

GLOSSARY

CAPITAL EMPLOYED

Total shareholders' funds plus debt and minority interest.

CAPITAL RESERVES

Reserves identified for specific purposes and considered not available for distribution.

CURRENT RATIO

Current assets divided by current liabilities.

CONTINGENT LIABILITIES

Conditions or situations at the Balance Sheet date, the financial effect of which are to be determined by future events which may or may not occur.

DEBT

The sum of interest bearing long-term and short-term loans and overdrafts.

DEFERRED INCOME TAX

The net tax effect on items which have been included in the Income Statement, which would only qualify for inclusion on a tax return at a future date.

DIVIDEND COVER

Net profit attributable to the ordinary shareholders divided by the total dividend paid and proposed.

EARNINGS

Profit after tax less minority interest.

EARNINGS PER SHARE

Profit attributable to ordinary shareholders divided by the weighted average number of ordinary shares in issue during the year.

EBIT

Earnings before interest and tax.

EBITDA

Earnings before interest, tax, depreciation and amortisation.

EFFECTIVE RATE OF TAXATION

Income tax over profit before tax.

EQUITY

Total shareholders' funds.

GEARING

Debt divided by the sum of equity, minority interest and debt.

INTEREST COVER

Earnings before interest and tax divided by the total finance cost.

MARKET CAPITALISATION

The number of ordinary shares in issue multiplied by the market price per share as at the reported date.

MINORITY INTEREST

Part of the net results of operations and of net assets of a subsidiary attributable to interests which are not owned, directly or indirectly, through Subsidiaries, by the Parent.

NET ASSETS PER SHARE

Shareholders funds divided by the number of ordinary shares in issue as at the end of the year.

PRICE EARNINGS RATIO

Market price per share divided by the earnings per share.

RETURN ON EQUITY

Profit after tax, minority interest and extraordinary items divided by average shareholders' funds at the beginning and end of the year.

REVENUE RESERVES

Reserves set aside for future distributions and Investments.

RETURN ON CAPITAL EMPLOYED

Operating profit divided by average capital employed.

SEGMENT

Constituent business units grouped in terms of similarity of operations and strategy.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of Hemas Holdings PLC will be held at the Auditorium of the Ceylon Chamber of Commerce, No. 50, Nawam Mawatha, Colombo 2 on Friday, the 29th day of June 2012 at 3.30 pm for the following purpose:-

AGENDA

1. To receive and consider the Statements of Accounts of the Company and of the Group for the year ended 31st March 2012, together with the Reports of the Directors and Auditors thereon.
2. To re-elect as Director, Mr. I A H Esufally retiring in terms of Article 84 of the Articles of Association of the Company.
3. To re-elect as Director, Mr. P K Mohapatra retiring in terms of Article 84 of the Articles of Association of the Company.
4. To re-elect as Director, Mr. R Gopalakrishnan retiring in terms of Article 72 of the Articles of Association of the Company.
5. To pass the ordinary resolution set out below to re-appoint as director Mr. J C L De Mel who is over 70 years of age and vacates office as a director of the Company in terms of Section 210 (2) (a) of the Companies' Act No. 7 of 2007;

"RESOLVED that Mr. J C L De Mel who has reached the age of 75 years on 6th May 2012 be and is hereby re-appointed a Director of the Company and it is hereby declared as provided for in Section 211 (1) of the Companies Act No. 7 of 2007 that the age limit of 70 years referred to in Section 210 of the said Companies' Act shall not apply to Mr. J C L De Mel!"
6. To declare a final dividend of Rs. 0.25 per Ordinary share as recommended by the Board.

7. To re-appoint Messrs. Ernst & Young, Chartered Accountants as Auditors for the ensuing year and to authorize the Directors to determine their remuneration.
8. To authorize the Directors to determine and make donations to Charity.

By Order of the Board of
HEMAS HOLDINGS PLC

Hemas Corporate Services (Private) Limited
Secretaries
8th June 2012

Note:

A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote in his/her place.
A Proxy need not be a Member of the Company.
A Form of Proxy accompanies this Notice.

