





# NOTICE OF MEETING - ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Sixth Annual General Meeting ('AGM' or 'Meeting') of John Keells Holdings PLC (the 'Company') will be held as a virtual meeting on 27 June 2025 at 10.00 a.m.

The business to be brought before the Meeting will be to:

1. read the Notice convening the Meeting.
2. receive and consider the Annual Report and Financial Statements for the Financial Year ended 31 March 2025 with the Report of the Auditors thereon.
3. re-elect as a Director, Mr. J G A Cooray who retires in terms of Article 84 of the Articles of Association of the Company. A brief profile of Mr. J G A Cooray is contained in the Profiles section of the Annual Report.
4. re-elect as a Director, Mr. D V R S Fernando who retires in terms of Article 84 of the Articles of Association of the Company. A brief profile of Mr. D V R S Fernando is contained in the Profiles section of the Annual Report.
5. re-elect as a Director, Mr. H M A Jayasinghe who retires in terms of Article 91 of the Articles of Association of the Company. A brief profile of Mr. H M A Jayasinghe is contained in the Profiles section of the Annual Report.
6. re-elect as a Director, Ms. R Shukla who retires in terms of Article 91 of the Articles of Association of the Company. A brief profile of Ms. R Shukla is contained in the Profiles section of the Annual Report.
7. appoint Mr. M K Menon, who is 70 years of age, as a Director of the Company, for which the passing of the following resolutions are recommended:
  - a. "THAT in terms of Section 211 of the Companies Act No. 07 of 2007, the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. M K Menon, who is 70 years of age and that he be appointed a Director of the Company."
  - b. "THAT Mr. M K Menon, be designated as an Independent Non-Executive Director of the Company in terms of Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange."A brief profile of Mr. M K Menon together with the report of the Nominations and Governance Committee detailing the reason and rationale for its recommendation to appoint Mr. M K Menon, are attached to this Notice of Meeting.
8. consider any other business of which due notice has been given in terms of the relevant laws and regulations.

The Annual Report of John Keells Holdings PLC for 2024/25, is accessible via:

- (1) The Corporate Website – <https://www.keells.com/investor-relations/#latest-financials>
- (2) The website of the Colombo Stock Exchange (CSE) – <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=JKH.N0000>
- (3) The following QR Code (accessible through mobile devices):



Should Members wish to obtain a hard copy of the Annual Report 2024/25, they may send a request to the Company by filling the Form of Request attached to the Form of Proxy. A printed copy of the Annual Report will be forwarded by the Company within eight (8) market days from the date of receipt of the request, subject to the circumstances prevailing at the time, unless collected in person.

By Order of the Board

**John Keells Holdings PLC**

A handwritten signature in black ink, appearing to read 'D/aukiah', written over a horizontal line.

**Keells Consultants (Private) Limited**

Secretaries

## NOTICE OF MEETING - ANNUAL GENERAL MEETING

### NOTES:

- i. A Member unable to attend the Meeting is entitled to appoint a Proxy to attend and vote in their place.
- ii. A Proxy need not be a Member of the Company.
- iii. A Member wishing to vote by Proxy at the Meeting may use the Form of Proxy enclosed herein.
- iv. 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.
- v. In order to be valid, the completed Form of Proxy must be lodged at the Registered Office of the Company not less than 48 hours before the Meeting.
- vi. A vote can be taken on a show of hands or by a poll. If a poll is demanded, each share is entitled to one vote. Votes can be cast in person, by proxy or corporate representatives. In the event an individual Member and their Proxy holder are both present at the Meeting, only the Member's vote is counted. If the Proxy holder's appointor has indicated the manner of voting, only the appointor's indication of the manner to vote will be used.
- vii. Instructions as to attending the virtual Meeting are attached.

## **Report of the Nominations and Governance Committee on the proposed appointment of Mr. M K Menon as an Independent Non-Executive Director of John Keells Holdings PLC (the 'Company').**

The Committee, having considered the strategic demands facing the Company and the applicable regulatory requirements, submits this report and recommendation to the shareholders regarding the appointment of Mr. M K Menon as an Independent Non-Executive Director.

