

# Notice of Annual Meeting of Shareholders

Notice is hereby given that the Annual Meeting of Shareholders of LAVASTONE LTD (the "Company") will be held at 'La Galerie du Génie', 246 Edith Cavell Court, 6 Edith Cavell Street, Port Louis on 10 February 2022 at 13:00 hours to transact the following business in the manner required for passing ordinary resolutions:

1. To consider the Company's Annual Report for 2021.
2. To receive the Auditors' report for the year ended 30 September 2021.
3. To consider and approve the Company's audited financial statements for the year ended 30 September 2021.

## ORDINARY RESOLUTION I

"RESOLVED THAT the Company's audited financial statements for the year ended 30 September 2021 be hereby approved."

4. To re-elect Mrs Vijaya Lakshmi (Ruby) SAHA as Director<sup>1</sup> of the Company to hold office until the next Annual Meeting in accordance with Section 138 (6) of the Companies Act 2001.

## ORDINARY RESOLUTION II

"RESOLVED THAT Mrs Vijaya Lakshmi (Ruby) SAHA be hereby re-elected as Director of the Company to hold office until the next Annual Meeting in accordance with Section 138 (6) of the Companies Act 2001."

5. To re-elect by way of separate resolutions the following persons as Directors<sup>1</sup> of the Company:

Messrs Jean France Gaetan AH KANG, Jose ARUNASALOM, Vedanand Singh MOHADEB, Colin Geoffrey TAYLOR and Marie Joseph Nicolas VAUDIN.

## ORDINARY RESOLUTIONS III to VII

"RESOLVED THAT Mr [\*] be hereby re-elected as Director<sup>1</sup> of the Company."

- III. Jean France Gaetan AH KANG
- IV. Jose ARUNASALOM
- V. Vedanand Singh MOHADEB
- VI. Colin Geoffrey TAYLOR
- VII. Marie Joseph Nicolas VAUDIN

6. To approve the appointment of Mr Philip Simon TAYLOR<sup>2</sup> as Non-Executive Director of the Company.

## ORDINARY RESOLUTION VIII

"Resolved that Mr Philip Simon TAYLOR be appointed as Non-Executive Director of the Company."

7. To approve the appointment of Mrs Ann Charlotte VALLET<sup>2</sup> as Non-Executive Director of the Company.

## ORDINARY RESOLUTION IX

"Resolved that Mrs Ann Charlotte VALLET be appointed as Non-Executive Director of the Company."

8. To re-appoint Messrs BDO & Co Ltd as auditors of the Company to hold office until the next Annual Meeting of Shareholders and to authorise the Board of Directors to fix their remuneration for the financial year 2021/2022.

# Notice of Annual Meeting of Shareholders

## ORDINARY RESOLUTION X

“RESOLVED THAT Messrs BDO & Co Ltd be re-appointed as auditors of the Company to hold office until the next Annual Meeting of Shareholders and that the Board be hereby authorised to fix the auditors’ remuneration for the financial year 2021/2022.”

9. Shareholders’ question time.

By order of the Board  
Cim Administrators Ltd  
Company Secretary

19 January 2022

## Notes:

1. A shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy or a representative (in the case of a shareholder company), whether a shareholder of the Company or not, to attend and vote on his/her behalf.
2. The instrument appointing the proxy or the representative should reach the Company Secretary, Cim Administrators Ltd, c/r Edith Cavell & Mère Barthélemy streets, Port-Louis, not less than twenty-four (24) hours before the Meeting or any adjourned meeting at which the person named on such instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.
3. The Directors of the Company have resolved that, for the purposes of the Annual Meeting of Shareholders and in compliance with Section 120 (3) of the Companies Act 2001, only those shareholders whose names are registered in the share register of the Company as at 11 January 2022 will be entitled to receive this Notice and accordingly be allowed to attend and vote at the Annual Meeting of Shareholders.
4. A proxy form and a corporate resolution form are annexed to this notice. They are also available at the Registered Office of the Company, 1<sup>st</sup> Floor, 246 Edith Cavell Court, 6 Edith Cavell Street, Port Louis and can also be downloaded on the Company’s website: [www.lavastone.mu](http://www.lavastone.mu).
5. The minutes of proceedings of the last Annual Meeting of Shareholders held on 09 August 2021 are available for consultation at the registered office of the Company during business hours.
6. Appropriate social distancing and sanitary measures will be enforced during the meeting in line with the guidelines from the authorities.
7. Should there be a full or partial lockdown on 10 February 2022, the Annual Meeting of Shareholders of the Company will be postponed to a later date. We will communicate such dates through the media and via our website [www.lavastone.mu](http://www.lavastone.mu).

<sup>1</sup> Profiles and categories of the Directors proposed for re-election can be found on pages 68 to 69 of the Company’s Annual Report 2021 and can be viewed on the Company’s website: [www.lavastone.mu](http://www.lavastone.mu).

