

## Share Information

### Analysis of Shareholders According to the Number of Shares as at 31 March 2015

Shareholdings	Resident			Non Resident			Total		
	Number of Shareholders	Number of Shares	(%)	Number of Shareholders	Number of Shares	(%)	Number of Shareholders	Number of Shares	(%)
1 to 1,000 Shares	3,118	1,345,036	0.26	23	13,277	-	3,141	1,358,313	0.26
1,001 to 10,000 Shares	1,124	3,779,459	0.73	22	102,500	0.02	1,146	3,881,959	0.75
10,001 to 100,000 Shares	243	7,071,046	1.37	14	493,270	0.10	257	7,564,316	1.47
100,001 to 1,000,000 Shares	49	18,100,486	3.51	17	6,969,456	1.35	66	25,069,942	4.86
Over 1,000,000 Shares	11	375,866,490	72.95	21	101,549,600	19.71	32	477,416,090	92.66
	4,545	406,162,517	78.82	97	109,128,103	21.18	4,642	515,290,620	100.00

Categories of Shareholders	Number of Shareholders	Number of Shares
Individual	4,370	38,644,899
Institutional	272	476,645,721
	4,642	515,290,620

### Computation of Public Shareholding

Issued Share Capital as at 31 March 2015	515,290,620
Less	
Parent Company	-
Subsidiaries of Parent	-
Directors' Shareholding (a)	18,502,040
Spouses of Directors and Chief Executive Officer	-
Key Management Personnel	-
Close Family Members (b)	2,500,000
Controlling Interest (c)	348,720,825
Over 10% Holding	-
<b>Public Holding</b>	<b>145,567,755</b>
Public Holding as a % of Issued Share Capital	28.25%
Total Number of Shareholders	4,642
Number of Persons Holdings Shares Excluded when computing Public Holding %	12
Number of Shareholders representing the Public Holding	4,630

## (a) Directors Shareholding

	31.03.2015	31.03.2014
Mr. A.N Esufally	2,283,585	2,283,585
Mr. H. N Esufally	5,836,705	5,836,705
Mr. I.A.H Esufally	4,424,000	4,424,000
Mr. M.A.H Esufally	5,946,500	5,946,500
Mr. M.E Wickremesinghe	11,250	11,250
Mr. P.K Mohapatra	-	-
Mr. R Gopalakrishnan	-	-
Mr. D.S Weerakkody	-	-
Dr. S.A.B Ekanayake	-	-
Mr. S.M Enderby	-	-
Mr. W.M.De F Arsakularatne	-	-
	18,502,040	18,502,040

## (b) Close Family Members

	31.03.2015	31.03.2014
Ms. Sabrina Esufally	250,000	250,000
Mr. Adam Esufally	250,000	250,000
Ms. Sakina Imtiaz Esufally	2,000,000	2,000,000
	2,500,000	2,500,000

## (c) Controlling Interest

	31.03.2015	%	31.03.2014	%
A Z Holdings (Pvt) Ltd	90,762,875	17.61	90,762,875	17.61
Saraz Investment (Pvt) Ltd	86,396,035	16.77	86,396,035	16.77
Blueberry Investments (Pvt) Ltd	85,781,250	16.55	85,781,250	16.55
Amagroup (Pvt) Ltd	85,780,665	16.65	85,780,665	16.65
	348,720,825		348,720,825	

## Share Information

Share Trading	2015		2014	
Market Price				
Highest (Rs.)	89.90	09/01/2015 and 16/02/2015	42.20	31/01/2014
Lowest (Rs.)	37.70	01/04/2014	26.70	04/04/2013 and 05/04/2013
As at Year End (Rs.)	73.70	31/03/2015	37.70	31/03/2014
No. of Trades	11,346		6,849	
No. of Shares Traded	105,534,776		28,777,453	
Value of Shares Traded (Rs.Mn)	5,697		999	
Market Capitalization (Rs.Mn)	37,977		19,426	
<b>List of Top 20 Major Shareholders</b>	<b>2015</b>	<b>%</b>	<b>2014</b>	<b>%</b>
	<b>Number of Shares</b>		<b>Number of Shares</b>	
A Z Holdings (Pvt) Ltd.	90,762,875	17.61	90,762,875	17.61
Saraz Investments (Pvt) Ltd.	86,396,035	16.77	86,396,035	16.77
Blueberry Investments (Pvt) Ltd.	85,781,250	16.65	85,781,250	16.65
Amagroup (Pvt) Ltd.	85,780,665	16.65	85,780,665	16.65
HSBC Intl Nominees Ltd- JPMLU-Franklin Templeton Investment Funds	37,153,700	7.21	-	-
Pemberton Asian Opportunities Fund	10,000,000	1.94	-	-
HSBC Intl. Nom Ltd-SSBT-National Westminster Bank PLC a Depository of First State Indian Subcontinent	9,732,370	1.89	9,732,370	1.89
HSBC Intl. Nom Ltd-SSBT-National Westminster Bank PLC a Depository of First State Asia Pacific Susta	6,272,899	1.22	6,272,899	1.22
M A H Esufally	5,946,500	1.15	5,946,500	1.15
H N Esufally	5,836,705	1.13	5,836,705	1.13
HSBC Intl. Nominees Ltd. - JPMCB- Scottish ORL SML TR GTI 6018	5,149,500	1.00	5,149,500	1.00
Anverally and Sons (Pvt) Ltd A/C no 01	4,526,340	0.88	4,207,881	0.82
I A H Esufally	4,424,000	0.86	4,424,000	0.86
HSBC Intl Nom Ltd-SSBT- Wasatch Frontier Emerging Small Countries Fund	3,868,367	0.75	-	-
HSBC Intl Nom Ltd-JPMCB- Pacific Assests Trust PLC	3,051,800	0.59	3,051,800	0.59
HSBC Intl Nom Ltd-State Street Luxembourg c/o SSBT - Alliancebernstein Next 50 Emerging Markets (Maste)	2,915,348	0.57	-	-
HSBC Intl Nom Ltd-BBH-Grandeur Peak Emerging Markets Opportunities Fund	2,492,145	0.48	-	-
HSBC International Nominees Ltd.-JPMCB- Templeton Global Investment Trust - Templeton Emerging Markets	2,379,832	0.46	-	-
Mellon Bank N.A.-Frontier Market Opportunities Master Fund,L.P	2,319,087	0.45	-	-
A N Esufally	2,283,585	0.44	-	-
	457,073,003	88.70		

