

# CENTRAL FINANCE COMPANY PLC



ANNUAL REPORT 2021/22

# CENTRAL FINANCE COMPANY PLC


## CIRCULAR TO SHAREHOLDERS

Dear Shareholder,

### SUBMISSION OF ANNUAL REPORT TO SHAREHOLDERS

As you are aware, Rule 7.5(b) of the Listing Rules of the Colombo Stock Exchange ("CSE") permits companies to forward their annual reports to the shareholders in a mode other than in printed form.

Accordingly, the annual report of Central Finance Company PLC for the financial year ended 31st March 2022, is available on the

- 1) Central Finance Company website - <https://cf.lk/investor-information>
- 2) CSE website – <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=CFIN.N0000>
- 3) QR code - 

Further to circular No.004/2022 dated 27th May 2022 issued by the Colombo Stock Exchange, please note that printed copies of the annual report will not be provided this year.

If you have any queries on this matter, please contact Ms. Thilini Weerasinghe and Mr. Sarath Kumara on 0112300555 Ext 5170/5173 Fax No. 0112300441 or e-mail [thiliniw@cf.lk](mailto:thiliniw@cf.lk) , [sarathk@cf.lk](mailto:sarathk@cf.lk).

We also enclose herewith the Notice of meeting, instructions for participation, Form of Proxy for the annual general meeting scheduled to be held on 30th June 2022 at 9.30 a.m. online via virtual platform.

Yours faithfully,

By order of the Board  
CORPORATE SERVICES (PRIVATE) LIMITED  
Secretaries  
CENTRAL FINANCE COMPANY PLC

Colombo, on this 07th day of June 2022

# INSTRUCTIONS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

- (1) The meeting is to be held in line with the guidelines given by the Colombo Stock Exchange and the health authorities as per the applicable laws:
- (2) In the interest of protecting public health and facilitating social distancing in line with the guidelines issued by the Ministry of Health, Nutrition and Indigenous Medicine, the meeting will be held in the manner set out below:
- (i) Only the key officials of the company, including certain members of the board of directors, the company secretary, auditors and the senior management of the company, who are essential for the administration of the formalities of the meeting will be physically present at Central Finance Company PLC - City Office, No. 268, Vauxhall Street, Colombo 02. All others, including shareholders, will participate in the meeting via an online meeting platform. These measures have been adopted to observe social distancing regulations/requirements to mitigate the dangers of spread of the virus.
- (ii) The shareholders who wish to participate will be able to join the meeting through audio or audio and visual means via an online meeting platform. In order for us to forward the access information necessary for participation at the meeting, please forward the duly completed registration form including your e-mail address and telephone number to [corporateservices@corporateservices.lk](mailto:corporateservices@corporateservices.lk) not less than 48 hours before the time appointed for the holding of the meeting so that the login information could be forwarded to the e-mail addresses so provided.
- (iii) If the company is unable to post this Notice due to any situation beyond its control, then this Notice will be published in one issue of a daily newspaper in the Sinhala, Tamil and English languages and if the circumstances permit, in one issue of the Gazette. The Annual Report, Notice of Meeting together with the Form of Proxy will also be published on the website of the Colombo Stock Exchange <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=CFIN.N0000> and the website of Central Finance Company PLC (link). - <https://cf.lk/investor-information>
- (iv) Proxy forms should be duly completed as per the instructions given therein and sent via registered post to Corporate Services (Private) Limited, 216 de Saram Place, Colombo 10 or forwarded via e-mail to [corporateservices@corporateservices.lk](mailto:corporateservices@corporateservices.lk) not less than 48 hours before the time appointed for the holding of the meeting. The proxy so appointed shall participate at the meeting through audio or audio visual means only.
- (v) Shareholders who are unable to participate in the meeting via an online meeting platform, could send their queries, if any, to [corporateservices@corporateservices.lk](mailto:corporateservices@corporateservices.lk) 24 hours before the time appointed for the holding of the meeting and the responses to the same will be included in the minutes of the meeting.
- (vi) Voting in respect of the resolutions sought to be passed will be registered by using the audio or audio and visual means via an online meeting platform. All of such procedures will be explained to the shareholders prior to the commencement of the meeting.
- (vii) Shareholders can use the "Q&A forum" to communicate any questions/concerns at the time allocated at the meeting.
- (viii) For any questions, please contact Ms. Thilini Weerasinghe and Mr. Sarath Kumara on 0112300555 Ext 5170/5173 Fax No. 0112300441 or e-mail [thiliniw@cf.lk](mailto:thiliniw@cf.lk), [sarathk@cf.lk](mailto:sarathk@cf.lk)

# NOTICE OF MEETING

Notice is hereby given that the Sixty Fourth (64th) Annual General Meeting of Central Finance Company PLC (the "Company") will be held via virtual platform on the 30th June 2022 at 9.30 a.m. for the following purposes.

1. To receive and consider the annual report of the board of directors along with the financial statements of the Company for the year ended 31st March 2022 and the auditors' report thereon
2. To declare a final dividend as recommended by the board of directors and to consider and if thought fit, to pass the following resolutions:

## **ORDINARY RESOLUTION - DISTRIBUTION OF A FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022**

*IT IS HEREBY RESOLVED THAT*

- (i) a final dividend of Rupees Two (Rs. 2.00) per share constituting of a total dividend of Rupees Four Hundred Fifty Four Million Seven Hundred and Eight Thousand Nine Hundred and Twenty Four (Rs.454,708,924.00) be paid on the issued and fully paid shares of the Company for the financial year ended 31st March 2022.
- (ii) the shareholders entitled to the final dividend would be those shareholders whose names have been duly registered in the Register of Shareholders and those shareholders whose names appear on the Central Depository Systems (Private) Limited ("CDS") as at end of trading on the 30th June 2022 (the "Entitled Shareholders").
- (iii) accordingly the management and secretaries of the Company be and are hereby authorised to attend to all matters pertaining to the aforesaid final dividend.
3. To re-elect as a director K.B. Herath, who retires by rotation in terms of Article 105 of the Articles of Association of the Company, and being eligible has offered himself for re-election.
4. To re-elect as a director M.H. de Silva, who retires by rotation in terms of Article 105 of the Articles of Association of the Company, and being eligible has offered himself for re-election.