<sup>2</sup> A brief profile of the Director proposed for appointment is provided hereunder.

### **PHILIP SIMON TAYLOR**

Philip currently heads the development of a fast growing hospitality technology service “start-up” by the name of [www.hospitality-plus.travel](http://www.hospitality-plus.travel).

After completing a BSC in Hotel Management at the University of Surrey (England) in 1989 and an MBA in Corporate Finance in 1994 also at the University of Surrey, Philip moved to Mauritius and headed the Rogers Group’s international development. In 2010, Philip set up a business development advisory firm with projects spanning from property development, energy, logistics, financial services to hospitality and tourism.

Philip is the Honorary Consul of Finland in Mauritius.

He currently serves as non-executive director on the Board of CIM Financial Services Ltd and is also a member of the Corporate Governance and Conduct Review Committee of CIM Financial Services Ltd.

### **ANN CHARLOTTE VALLET**

Ann Charlotte Vallet currently serves as director on the Board of Taylor Smith Investment Ltd, a privately-owned family business based in Mauritius with some activities in the Seychelles and Rodrigues.

She is also the Chairperson and Manager of Taylor Smith Foundation, an entity created in 2010 through the Taylor Smith Group. The aim of the Taylor Smith Foundation is to promote education and youth development, the empowerment of women and families, sports and the protection of the environment. Ann Charlotte has been working for the foundation for the last eleven years.

Ann Charlotte holds a BTEC National Diploma in Travel & Tourism from “The College for the Distributive Trades” in London and a Cordon Bleu Diploma from “Winkfield Place” in Windsor.

She has held various positions such as commercial coordinator for Mautourco Ltd, assistant to the manager for L’Ile Aux Images, sales coordinator for Air Mauritius and manager of ACV Ltd.

# Corporate Resolution

NAME OF COMPANY: [REDACTED]

WRITTEN RESOLUTIONS IN LIEU OF HOLDING A BOARD MEETING [IN ACCORDANCE WITH ARTICLE [REDACTED] OF THE CONSTITUTION OF THE COMPANY/AS PER SECTION 7 OF THE EIGHTH SCHEDULE OF THE COMPANIES ACT 2001] - DATED THIS [REDACTED]

We, the undersigned, being Directors of [REDACTED] [Name of the company], who at the date of these written resolutions are entitled to attend and vote at a board meeting of the Company, hereby certify that the following written resolutions for entry in the Minutes Book of the Company have been delivered to and approved by us.

Resolved that Mr/Mrs/Ms [REDACTED] be authorised to act as the representative of the Company and to vote on its behalf at the Annual Meeting of Shareholders of LAVASTONE LTD to be held at 'La Galerie du Génie', 246 Edith Cavell Court, 6 Edith Cavell Street, Port Louis on 10 February 2022 at 13:00 hours and at any adjournment thereof and that its vote on the resolutions set out below be cast as follows:

Resolutions:		For	Against	Abstain
I.	Resolved that the audited financial statements of the Company for the year ended 30 September 2021 be hereby approved.			
II.	Resolved that Mrs Vijaya Lakshmi (Ruby) SAHA be hereby re-elected as Director of the Company to hold office until the next Annual Meeting in accordance with Section 138 (6) of the Companies Act 2001.			
III.	Resolved that Mr Jean France Gaetan AH KANG be hereby re-elected as Director of the Company.			
IV.	Resolved that Mr Jose ARUNASALOM be hereby re-elected as Director of the Company.			
V.	Resolved that Mr Vedanand Singh MOHADEB be hereby re-elected as Director of the Company.			
VI.	Resolved that Mr Colin Geoffrey TAYLOR be hereby re-elected as Director of the Company.			
VII.	Resolved that Mr Marie Joseph Nicolas VAUDIN be hereby re-elected as Director of the Company.			
VIII.	Resolved that Mr Philip Simon TAYLOR be appointed as Non-Executive Director of the Company.			
IX.	Resolved that Mrs Ann Charlotte VALLET be appointed as Non-Executive Director of the Company.			
X.	Resolved that Messrs BDO & Co Ltd be re-appointed as auditors of the Company to hold office until the next Annual Meeting of Shareholders and that the Board of Directors of the Company be hereby authorised to fix the auditors' remuneration for the financial year 2021/2022.			

Director [REDACTED]  
Director [REDACTED]  
Director [REDACTED]  
Director [REDACTED]  
Director [REDACTED]

Note 1: A shareholder company may appoint a representative (whether a shareholder of the Company or not) to attend and vote on his/her behalf.

Note 2: If the corporate resolution appointing the representative is returned without an indication as to how the representative shall vote on any particular resolution, the representative will exercise his/her discretion as to whether, and if so how, he/she votes.

Note 3: The corporate resolution appointing the representative should reach the Company Secretary, Cim Administrators Ltd, c/r Edith Cavell & Mère Barthélemy streets, Port-Louis, not less than twenty-four (24) hours before the Meeting or any adjourned meeting at which the person named on such instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.

