join the Virtual AGM, participants are required to click on "Join the Virtual Meeting". In some instances the system call for the credentials and if that is required, please enter the credentials to gain access to the Virtual AGM.

Guidelines and Registration Process for the Annual General Meeting (AGM) Via Online Meeting Platform Contd...

8. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

It is recommended that the Shareholders / Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

9. Shareholders/Proxy holders may use the Q & A tab or the Hand Raise (👏) icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a popup message to unmute the microphones and to allow video options.
10. After completion of the process outlined in 7 above in respect of all eligible Shareholders and Proxy holders, the Company will forward a separate email to the Shareholders / Proxy holders or representatives (as applicable) who are entitled to vote, providing a separate link to vote on all resolutions included in the Notice of Annual General Meeting.
11. Shareholders / Proxy holders who intend participating in the meeting are requested to open the said link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to "refresh" the voting page and cast the vote as per their discretion in the given space and click "SUBMIT" enabling the Company to receive the responses.
12. When declaring the voting on a resolution, Chairman will take in to account the voting of the Shareholders/Proxy holders participating virtually.
13. 60 seconds will be allocated for Shareholders/ Proxy holders to cast their vote in respect of each resolution.
14. The results will be processed and announced by the Chairman 15 seconds after the end of the time slot allocated for voting.
15. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online AGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you could be participate in the AGM comfortably.



# Form of Proxy

I/we.....of .....being a member/s of People’s Leasing & Finance PLC hereby appoint Mr/Mrs/Miss..... (holder of N.I.C. No. ....) of.....whom failing:

- 1. Mr Sujeewa Rajapakse whom failing
- 2. Mr Rohan Pathirage whom failing
- 3. Mr Mohamed Azzam Ali Ahamat whom failing
- 4. Mr Kurukulasuriya Canicious Joachim Clive Fonseka whom failing
- 5. Mr Chanura Jayanta Wijetillake whom failing
- 6. Mr Upul Lakshman Asoka Wickramasinghe Bandara whom failing
- 7. Ms Miriam Coralie Pietersz whom failing
- 8. Mr Ranjith Kodituwakku whom failing
- 9. Mr Michael Pradeep Amirthanayagam

as my/our proxy to represent me/us and vote on my/our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on Wednesday, 7th September 2022 at 2.30 p.m. as a virtual meeting, and at any adjournment thereof and at every poll which may be taken in consequence thereof to vote.

To participate via Zoom:  
Email address/ Mobile No.:.....

Please indicate your preference by placing a ‘X’ against the Resolution No. -

		FOR	AGAINST
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 31 March 2022 and the Report of the Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2.	To declare a Final Dividend of Cents Fifty (Rs.0.50) per ordinary share payable as a scrip dividend as recommended by the Board of Directors and to consider and if thought fit, to pass the resolution set out in the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>
3.	To re-elect Mr. M. P. Amirthanayagam in terms of Article 27(2) of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4.	To authorise the Board of Directors to determine contributions to charities and other donations for the financial year ending 31st March 2023.	<input type="checkbox"/>	<input type="checkbox"/>

## AUDITORS OF THE COMPANY

According to Section 55 of the National Audit Act No. 19 of 2018, People’s Leasing & Finance PLC falls under the definition of “auditee entity” and the Auditor General or any person authorized by the Auditor General shall carry out the audit of the Company.

Signed this ..... day of.....2022.

.....  
Signature

.....  
Shareholder’s N.I.C./ P. P./ Co. Reg. No.

### Notes:

- 1. Proxy need not be a member of the Company.
- 2. Instructions as to completion of this Form of Proxy are given overleaf.

# Form of Proxy Contd...

## INSTRUCTIONS AS TO COMPLETION

1. As provided for in Article 19(5) of the Articles of Association of the Company the instrument appointing a proxy should be in writing.
2. The full name and the address of the shareholder appointing the proxy should be legibly entered in the Form of Proxy and duly signed and dated.
3. The Proxy shall –
  - a) in the case of an individual be signed by the shareholder or by his attorney, and if signed by an attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy, if it has not already been registered with the Company.
  - b) in the case of a company or corporate body, either be under its Common Seal or signed by its attorney or by an officer on behalf of that company or corporate body in accordance with the Articles of Association or the Constitution of that company or corporate body.
  - c) in the case of joint holders, be signed by the joint holder whose name appears first in the Register of Members.
4. The completed Form of Proxy, Virtual Meeting Online Registration Form and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that Power of Attorney or other authority must be deposited at the Registered office of the Company, No.1161, Maradana Road, Colombo 08 or be emailed to [arrequests@plc.lk](mailto:arrequests@plc.lk) or facsimile +94 11-2631 190 not less than forty eight (48) hours before the time appointed for the holding of the meeting.
5. Every alteration or addition to the Proxy must be duly authenticated by the full signature of the shareholder, signing the Proxy.
6. 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.

An extract of Articles 15, 18 and 22 of the Articles of Association of the Company, which deals with meetings of shareholders and voting by shareholders, is produced herein for the information of the shareholders.

## METHOD OF HOLDING MEETINGS

A meeting of shareholders (including a meeting where it is intended to propose a resolution as a special resolution) may be held by a number of shareholders who constitute a quorum, being assembled together at the place, date and time appointed for the meeting.

## VOTING

1. Voting at a meeting of shareholders held under Article 15 above shall, unless a poll is demanded, be by a show of hands.
2. A declaration by the chairperson of the meeting that a resolution is carried by the requisite majority is conclusive evidence of that fact, unless a poll is demanded in accordance with paragraph (3) of this Article.
3. At a meeting of shareholders, a poll may be demanded by –
  - a) the chairperson; or
  - b) not less than five (5) shareholders having the right to vote at the meeting; or
  - c) a shareholder or shareholders representing not less than 10% of the total voting rights of all shareholders having the right to vote at the meeting.
4. A poll may be demanded either before or after the vote is taken on a resolution. However, the demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
5. If a poll is taken, votes shall be counted according to the votes attached to the shares of each shareholder present and voting.
6. The Chairperson of a shareholders' meeting is not entitled to a casting vote.

## VOTES OF JOINT HOLDERS

"Where two or more persons are registered as the holder of a share, the vote of the person named first in the share register and voting on a matter shall be accepted to the exclusion of the votes of the other joint holders. Where there are several executors or administrators of a deceased shareholder in whose sole name any shares stand, any one of such executors or administrators may vote in respect of such shares unless any other of such executors or administrators is present at the meeting at which such a vote is tendered and objects to the vote."