

NOTICE IS HEREBY GIVEN that the Sixty-Fifth 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 Tuesday, 29th June 2010 at 10.00 a.m. and the business to be brought before the meeting will be:

### Agenda

1. To consider and adopt the Report of the Directors and the Statement of Accounts for the year ended 31st March 2010, with the Report of the Auditors thereon.
2. To re-elect Mr. A. N. Algama, 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. A. M. Pandithage, 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. T. G. H. Peries, who retires by rotation in terms of Article 66 of the Articles of Association as a Director of the Company.\*
5. To re-elect Mr. R. Seevaratnam, who retires by rotation in terms of Article 66 of the Articles of Association as a Director of the Company.\*
6. To reappoint KPMG Ford, Rhodes, Thornton & Co. as Auditors to the Company for the ensuing year & to authorise the Board of Directors to determine their remuneration.
7. To authorise the Directors to determine contributions to charities.
8. To consider, and if thought fit, pass the following resolution as a special resolution:

Special Resolution

**IT IS HEREBY RESOLVED** that the Articles of Association of the Company be and are hereby amended as follows numbered accordingly;

**THAT** the following new Article numbered 19 (g) be inserted after Article 19 (f) of the Articles of Association of the Company numbered accordingly:

"19 (g) **Notwithstanding anything to the contrary contained in the Articles of Association of the Company, so long as the Company is listed on the Colombo Stock Exchange, the Company shall comply with the Rules of the Colombo Stock Exchange and the Central Depository System, which shall be in force from time to time.**"

**THAT** the following new Article numbered 20 (a) be inserted after Article 20 of the Articles of Association of the Company numbered accordingly;

"20 (a) **The Company shall not register more than three persons as joint holders (including the principal holder) of any shares (except in the case of executors, administrators or heirs of a deceased member).**"

**THAT** the Article numbered 94 be deleted in its entirety and the following new Article be substituted therefor to the Articles of Association of the Company numbered accordingly:

"94 (a) **Any member whose registered address is not within Sri Lanka may name an address within Sri Lanka which for the purpose of notice, shall be considered as his registered address.**"

"94 (b) **If a member has no registered address within the Island and has not supplied to the Company an address within the Island for the giving of notices to him, a notice advertised once in any leading Colombo Daily Newspaper shall be deemed to be duly given to him on the day on which the advertisement appears.**"

"94(c) **Where notice is given by an advertisement, such advertisement, shall be published in Sinhala, Tamil and English national daily newspapers.**"

\* The profiles of the Directors proposed for re-election are given on page 14 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

18th May 2010