

**MINUTES OF THE ADJOURNED (60<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE OVERSEAS SCHOOL OF COLOMBO (GUARANTEE) LIMITED HELD ON 25<sup>TH</sup> MARCH 2021 AT 5.00 P.M. AT THE HILTON HOTEL, COLOMBO 01 AND BY VIDEO CONFERENCE (VIA ZOOM).**

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- PRESENT** : Ms. Amena Arif - Chair/Member  
Ms. Nancy T. Vanhorn - Director/Member  
Mr. Rahul Bhan - Director/Member  
Mr. Jelmer Jort Kuyvenhoven - Director/Member  
Mr. Jonas K. Bridgwater - Director/Member  
Ms. Aruni Goonetilleke - Director/Member  
Mr. Ari Nathan - Director/Member  
Ms. Tiia Juhkam - Director/Member  
Mr. U. Sudath N. P. Perera - Director/Member  
Mr. Raj Omprasadham -Director/Member
- BY INVITATION** : Mr. Jivan Goonetilleke, Attorney-at-Law – representing Messrs.  
D. L. & F. De Saram  
Ms. Heshanthi Madugalle - -do-  
Ms. Ishiika De Fonseka - -do-  
Ms. Suwendrini Dimbulana - -do-  
Mr. Shanaka De Livera – representing De Livera Associates  
Dr. Michelle Kleiss – Head of School  
Ms. Vidya Niyangoda – Head of Administrative Operations  
Ms. Natalie Dassanayake – Executive Secretary to Head of School  
Ms. Trisha Illangakoon – Admissions and Communications Officer  
Ms. Anushka Weragoda – Accounts Officer  
Mr. Crishan Fernando - Head of Facility, Security and Transport  
Dr. Indrika Senaratna - School Doctor  
Ms. Clover Hicks - Assistant Secondary Principal  
Mr. Jehan de Silva - Head of Marketing  
Mr. Antony Rappai - Head of IT  
Ms. Samantha Wood - Assistant Primary Principal  
Mr. Jason Grandbois - Primary Principal  
Ms. Claire McQuillan - Secondary Principal  
Mr. Ajith Nathaniels - Head of Security and Transport  
Ms. Geraldine Rasiah
- MEMBERS PRESENT** : As per list attached herewith.
- IN ATTENDANCE** : Mrs. S. N. D. Fernando – Company Secretary

The Chair welcomed all members present to the adjourned Annual General Meeting (AGM) of the Company.

The Chair informed the members that 05 Directors of the Company were attending the Adjourned AGM in person and the other Directors were participating through the virtual platform. Chair explained how to use the online platform to vote and invited the members to raise questions if any.

- 1.) Ms. Karen Mera queried if she had submitted a ballot paper would they still vote online? Chair clarified a link will not be received by those who have voted already as those votes are already accounted for.
- 2.) Ms. Annika Fernando queried that she had received an e-ballot link only for herself as a member but not for the proxy she is holding. Chair informed that she had given 2 email addresses and to please check the other email as well.
- 3.) Some members raised queries on not receiving the proxy links to which as clarified by the technical staff, The Chair requested everyone to check their junk mail and also that the links were sent to the email address given on the registration forms.
- 4.) Mr. Wijaya Priyantha Hettiarachchi observing that several emails have been forthcoming from the Chair, the School, etc., etc., which is somewhat confusing and to kindly bring about some discipline to the modes of communication into the system. The Chair acknowledged the necessity to do so and agreed to look into the possibility of creating an email inbox.

Since there were no more queries and 05 more minutes remained in the time allocated for the queries, at the end of the 05 minutes the 1<sup>st</sup> item on the Agenda will be taken up.

**1. To ratify the appointment of Ms. Tiia Juhkam as a Designated Director in terms of Article 9.1 of the Articles of Association of the Company.**

The Chair invited the members to open the link and cast their vote to ratify the appointment of Ms. Tiia Juhkam as a Designated Director in terms of Article 9.1 of the Articles of Association of the Company. The Chair announced the total votes received as e-votes and through ballot papers submitted.

For – 148

Against – 31

The Chair declared that the resolution the appointment of Ms. Tiia Juhkam as a Designated Director in terms of Article 9.1 of the Articles of Association of the Company has been ratified.

Chair invited Ms. Aruni Goonetilleke to take the Chair as Chair Pro-tem since Chair Ms. Amina Arif herself was retiring as a Director of the Company. Ms. Aruni Goonetilleke took over as Chair Pro-tem.

**2. To elect a Director in place of Mr. Jonas Bridgwater who retires in terms of Article 13.2 of the Articles of Association of the Company, to elect a Director in place of Mr. U. Sudath N. P. Perera who retires in terms of Article 13.2 of the Articles of Association of the Company, to elect a Director in place of Mr. Raj Omprasadham who will retire at the Adjourned AGM, to elect a Director in place of Ms. Amena Arif who retires in terms of Article 13.2 of the Articles of Association of the Company,**

Pro-tem Chair stated that Mr. Jonas Bridgwater, Mr. U. Sudath N. P. Perera, Mr. Raj Omprasadham and Ms. Amena Arif have retired as Directors from the Board of Directors of the Company. We thank them for their service on the Board.

The items related to the election of Directors to the Board to replace the retiring Directors will not be taken up individually. Instead of taking each resolution separately, the names of all eligible nominees will be put to the house to vote and the members can their vote based on their preference.

Once the assembly has voted, those with the highest votes will be declared elected after screening for nationality restrictions or any other conflicts. In the event of an eligibility issue (e.g. nationality), the next nominee with the highest vote count will become a contender.

The nominees eligible are:

<b>Nominees Eligible</b>	<b>Nationality</b>
Mr. Suresh Arsecularatne	Sri Lankan/ Australian
Ms. Annika Fernando	Sri Lankan/ Australian
Ms. Aishath Lu-u-lua Hassan	Maldivian
Mr. Reza Magdon Ismail	Sri Lankan
Mr. Kumar Sangakkara	Sri Lankan
Mr. Ajai Vir Singh	Indian/ Permanent Resident
Mr. Ian Wilson	British
Mr. Stephen Wilson	South African
Ms. Aminath Zahir	Maldivian

Details of the eligible nominees had been shared with the assembly. For each nominee a brief profile to introduce them was presented before the commencement of the voting.

The results of the voting recorded for the highest votes received for four nominees were as follows:

<b>Nominees Eligible</b>	<b>Votes received</b>	<b>Nationality</b>
Mr. Stephen Wilson	141	South African
Ms. Aishath Lu-u-lua Hassan	128	Maldivian
Ms. Aminath Zahir	125	Maldivian
Mr. Kumar Sangakkara	62	Sri Lankan

Chair Pro-tem declared that Mr. Stephen Wilson has been appointed as a Director of the Company with immediate effect.

Chair Pro-tem declared that Ms. Aishath Lu-u-lua Hassan has been appointed as a Director of the Company with immediate effect.

Chair Pro-tem declared that Ms. Aminath Zahir has been appointed as a Director of the Company with immediate effect.

Chair Pro-tem declared that Mr. Kumar Sangakkara has been appointed as a Director of the Company with immediate effect.

Chair Pro-tem whilst congratulating the newly appointed Directors; declared that the Adjourned AGM was concluded and thanked the membership for their participation.

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Chair Pro-tem