

# NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Fourth Annual General Meeting of DIESEL & MOTOR ENGINEERING PLC will be held at the Registered Office of the Company, No. 65, Jethawana Road, Colombo 14, on Monday, 29th June 2009 at 10.00 a.m. and the business to be brought before the meeting will be:

## AGENDA

1. To adopt the Annual Report of the Directors and the Statement of Accounts for the year ended 31st March 2009 with the Report of the Auditors thereon.
2. To re-elect Dr. H. Cabral, who retires by rotation in terms of Article 66 of the Articles of Association as a Director of the Company.\*
3. To re-elect Mr. B.C.S.A.P. Gooneratne, who retires by rotation in terms of Article 66 of the Articles of Association as a Director of the Company.\*
4. To re-elect Mr. S.C. Algama, who retires by rotation in terms of Article 66 of the Articles of Association as a Director of the Company.\*
5. To re-elect Dr. U.P. Liyanage, who retires by rotation in terms of Article 66 of the Articles of Association as a Director of the Company.\*
6.
  - a. To reappoint KPMG Ford, Rhodes, Thornton & Co. as Auditors to the Company for the ensuing year.
  - b. To authorise the Board of Directors to determine their remuneration.
7. To authorise the Directors to determine contributions to charities.

*\* The profiles of the Directors proposed for re-election are given on page 103 of the Annual Report.*

## NOTE

**A member is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company.** A Form of Proxy is enclosed for this purpose. The instrument appointing a proxy must be deposited at the Registered Office, No. 65, Jethawana Road, Colombo 14, not less than forty-eight hours before the time fixed for the Meeting.

By Order of the Board,

**Diesel & Motor Engineering PLC**

Company Registration No. PQ-146



**B.C.S.A.P. Gooneratne**

Secretary

Colombo

22nd May 2009