Note 4: The minutes of proceedings of the last Annual Meeting of Shareholders held on 09 August 2021 are available for consultation at the registered office of the Company during business hours.

Note 5: Appropriate social distancing and sanitary measures will be enforced during the meeting in line with the guidelines from the authorities.

Note 6: Should there be a full or partial lockdown on 10 February 2022, the Annual Meeting of Shareholders of the Company will be postponed to a later date. We will communicate such dates through the media and via our website [www.lavastone.mu](http://www.lavastone.mu).

# Proxy Form

I/We \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_

being a shareholder/shareholders of Lavastone Ltd (the "Company") hereby appoint Mr/Mrs/Ms

\_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ or

failing him/her the Chairman of the Company as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual Meeting of Shareholders of the Company to be held at 'La Galerie du Génie', 246 Edith Cavell Court, 6 Edith Cavell Street, Port Louis on 10 February 2022 at 13:00 hours and at any adjournment thereof.

I/We desire my/our vote(s) to be cast on the resolutions set out below as follows:

Resolutions:	For	Against	Abstain
I. Resolved that the audited financial statements of the Company for the year ended 30 September 2021 be hereby approved.			
II. Resolved that Mrs Vijaya Lakshmi (Ruby) SAHA be hereby re-elected as Director of the Company to hold office until the next Annual Meeting in accordance with Section 138 (6) of the Companies Act 2001.			
III. Resolved that Mr Jean France Gaetan AH KANG be hereby re-elected as Director of the Company.			
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V. Resolved that Mr Vedanand Singh MOHADEB be hereby re-elected as Director of the Company.			
VI. Resolved that Mr Colin Geoffrey TAYLOR be hereby re-elected as Director of the Company.			
VII. Resolved that Mr Marie Joseph Nicolas VAUDIN be hereby re-elected as Director of the Company.			
VIII. Resolved that Mr Philip Simon TAYLOR be appointed as Non-Executive Director of the Company.			
IX. Resolved that Mrs Ann Charlotte VALLET be appointed as Non-Executive Director of the Company.			
X. Resolved that Messrs BDO & Co Ltd be re-appointed as auditors of the Company to hold office until the next Annual Meeting of Shareholders and that the Board of Directors of the Company be hereby authorised to fix the auditors' remuneration for the financial year 2021/2022.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Signature(s) \_\_\_\_\_

*Note 1. An individual shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy (whether a shareholder or not) to attend and vote on his/her behalf.*

*Note 2. If the instrument appointing the proxy is returned without an indication as to how the proxy shall vote on any particular resolution, the proxy will exercise his/her discretion as to whether, and if so how, he/she votes.*

*Note 3. The instrument appointing the proxy should reach the Company Secretary, Cim Administrators Ltd, c/r Edith Cavell & Mère Barthélemy streets, Port-Louis, not less than twenty-four (24) hours before the Meeting or any adjourned meeting at which the person named on such instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.*

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# Consent to receive corporate communication electronically

I/We consent to receive by e-mail, notice of shareholders' meetings, annual reports, accounts, credit advices and other shareholder documents made available to me/us in my/our capacity as shareholder of LAVASTONE LTD ("Lavastone") and also agree to receive notification that documents such as annual reports and circulars have been posted on Lavastone's website for consultation. I/we further agree to abide to the Terms and Conditions defined below.

I/We

(Name of shareholder – primary shareholder in case of joint holding)

National Identity Card (for individuals)

Business Registration Number (for corporate bodies)

Email address:

Name of signatory:  Signature/s:

Contact number:  Date:



## Terms and conditions:

- Upon my/our signature(s) and receipt by Lavastone of the present form, issuance of paper notices of meetings, annual reports, accounts and other shareholder documents, shall be discontinued. However, in particular circumstances, Lavastone reserves the right to send documents or other information to its shareholders in hard copy rather than by e-mail.
- Lavastone shall not be held responsible for any failure in transmission beyond its control any more than it can for postal failures.
- The current instruction shall remain valid until written revocation is sent to Lavastone, c/o MCB Registry & Securities Ltd, 9<sup>th</sup> Floor, MCB Centre, Sir William Newton Street, Port Louis.
- The current instruction is valid for all my/our shares held in Lavastone. Lavastone shall take all reasonable precautions to ensure that viruses are not present in any communication it sends out and shall not accept responsibility for any loss or damage arising from the opening or use of any e-mail or attachments from Lavastone.
- As a corporate shareholder, we shall ensure that the e-mail address provided shall easily be read by/ accessible to employees responsible for our shareholding in Lavastone and that any de-activation of the said e-mail address will be notified promptly to Lavastone.
- It is my/our responsibility to inform Lavastone of any change to my/our e-mail address.
- I/We will hold Lavastone and/or its agents harmless in the execution of my/our present instructions.