FORM OF PROXY

I/We

of

being a Member/s of Hemas Holdings PLC do hereby appoint one of the following Directors of the Company,

Mr. Lalith De Mel	or failing him
Mr. Husein Esufally	or failing him
Mr. Abbas Esufally	or failing him
Mr. Imtiaz Esufally	or failing him
Mr. Murtaza Esufally	or failing him
Mr. Maithri Wickremesinghe	or failing him
Mr. Pradipta Mohapatra	or failing him
Mr. Ramabadrán Gopalakrishnan	or failing him

Mr./Mrs.

of

as *my/our Proxy to *speak and /to vote for *me/us on *my/our behalf at the Ninth Annual General Meeting of Hemas Holdings PLC to be held at 3.30 p.m. on Friday the 29th day of June 2012 at the Auditorium of the Ceylon Chamber of Commerce, No 50, Nawam Mawatha, Colombo 2 and at any adjournment thereof.

	For	Against
1. To receive and consider the Statements of Accounts of the Company and of the Group for the year ended 31.03.2012 together with the Reports of the Directors and Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect as Director, Mr. Imtiaz Esufally retiring by rotation in terms of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect as Director, Mr. Pradipta Mohapatra retiring by rotation in terms of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect as Director, Mr. Ramabadrán Gopalakrishnan retiring by rotation in terms of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Mr. J C L De Mel as a Director of the Company in terms of Section 211 (1) of the Companies' Act No.7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
6. To declare a final dividend of Rs. 0.25 per share as recommended by the Board.	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint M/s Ernst & Young, Chartered Accountants, as auditors of the Company and to authorize the directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorize the Directors to determine and make donations to Charity.	<input type="checkbox"/>	<input type="checkbox"/>

*The Proxy may vote as he/she thinks fit on any other resolution brought before this meeting

..... Date:.....
Signature/s

Note:

1. Please delete the inappropriate words.
2. Instructions as to completion are noted on the reverse hereof.

INSTRUCTIONS AS TO COMPLETION OF FORM OF PROXY

1. Kindly perfect the Form of Proxy after filling in legibly your full name and address and by signing in the space provided. Please fill in the date of signature.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her.
3. In the case of Corporate Members, the Form of Proxy must be completed under the Common Seal, which should be affixed and attested in the manner prescribed by the Articles of Association /Statutes.
4. If the Form of Proxy is signed by an Attorney, the relevant Power of Attorney should also accompany the completed Form of Proxy.
5. the completed Form of Proxy, addressed to the Secretaries should be deposited at Hemas House, No. 75, Braybrooke Place, Colombo 2 not less than Forty Eight (48) hours before the time appointed for the Meeting.

CORPORATE INFORMATION

LEGAL FORM

Quoted Public Company with Limited
Liability listed on the Colombo Stock
Exchange on 15th October 2003

DATE OF INCORPORATION

10th December 1948

DATE OF RE-REGISTRATION

30th May 2007

NEW REGISTRATION NUMBER

P Q 6

ACCOUNTING YEAR END

31st March

REGISTERED OFFICE

Hemas House
No. 75, Braybrooke Place,
Colombo 2.

WEBSITE

www.hemas.com

AUDITORS

Ernst & Young
Chartered Accountants
No. 201, De Saram Place,
Colombo 10.

DIRECTORS

Lalith De Mel (Chairman)
Husein Esufally (CEO)
Abbas Esufally
Imtiaz Esufally
Murtaza Esufally
Maithri Wickremesinghe
Praditpa Mohapatra
Divyaroop Bhatnagar (Resigned 31.03.2012)
Ramabadrans Gopalakrishnan (Appointed 01.04.2012)

SECRETARIES & REGISTRARS

Hemas Corporate Services (Pvt) Ltd
No. 75, Braybrooke Place,
Colombo 2.
Telephone: 4731731 (hunting)
Facsimile: 4731777

LAWYERS TO THE COMPANY

D.L.& F De Saram
No. 47, Alexandra Place,
Colombo 7.

BANKERS

Bank of Ceylon
Commercial Bank of Ceylon PLC
CITI Bank N.A
Deutsche Bank AG
DFCC Bank PLC
Hong Kong & Shanghai Banking Corp. Ltd
Hatton National Bank PLC
Nations Trust Bank PLC
National Development Bank PLC
Peoples Bank
Standard Chartered Bank
Sampath Bank PLC

HEMAS HOLDINGS PLC

Hemas House
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Colombo 02,
Sri Lanka.
www.hemas.com

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