



TESS AGRO PLC

No. 87, New Nuge Road, Kelaniya

Tel. +94 11 2269859, Web: www.tess.lk, Email: info.tessagro@gmail.com

CIRCULAR TO SHAREHOLDERS

THIRTIETH (30TH) ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE YEAR 2022/23

Dear Shareholder/s

It is with great pleasure that the Board of Directors of Tess Agro PLC (the Company) presents the Company's Annual Report for the Financial Year ended 31st March 2023 and convenes the Thirtieth 30th) Annual General Meeting (AGM) of the Company to be held on Wednesday, the 15th of November 2023 at Sri Lanka Foundation Institute, Sri Lanka Padanama Mw, 100 Independence Square, Colombo 00700.

As a precautionary measure and in the interest of protecting the health and safety of shareholders, Directors and other attendees, the Board of Directors kindly requests the shareholders to strictly adhere to the terms indicated under Item No. 03 of this circular.

1. NOTICE OF ANNUAL GENERAL MEETING AND FORM OF PROXY

The NOTICE OF ANNUAL GENERAL MEEETING and the FORM OF PROXY are attached to this Circular as Annexures A and B respectively.

This Circular together with the attachments thereto can be accessed on Colombo Stock Exchange link as set out in Item No. 02 below.

2. ANNUAL REPORT FOR THE FINANCIAL YEAR 2022/23

The Annual Report 2022/23 of the Company is published and available for download from the website of Colombo Stock Exchange.

The relevant links are as follows:

(i) Colombo Stock Exchange Website- <https://cse.lk/pages/company-profile/company-profile.component.html?symbol=TESS.N0000>

(ii) You may also scan the QR Code given below to directly access the Annual Report 2022/23.



Printed copies of the Annual Report will be made available to shareholders on request. Any shareholder who makes a request for a printed copy of the Annual Report will be provided with such printed copy within eight (8) Market Days from the date of receipt of the written request. [A FORM OF REQUEST that could be used for the said purpose is attached herewith as Annexure C].

You may forward this request via email to info.tessagro@gmail.com

Should you require assistance relating to your request for a printed copy of the Annual Report, you may contact please contact any one of the following staff members during office hours (9.30 a.m. to 4.30 p.m.) on any working day on +94 112910859.

Mr Terrence Sylvester- terrence.tess@gmail.com

Mr Amila Nishantha – amila.tessagro@gmail.com

3. HEALTH SCREENING MEASURES

Health screening measures will be carried out and maximum safety precautions will be taken at the aforesaid venue and the Company will not be responsible for any negligence on the part of the Shareholders / Proxy holders.

Persons with respiratory infections of any type including a cough, cold, sore throat or exhibiting any other similar symptoms is advised not to enter the Meeting.

4. FURTHER COMMUNICATIONS

In the event the Company is required to take any actions in relation to the Meeting, in the best interests of the Meeting attendees and/or in line with any communications, guidelines, directives or orders issued by the Government of Sri Lanka, Notice of such action shall be given by way of an announcement to the CSE .

By order of the Board

TESS Agro PLC

Company Secretaries.

Director/Secretaries

27th of September 2023



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NOTICE OF MEETING (ANNEXURE A)

Notice is hereby given that the Thirtieth (30th) Annual General Meeting of Tess Agro Plc will be held at Sri Lanka Foundation Institute, 100, Sri Lanka Padanama Mwt Independence Square Colombo 7 on the 15th November 2023 at 10.30 am for the following purposes.

The Agenda:

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Statements of Accounts for the year ended 31st March 2023 and the Report of the Auditors thereon.
2. Mrs. S.F. Fernando who is over 70 years of age as a Director, will retire as per the age limit stipulated in section 210 of the Companies Act and that Mr Srdjan Veselenovic as Director of the company in her place.
3. To Re-elect Prof. A.H.O. Bamunuarachchi who is over 70 years of age as a Director, by passing the following resolution. "The age limit stipulated in section 210 of the Companies Act no 07 of 2007 shall not apply to Prof. A.H.O.Bamunuarachchi who has attained 78 years and that he be re-elected a Director of the company"
4. To reappoint M/S Sarma & Co, Chartered Accountant as auditors and authorise the Directors to determine their remuneration.
5. To authorise the Directors to determine payments for the year 2022/2023 for charitable and other purposes as set out in the Companies Donations Act (Cap 147).

Note

1. A member is entitled to appoint a proxy to attend and vote in his/her place.
2. A Proxy need not be a member of the Company.
3. A member wishing to vote by proxy at the meeting may use the proxy form enclosed.
4. To be valid, the completed proxy form must be lodged at the registered office of the Company not less than 48 hours before the time fixed for the meeting. [s1]Means of a physical meeting

By Order of the Board of Directors Tess Agro PLC

Prestige Secretaries and Consultants Pvt Ltd

Colombo

13th September 2023



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FORM OF PROXY (ANNEXURE B)

Tess Agro PLC

I/We.....
.....of
.....being a member/members of
Tess Agro PLC, hereby appoint.

01.
.....of
.....

02. Mr Dishan Fernando (Chairman of the Company) of Colombo or failing him one of the Director of the company as my/our/proxy to vote as indicated hereunder for melus and on my /our behalf at the Thirtieth Annual General Meeting of the company to be held on 15th of No 2023 and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

i. To adopt the report of the directors and the statement of Accounts for the year ended 31 March 2023 with the report of the auditors thereon.

☐☐

ii. Mrs. S.F. Fernando who is over 70 years of age as a Director, will retire as per the age limit stipulated in section 210 of the Companies Act and elect Mr Srdjan Veselenovic as Director of the company in her place.

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iii. To Re-elect Prof. A.H.O. Bamunuarachchi who is over 70 years of age as a Director by passing the following resolution.

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*The age limit stipulated in section 210 of the Companies Act no 07 of 2007 shall not apply to Prof. A.H.O. Bamunuarachchi Who has attained 77 years and that he be re-elected a Director of the company.

☐☐

iv. To reappoint M/S Sarma & Co, chartered Accountant as auditors and authorize the Directors to determine their remuneration.

☐☐

The proxy my vote as he thinks fit on any other resolution brought before the meeting.

Dated this.....day

of.....2023

Witness

.....

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Signature of Shareholder

Note:

01. A proxy need not be a member of the company

02. Instruction regarding completion appear on the reverse hereof

Instruction as to Completion:

- To be valid this form of proxy must be deposited at the Registered Office of the Company No 87, New Nuge Road, Keleniya not later than forty eight (48) hours prior or the time appointed for the holding of the meeting.
- In perfecting the form please ensure that all details are legible.
- Please indicate with an X in the space provided how your proxy is to vote on each resolution. If no indication given or the indication is not clear, the proxy in his discretion, will vote as he thinks fit. Please delete () if you do not wish your proxy to vote as he think fit on any other resolution brought before the meeting.
- In the case of Company/Corporation, the proxy must be under its common seal which should be affixed and attested in the manner prescribed in the Article of Association.
- On the case of a proxy signed by an attorney, the power of attorney must be deposited at the Registered Office for registration.



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(ANNEXURE C)

REQUEST FOR PRINTED COPY OF THE ANNUAL REPORT 2023

Name of shareholder

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Address for report delivery

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Folio No./CDS No.

NIC No.

Address- No. 87, New Nuge Road, Kelaniya

Website- www.tess.lk

Email- reports@tess-group.com