### **Considerations**

In evaluating this recommendation, the Committee has taken into account the following:

1. Strategic needs of the Company and ensuring that the Board is equipped with the necessary experience and expertise to navigate the evolving business landscape.
2. Regulatory requirements and ensuring compliance with the provisions of the Companies Act No. 7 of 2007 (the 'Companies Act'). Particularly Section 210 of the Companies Act, which stipulates that individuals who have attained the age of seventy (70) years shall not be eligible for appointment as Directors unless such appointment is approved by a resolution of the shareholders under Section 211, declaring that the age limit shall not apply to the individual.
3. Adherence to the Listing Rules of the Colombo Stock Exchange ('Listing Rules') including applicable fit and proper and independence criteria and shareholder approval requirements for the appointment of Independent Non-Executive Directors who are above the age of seventy (70) years.
4. Mr. M K Menon's extensive professional experience, leadership record, and industry expertise, which are considered valuable assets to the Board.
5. Board composition, diversity and ensuring that the collective qualifications, skills, and experience of the Board are well-balanced, diverse, and aligned with the Company's strategic direction.

### **Committee Recommendation and Rationale**

The Committee is of the view that Mr. M K Menon, despite having attained the age of seventy (70) years, possesses the necessary expertise, strategic acumen, and sound judgment to contribute effectively to the deliberations and oversight responsibilities of the Board.

In reaching this conclusion, the Committee carefully assessed the relevant provisions of the Companies Act and the Listing Rules and is of the view that save for the age-related criteria, Mr. M K Menon meets all other applicable qualifications under the Companies Act, as well as the fit and proper and independence criteria stipulated under the Listing Rules.

Furthermore, the Committee has taken into account Mr. M K Menon's written declaration affirming his compliance with the fit and proper and independence criteria and that he has no relationships or interests that could compromise his independence. Based on this assessment, the Committee is of the view that, notwithstanding his age, Mr. M K Menon demonstrates the necessary competence, capacity, independent thinking, and objectivity required for the role of an Independent Non-Executive Director of the Company.

The Committee therefore recommends his appointment as an Independent Non-Executive Director of the Company, subject to the requisite shareholder approvals in accordance with the Companies Act and the Listing Rules.

## NOTICE OF MEETING - ANNUAL GENERAL MEETING

### Profile - Madhavan Karunakaran Menon

Mr. Madhavan Karunakaran Menon joined Thomas Cook India in 2000 as the Executive Director responsible for the Foreign Exchange business and stepped up to the position of Managing Director in January 2006; Chairman & Managing Director in January 2016; and Executive Chairman effective July 2023. He will retire as Executive Chairman in May 2025 after 25 years with the Thomas Cook Group.

Mr. Menon completed his MBA from George Washington University and undergraduate degree from American University of Beirut.

Mr. Menon has a varied background, having commenced his career in banking and financial services at Grindlays Bank, Citibank and Emirates Bank and Birla Sun Life Asset Management Company.

During his tenure, Thomas Cook India has made several acquisitions, noteworthy being Kuoni's Destination Management Specialists across 17 countries and acquisition of Digiphotography Entertainment Imaging (DEI) (one of the world's leading imaging solutions and services providers). Additionally, he facilitated the purchase of the Thomas Cook Brand in 2018.

Thomas Cook (India) Limited (TCIL) is the leading omnichannel travel company in the country offering a broad spectrum of services including Foreign Exchange, Corporate Travel, MICE, Leisure Travel, Value Added Services and Visa Services. It operates leading B2C and B2B brands including Thomas Cook, SOTC, TCI, SITA, Asian Trails, Allied TPro, Australian Tours Management, Desert Adventures, Travel Circle International Limited (TCI 勝景), Sterling Holiday Resorts Limited, Distant Frontiers, TC Tours, DEI, Go Vacation, Private Safaris East & South Africa. As one of the largest travel service provider networks headquartered in the Asia-Pacific region, the Thomas Cook India Group spans 28 countries across 5 continents.