5. To elect as a director C.S. Hettiarachchi, who was appointed to the Board to fill the vacancy during the financial year 2021/22, is eligible for election in terms of Article 111 of the Articles of Association of the Company has offered himself for election.
6. To re-appoint KPMG, Chartered Accountants who are deemed to be re-appointed as auditors of the Company until the conclusion of the next AGM of the Company in terms of section 158 (1) of the Companies Act No. 07 of 2007, to audit the financial statements of the Company for the financial year ending 31st March 2023 and to authorise the directors to determine their remuneration therefor.
7. To authorize the directors to determine the contributions to charities for the ensuing year.

By order of the Board,

**Corporate Services (Private) Limited**  
Secretaries

Central Finance Company PLC  
Colombo, on this 07th day of June 2022

### **Note:**

1. Any shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote/speak in his/her stead and a form of proxy is sent herewith for this purpose. A proxy need not be a shareholder of the Company.
2. A completed form of proxy must be deposited at 216, de Saram Place, Colombo 10 or forwarded to corporateservices@corporateservices.lk not less than 48 hours before the time appointed for the holding of the meeting.
3. It is proposed to dispatch the dividend warrants on 08th July 2022 in accordance with the rules of the Colombo Stock Exchange. The shares of the Company will be quoted ex-dividend with effect from 01st July 2022.

# FORM OF PROXY

\*I/We.....of.....  
.....being \*a shareholder/shareholders of CENTRAL FINANCE COMPANY PLC do hereby appoint

- |  |                 |
|--|-----------------|
| 1. Asite Drupath Bandara Talwatte                | or failing him, |
| 2. Eranjith Harendra Wijenaike                   | or failing him, |
| 3. Arjuna Kapila Gunaratne                       | or failing him, |
| 4. Dhammika Prasanna de Silva                    | or failing him, |
| 5. Dr. (Mrs.) Agampodi Damitha Nandanie de Zoysa | or failing her, |
| 6. Arjun Rishya Fernando                         | or failing him, |
| 7. Chandika Kushan Hettiarachchi                 | or failing him, |
| 8. Kuda Banda Herath                             | or failing him, |
| 9. Manjula Hiranya de Silva                      | or failing him, |
| 10. Chaminda Sampath Hettiarachchi               | or failing him, |

.....Of.....  
..... as my/  
our proxy to attend and vote at the Annual General Meeting of the Company to be held on the 30th June 2022  
and at any adjournment thereof.

	For	Against
1. To receive and consider the annual report of the Board of Directors together with the financial statements of the Company and the report of the auditors thereon for the financial year ended 31st March 2022.	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve a final dividend of Rupees Two (Rs.2.00) per share by way of a cash dividend	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect as a director, K.B. Herath, who retires by rotation in terms of Article 105 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-elect as a director, M.H. de Silva who retires by rotation in terms of Article 105 of the Articles of Association of the Company and being eligible has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect as a director C.S. Hettiarachchi, who was appointed to the Board to fill the vacancy during the financial year 2021/22, is eligible for election in terms of Article 111 of the Articles of Association of the Company has offered himself for election.	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint M/s KPMG, Chartered Accountants who are deemed to be re-appointed as Auditors of the Company until the conclusion of the next AGM of the Company in terms of section 158 (1) of the Companies Act No. 07 of 2007, to audit the financial statements of the Company for the financial year ending 31st March 2023 and to authorise the directors to determine their remuneration therefor.	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the directors to determine the contributions to charities for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this.....day of.....Two Thousand and Twenty Two

.....

\*Signature/s

**Note:** Please delete the inappropriate words.

#### INSTRUCTIONS AS TO COMPLETION

1. The instrument appointing a proxy may be in writing under the hands of the appointor or of its attorney duly authorised in writing or if such appointor is a corporation under its common seal or the hand of its attorney or duly authorised person.
2. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notorially certified copy of that Power of Attorney or other authority will have to be deposited at the office of the Company Secretaries, Corporate Services (Private) Limited or forwarded to corporateservices@corporateservices.lk not less than 48 hours before the time appointed for the holding of the meeting.

# REGISTRATION FORM

REGISTRATION FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD  
ON 30TH JUNE 2022 AT 9.30 AM ONLINE VIA A VIRTUAL PLATFORM

## DETAILS OF SHAREHOLDER

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

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

CDS Account No.: .....

Residential Address: .....

Telephone No/s: .....

Email: .....

*(To be completed if applicable)*

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

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

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

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

In the event Proxy holder is appointed by the Shareholder following details of his/her's 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 by signatories duly authorised in the manner prescribed by its articles of association and if the Registration Form is signed by an Attorney, the duly executed Power of Attorney must be deposited at the office of the Company Secretaries, Corporate Services (Private) Limited or forwarded to [corporateservices@corporateservices.lk](mailto:corporateservices@corporateservices.lk) not less than 48 hours before the time appointed for the holding of the meeting

**Central Finance Company PLC,**  
270, Vauxhall Street,  
Colombo 2,  
Sri Lanka.