## Glossary

### Capital Employed

Total shareholders' funds plus debt and non controlling interests.

### 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 reporting 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 non controlling interests.

### 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 expense and tax.

### EBITDA

Earnings before interest, tax, depreciation and amortisation.

### Effective Rate of Taxation

Income tax over profit before tax.

### Equity

Equity Attributable to Equity Holders of the Parent.

### Gearing

Debt divided by the sum of equity, non controlling interests 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.

### Non Controlling Interests

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.

### Operating Profit

Profit before interest and tax.

### Price Earnings Ratio

Market price per share divided by the earnings per share.

### Return on Capital Employed

Earnings before interest expense and tax divided by average of capital employed at the beginning and end of the year.

### Return on Equity

Profit after tax, non controlling interests 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.

### Segment

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

# Notice of Meeting

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of Hemas Holdings PLC will be held at the Auditorium of The Institute of Chartered Accountants of Sri Lanka, No. 30A, Malalasekera Mawatha, Colombo 07 on Friday the 03rd day of July 2015 at 3.30 p.m. 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 2015 together with the Reports of the Directors and Auditors thereon
2. To re-elect as Director, Mr. Imtiaz Esufally retiring by rotation in terms of Article 84 of the Articles of Association of the Company
3. To re-elect as Director, Mr. Ramabadran Gopalakrishnan retiring by rotation in terms of Article 84 of the Articles of Association of the Company.
4. To re-elect as Director, Mr. Husein Esufally retiring by rotation in terms of Article 84 of the Articles of Association of the Company.
5. To declare a final dividend of Rs. 0.70 per Ordinary share as recommended by the Board.
6. To re-appoint M/s Ernst & Young, Chartered Accountants, as Auditors of the Company for the ensuing year and to authorize the Directors to determine their remuneration.
7. 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*

11 June 2015

### *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. Husein Esufally	or failing him
Mr. Steven Enderby	or failing him
Mr. Abbas Esufally	or failing him
Mr. Imtiaz Esufally	or failing him
Mr. Maithri Wickremesinghe	or failing him
Mr. Murtaza Esufally	or failing him
Mr. Pradipta Mohapatra	or failing him
Mr. Ramabadran Gopalakrishnan	or failing him
Mr. Dinesh Weerakkody	or failing him
Dr. Anura Ekanayake	or failing him
Mr. Malinga Arsakularatne	or failing him

Mr./Mrs. ....

of.....

as \*my/our Proxy to \*speak and /to vote for \*me/us on \*my/our behalf at the at the Twelfth Annual General Meeting of Hemas Holdings PLC to be held at 3.30 p.m. on Friday the 03rd day of July 2015 at the Auditorium of the Institute of Chartered Accountants of Sri Lanka, No. 30A, Malalasekera Mawatha, Colombo 07, Sri Lanka 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 31.03.2015 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. Ramabadran Gopalakrishnan 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. Husein Esufally retiring by rotation in terms of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5.	To declare a final dividend of Rs. 0.70 per share as recommended by the Board.	<input type="checkbox"/>	<input type="checkbox"/>
6.	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"/>
7.	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

.....

Signature/s

Date: .....

Note:

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

## Form of Proxy

### INSTRUCTIONS AS TO COMPLETION OF THE 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, address to the Secretaries should be deposited at 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](http://www.hemas.com)

## Auditors

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

## Directors

Husein Esufally (Chairman)  
Steven Enderby (CEO)  
Abbas Esufally  
Intiaz Esufally  
Murtaza Esufally  
Maithri Wickremesinghe  
Pradipta Mohapatra  
Ramabadran Gopalakrishnan  
Dinesh Weerakkody  
Dr. Anura Ekanayake  
Malinga Arsakularatne (CFO)

## Secretaries

Hemas Corporate Services (Pvt) Ltd  
No. 75, Braybrooke Place,  
Colombo 2  
Telephone : 011 4 731731 (hunting)  
Facsimile : 011 4 731777

## Registrars

SSP Corporate Services (Pvt) Ltd  
No. 101, Inner Flower Road,  
Colombo 3 (w.e.f. 1st April 2014)

## Lawyers to the Company

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

## Bankers

Commercial Bank of Ceylon PLC  
Deutsche Bank AG  
Hong Kong & Shanghai Banking Corp. Ltd  
Hatton National Bank PLC  
Standard Chartered Bank  
Nations Trust Bank PLC  
People's Bank  
Sampath Bank PLC  
National Development Bank PLC

Designed & produced by



Digital Plates & Printing by  
Softwave Printing and Publishing (Pvt) Ltd





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