# FORM OF PROXY - ANNUAL GENERAL MEETING

I/We..... of  
.....  
.....being a member/s of John Keells Holdings PLC hereby appoint  
.....of  
.....or failing him/her

- MR. KRISHAN NIRAJ JAYASEKARA BALENDRA

MR. JOSEPH GIHAN ADISHA COORAY

MR. DAMIEN AMAL CABRAAL

DR. SHRIDHIR SARIPUTTA HANSA WIJAYASURIYA

DR. SHARMINI AMRITA COOREY

MR. DEVENI VIDANALAGE RENUK SUREN FERNANDO

MR. HECTOR MANIL ANTHONY JAYESINGHE

MS. RUCHIRA SHUKLA
- or failing him

or failing him

or failing him

or failing him

or failing her

or failing him

or failing him

as my/our proxy to represent me/us and vote on my/our behalf at the Forty Sixth Annual General Meeting of the Company to be held on 27 June 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 direct my/our proxy to vote for me/us and on my/our behalf on the specified Resolution as indicated by the letter 'X' in the appropriate cage:

	For	Against	Abstained
To re-elect as a Director, Mr. J G A Cooray, who retires in terms of Article 84 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect as a Director, Mr. D V R S Fernando who retires in terms of Article 84 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect as a Director, Mr. H M A Jayesinghe who retires in terms of Article 91 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To re-elect as a Director, Ms. R Shukla who retires in terms of Article 91 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To appoint as a Director Mr. M K Menon who is 70 years of age, in terms of Section 211 of the Companies Act No. 7 of 2007 and that the age limitation under Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. M K Menon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To designate Mr. M K Menon, who is 70 years of age, as an Independent Non-Executive Director of the Company, in terms of Section 9.8.3 (ix) of the Listing Rules of the Colombo Stock Exchange.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To re-appoint the Auditors and to authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed on this ..... day of ..... Two Thousand and Twenty-Five.

.....  
Signature/s of Shareholder/s

NOTE:

INSTRUCTIONS AS TO THE COMPLETION OF THE FORM OF PROXY ARE NOTED ON THE REVERSE.

# FORM OF PROXY - ANNUAL GENERAL MEETING

## INSTRUCTIONS AS TO COMPLETION OF PROXY

- 1. Please perfect the Form of Proxy by filling in legibly your full name and address, signing in the space provided and filling in the date of signature.
- 2. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 2, or forwarded by fax to +94 11 243 9037, or e-mailed to *keellsconsultants@keells.com* no later than 48 hours before the time appointed for the convening of the Meeting.
- 3. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney should accompany the completed Form of Proxy for registration, if such Power of Attorney has not already been registered with the Company.
- 4. If the appointor is a company or corporation, the Form of Proxy should be executed under its Common Seal or by a duly authorised officer of the company or corporation in accordance with its Articles of Association or Constitution.
- 5. If this Form of Proxy is returned without any indication of how the person appointed as Proxy shall vote, then the Proxy shall exercise their discretion as to how they vote or, whether or not they abstain from voting.

Please fill in the following details:

Name : .....

Address : .....  
.....  
.....

Jointly with : .....

Share Folio No. : .....

NIC No. : .....



# INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION AT THE VIRTUAL ANNUAL GENERAL MEETING

JOHN KEELLS HOLDINGS PLC

INSTRUCTIONS FOR REGISTRATION AND PARTICIPATION OF SHAREHOLDERS AT THE VIRTUAL ANNUAL  
GENERAL MEETING OF THE COMPANY HELD THROUGH AUDIO/VISUAL MEANS ON 27 JUNE 2025 AT 10.00 A.M.

Dear Shareholder,

The Board of Directors of the Company, having taken into consideration the guidelines issued by the Colombo Stock Exchange ('CSE') on holding virtual shareholder meetings through audio/visual means and in conformity with the regulatory provisions of the Articles of Associations of the Company, have decided to hold the Annual General Meeting ('AGM' or 'Meeting') of the Company as a virtual meeting through audio/visual means using an online platform in the manner set forth below.

