



TESS AGRO PLC

No. 87, New Nuge Road, Kelaniya

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

CIRCULAR TO SHAREHOLDERS

THIRTY FIRST (31st) ANNUAL GENERAL MEETING AND THE ANNUAL REPORT FOR THE YEAR 2023/24

Dear Shareholder/s,

We are pleased to present the Annual Report for the Financial Year ending on 31st March 2024 and to convene the Thirty-First (31st) Annual General Meeting (AGM) of Tess Agro PLC (the Company). The AGM will be held virtually via Zoom on Tuesday, 29th October 2024, at 10:30 AM from the Company's Head Office, No. 87, New Nuge Road, Kelaniya.

1. NOTICE OF ANNUAL GENERAL MEETING AND FORM OF PROXY

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

These documents, along with this Circular, can also be accessed on the Colombo Stock Exchange (CSE) website, as mentioned in Item 2 below.

2. ANNUAL REPORT FOR THE FINANCIAL YEAR 2023/24

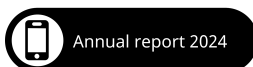
The Annual Report 2023/24 of the Company is published and available for download from the website of Colombo Stock Exchange.

The relevant links are as follows:

(i) Colombo Stock Exchange Website-

https://cdn.cse.lk/cmt/upload_report_file/781_1727687543694.pdf

(ii) Alternatively, scan the QR code below for direct access to the Annual Report 2023/24.



Printed copies of the Annual Report will be made available upon request. Shareholders who wish to obtain a printed copy may request one by sending a written request, and such copies will be provided within eight (8) market days of receipt. [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@tess.lk

For any assistance related to obtaining the printed copy of the Annual Report, please contact the following staff member during office hours (9:30 AM to 4:30 PM) on any working day:

Ms Nilanga Tel: +94 117555859 , 0704669859

3. FURTHER COMMUNICATIONS

If the Company is required to take any actions concerning the Meeting in the best interest of attendees, or in compliance with any Government of Sri Lanka directives, guidelines, or orders, such action will be communicated via an announcement on the CSE website.

By order of the Board
TESS AGRO PLC
Company Secretaries.

Sgd
Prestige Secretaries and Consultants Pvt Ltd

Director/Secretaries
22nd October 2024



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NOTICE OF MEETING (ANNEXURE A)

Notice is hereby given that the Thirty First (31st) Annual General Meeting (AGM) of the Company will be held via Zoom on Tuesday, the 29th of October 2024 at 10.30 AM, broadcast from the Company's Head Office at No. 87, New Nuge Road, Kelaniya, 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 2024 and the Report of the Auditors thereon.
2. 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"
3. To reappoint M/S Sarma & Co., Chartered Accountant as auditors and authorize the Directors to determine their remuneration.
4. To authorize 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 needs to register for this meeting (Annexure C) by filling the registration form provided and forward to the companies email address 24 hours prior to the meeting.
2. A member is entitled to appoint a proxy to attend and vote in his/her place.
3. A Proxy need not be a member of the Company.
4. A member wishing to vote by proxy at the meeting may use the enclosed Proxy form.
5. 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
22nd October 2024



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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
.....

Or

02. Mr. Dilshan Fernando (Chairman of the Company) or, failing him, one of the Directors as my/our proxy to vote on my/our behalf at the Thirty-First (31st) Annual General Meeting of the Company to be held on 29th October 2024 and at any adjournment thereof.

	For	Against
i. To adopt the report of the directors and the statement of Accounts for the yearended 31 March 2024 with the report of the auditors thereon.	☐	☐
ii. 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 and that he be re-elected a Director of the company.		
iii. To reappoint M/S Sarma & Co, chartered Accountant as auditors and authorizethe Directors to determine their remuneration.	☐	☐