1. Shareholders who wish to participate in the AGM through the online platform are required to complete and forward the 'Shareholder/Proxyholder Registration Form' annexed to this document as Annexure 1 together with a copy of the National Identity Card or Passport of the Shareholder/Proxyholder (if a Proxy is appointed) by registered post to the registered office of the Company, email it to [keellsconsultants@keells.com](mailto:keellsconsultants@keells.com) or forward it by fax to +94 11 243 9037, not less than 48 hours before the convening of the AGM. Shareholders are required to mandatorily provide their email address (or the email address of the Proxyholder) in the space provided in Annexure 1, in order to forward the weblink, if they wish to participate in the AGM through the online platform.
  - a. The registered Shareholders/Proxyholders are requested to join the AGM only on the digital platform through the weblink sent by the Company.
  - b. Alongside the confirmation of registration at the virtual AGM, Shareholders and Proxyholders will be provided with the contact details of the Company's IT team for any technical assistance or queries related to joining and participating in the virtual meeting.
2. Shareholders who wish to submit proxies can duly complete the Form of Proxy as per the instructions given on the reverse of the Form of Proxy and send the same by registered post to the registered office of the Company or forward it by fax to +94 11 243 9037 or email it to [keellsconsultants@keells.com](mailto:keellsconsultants@keells.com) not less than 48 hours before the convening of the AGM.
3. Shareholders who wish to appoint a member of the Board of Directors as their Proxy to represent them at the AGM, may do so by completing the Form of Proxy with their voting preferences marked against each resolution to be taken up at the AGM.
4. It is recommended that Shareholders/Proxyholders join the AGM at least fifteen (15) minutes before the start of the AGM. The digital platform will be active thirty (30) minutes before the start of the AGM.
5. Voting on items listed on the Agenda will be registered by using an online platform. Shareholders/Proxyholders will be briefed on the procedure for voting prior to the commencement of the AGM.
6. All Shareholders/Proxyholders speaking at the AGM to vote, seek clarification or make a comment relevant to the AGM are required to identify themselves when speaking at the AGM.
7. Any Shareholder can forward their queries and clarifications relevant to the AGM, by registered post to the registered office of the Company, email to [keellsconsultants@keells.com](mailto:keellsconsultants@keells.com) or forward it by fax to +94 11 243 9037 not less than three (3) days before the convening of the AGM. Responses in respect of such queries and clarifications may be made before or during the course of the Meeting.
8. The date fixed for the AGM will not be affected even if a public holiday or curfew is declared on such date, as the AGM will be held virtually. In the event any further action is required to be taken by the Company in relation to the AGM, notification of such change would be by way of an announcement to the CSE.

By Order of the Board  
John Keells Holdings PLC



Keells Consultants (Private) Limited  
Secretaries

27 May 2025

JOHN KEELLS HOLDINGS PLC

46<sup>th</sup> ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31 MARCH 2025

To: John Keells Holdings PLC  
117, Sir Chittampalam A. Gardiner Mawatha,  
Colombo 2.

Full Name of the Shareholder:.....

Shareholder's Address:.....

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

Shareholder's Contact Nos: Residence:..... Mobile:.....

Shareholder's Email Address:.....

IF PROXY IS APPOINTED

Full Name of Proxyholder:.....

Proxyholder's NIC No./Passport No: .....

Telephone Number: Residence:..... Mobile:.....

Proxyholder's Email Address:.....

.....  
Shareholder's Signature

.....  
Date

Notes:

- Please perfect the Registration Form by filling in legibly your full name, address, email, contact number and in the event a Proxy is appointed, the full details of the person appointed as Proxy, signing in the space provided and filling in the date of signature.
- If the Registration Form is signed by an Attorney, the relevant Power of Attorney should accompany the completed Registration Form, if such Power of Attorney has not already been registered with the Company.
- If the Shareholder is a company or corporation, the Registration Form should be executed under its Common Seal or by a duly authorised officer of the company or corporation in accordance with its Articles of Association or Constitution.

# SUBMISSION OF THE ANNUAL REPORT TO SHAREHOLDERS

John Keells Holdings PLC

(Company No PQ 14)

117, Sir Chittampalam A. Gardiner Mawatha, Colombo 2, Sri Lanka.

Dear Shareholder,

The Annual Report of John Keells Holdings PLC for 2024/25 is available via the below links:

- (1) Corporate Website - <https://www.keells.com/investor-relations/#latest-financials> and
- (2) The website of the Colombo Stock Exchange (CSE) - <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=JKH.N0000>.
- (3) By scanning the QR code alongside (accessible through mobile devices):



If you wish to have a printed copy of the Annual Report posted:

Kindly send a scanned copy of the completed Form of Request provided overleaf via e-mail to [investor.relations@keells.com](mailto:investor.relations@keells.com)

You could also fax the completed Form of Request to fax number +94 11 230 6160, or post to -

Corporate Finance and Strategy Division,  
John Keells Holdings PLC  
117, Sir Chittampalam A. Gardiner Mawatha,  
Colombo 2,  
Sri Lanka.

The printed Report will be forwarded within eight (8) market days, subject to the prevailing circumstances at the time, from the date of receipt of the request.

Alternatively, you could collect a hard copy of the Annual Report from the Registered Office of the Company (from the Company Secretaries). Please see instructions overleaf.

Please contact the Investor Relations team on +94 11 230 6170 during normal office hours (8.30 a.m. – 4.30 p.m.) or email – [investor.relations@keells.com](mailto:investor.relations@keells.com) – if you have any queries on this matter.

Yours faithfully,

For John Keells Holdings PLC

Keells Consultants (Private) Limited  
Secretaries

27 May 2025

# FORM OF REQUEST

TO: Corporate Finance and Strategy Division,  
John Keells Holdings PLC  
117, Sir Chittampalam A. Gardiner Mawatha,  
Colombo 2,  
Sri Lanka.

## REQUEST FOR A PRINTED VERSION OF THE 2024/25 ANNUAL REPORT OF JOHN KEELLS HOLDINGS PLC

I wish to request a printed version of the 2024/25 Annual Report of John Keells Holdings PLC.

The preferred method of collection, is indicated below as specified by the letter 'X' in the appropriate cage:

Collection, in person, from the Registered Office of the Company.  
*(Please collect from the Company Secretaries)* ☐

Handover to the bearer of this Form of Request, which is duly filled and signed, from the Registered Office of the Company.  
*(Please collect from the Company Secretaries)* ☐

Please mail it to my address given below. ☐

My details are as follows:

Full Name of Shareholder	
Address	
Contact Number	
Share Folio No.	
NIC No.	
E-mail	

.....  
Date

.....  
Signature

# ANNUAL REPORT 2024/25 FEEDBACK FORM

We would greatly appreciate any feedback that you may wish to provide on our Integrated Annual Report. You can send us feedback by:

- Emailing us a scanned copy of the completed Feedback Form to [investor.relations@keells.com](mailto:investor.relations@keells.com)
- Faxing the completed Form to fax number +94 11 230 6160
- Posting the Form to - Corporate Finance and Strategy Division, John Keells Holdings PLC, 117, Sir Chittampalam A. Gardiner Mawatha, Colombo 2, Sri Lanka.
- Fill in the same form through Microsoft Forms using the following link – <https://forms.office.com/r/YNZM2Y1UHw>



1. Personal details (optional)

Name \_\_\_\_\_  
Organisation \_\_\_\_\_  
Telephone \_\_\_\_\_ Email address \_\_\_\_\_  
Postal address \_\_\_\_\_

2. What's the nature of your interest/association with John Keells Holdings PLC?

- ☐ Shareholder/Investor
- ☐ Employee
- ☐ Community
- ☐ Media/Analyst
- ☐ Industry Peer
- ☐ NGO/Pressure Group
- ☐ Customer
- ☐ Supplier/Business Partner
- ☐ Regulatory body
- ☐ Other (Please specify) \_\_\_\_\_

3. How did you become aware of our Report?

- ☐ Delivered in electronic form
- ☐ Printed form
- ☐ Company Website
- ☐ Colombo Stock Exchange
- ☐ Other (Please specify) \_\_\_\_\_

4. Have you been aware of/had access to our previous Report(s)?

Yes ☐ No ☐

5. Do you think sufficient details with regard to the financial performance of the Group were covered in the Annual Report?

Yes ☐ No ☐

6. Do you think sufficient details with regard to the non-financial performance of the Group were covered in the Annual Report?

Yes ☐ No ☐

7. Do you think that we have clearly identified the Company's issues of concern?

Yes ☐ No ☐

8. After reading the Report, were you able to get a clear/better sense of how John Keells Holdings PLC is dealing with issues of concern?

Yes ☐ No ☐

9. Indicate the main areas of interest in the Report:

- ☐ Governance
- ☐ Discussions on the forms of Capital
- ☐ Industry Group Review
- ☐ Outlook
- ☐ Financial Information
- ☐ Other (Please specify the sub section) \_\_\_\_\_

10. Are you satisfied with regard to the relevancy of information?

Yes ☐ No ☐

11. Rate the Report

☐ Poor ☐ Satisfactory ☐ Good ☐ Excellent

12. Do you have any other comments / feedback / suggestions for the improvement of the Report?

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

