

Dilmah Ceylon Tea Company Plc
Company No. PQ 209
No.111, Negombo Road, Peliyagoda

CIRCULAR TO THE SHAREHOLDERS

Dear Shareholder,

39th Annual General Meeting of the Company

In consideration of the prevailing pandemic situation in the country and in the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the Government of Sri Lanka the Board of Directors of Dilmah Ceylon Tea Company Plc has decided to convene its Thirty Ninth Annual General Meeting (AGM) virtually according to the guidelines issued by the Colombo Stock Exchange on hosting virtual AGM's.

Accordingly, notice is hereby given that the AGM will be conducted in the following manner:

01. The 39th AGM of Dilmah Ceylon Tea Company Plc will be convened on 19th November 2020, at the Board Room of MJF Group, 111 Negombo Road, Peliyagoda, at 11.00 a.m. via a virtual platform.
02. Adhering to the social distancing requirement necessitated by the Government, the Board of Directors and a few other key officials who are required for the administration of formalities at the AGM only will be physically present at the Board Room.
03. All others shareholders are expected to participate via a virtual platform. Shareholders who wish to participate are required to forward their details for registration by filling out the document attached herewith marked "Form A".
04. Shareholders will have an opportunity to raise questions and/or make comments on the matters arising at the meeting. You are encouraged to send your questions in advance or use the chat option to post the question.
05. Voting on the items on the agenda will be registered by using an online platform or a designated ancillary online application. All of such procedures adopted will be explained to the shareholders prior to the commencement of the meeting.
06. The Notice of meeting, Form of Proxy, circular to shareholders and other documents are be made available to you on Company's official website and on the Colombo Stock Exchange ("CSE") website. For any queries relating to same please contact our officials on +(9411)4822000 during normal office hours.
07. The Board encourages the shareholders to appoint a member of the Board to act as their proxy where they wish to appoint a proxy.
08. Shareholders who are unable to participate at the virtual meeting are invited to forward their suggestions, questions and concerns (if any) relating to agenda items and any other documents relating to the AGM to the registered office of the Company 48 hours before the AGM. The Board will ensure that they are discussed and addressed where relevant.
09. The annual report and the financial statements of the Company are available on the following websites and the relevant links are given below, enabling all shareholders to access same;
Official website : www.dilmahtea.com
Colombo stock exchange: <https://www.cse.lk/pages/company-profile/company-profile.component.html?symbol=CTEA.N0000>

10. If a shareholder wishes to obtain a printed copy of the Annual Reports, they may send a written request to the registered office of the Company by filling the request form attached herewith,
11. Should you face any technical difficulties in joining the virtual AGM, you may call the IT support hotline +94 77 013 2157 (Thilantha)

Below mentioned documents are attached herewith

1. Online AGM Registration Form (Form A)
2. Request for a printed copy of the Annual Report
3. Notice of Meeting
4. Form of Proxy

By Order of the Board

Dilmah Ceylon Tea Company Plc



Ms. Jayanga Wegodapola

Company Secretary

15th October 2020

FORM A

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE MEETING

1. Full Name of the Principal Shareholder:
2. Residential Address:
3. NIC No. / Passport No. / Company Registration No:
4. Contact No. (Residence): (Mobile):
5. Email Address:.....
6. Names of the Joint Holder(s) (If any) (i)
(ii)
7. National Identify Card Number(s) of Joint Holder(s) (i)
(ii)

In the event a proxy holder is appointed by the Shareholder, following details are to be furnished;

8. Full Name:.....
9. Residential Address:
10. NIC No. / Passport No. :
11. Contact No. (Residence): (Mobile):
12. Email Address:

Participation in the AGM - Please tick the box below.

I/ My Proxy holder am/ is willing to participate at the AGM via the **online platform**

☐

Signature(s)

Principal Shareholder

01st Joint Holder

02nd Joint Holder

Date:

Date:

Date:

Notes:

- Shareholders who wish to attend the meeting through an online platform are requested to provide their email address in the space provided in order to forward the web link/ username/ password/ necessary instructions.
- In the case of a company/ corporation, the shareholder details form must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
- In the case of a Power of Attorney, this form signed by the Power of Attorney must be deposited at the Registered Office of the Company for registration.
- Duly completed registration Forms should be delivered to Dilmah Ceylon Tea Company Plc, 111, Negombo Road, Peliyagoda not less than 48 hours before the time appointed for the meeting.

Accountant
Dilmah Ceylon Tea Company Plc
No. 111,
Negombo Road, Peliyagoda.

REQUEST FOR A PRINTED COPY OF THE ANNUAL REPORT DILMAH CEYLON TEA COMPANY PLC

☐ I would like to receive the printed version of the 2019/20 Annual Report of Dilmah Ceylon Tea Company Plc.

My details are as follows,

Full Name of Shareholder	
Shareholder's NIC No./ Passport No./ Company Registration No.	
Address	
Contact Number	

.....
Signature

.....
Date

Notes:

- This form of request should be filled in legibly, signed and dated.
- The completed Form should be mailed to registered address of the company not less than 48 hours before the time appointed for the meeting.
- In the event of joint shareholders, the Form may be executed by the registered principal shareholder.
- In the event that the shareholder is a company, the Form may be executed under the Common Seal of the company or by a duly authorized representative.
- For any queries regarding this Form of Request please contact Chryshanthi on +94 11 482 2315 during normal office hours or e-mail to chryshanthi.victoria@dilmahtea.com.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty Ninth (39th) Annual General Meeting of Dilmah Ceylon Tea Company Plc to be convened on 19th November 2020 at 11.00 am, at the Board Room of MJF Group, 111 Negombo Road, Peliyagoda, via a virtual platform for the following purposes:

The business to be brought before the meeting will be to;

1. Read the notice convening the meeting
2. To pass the ordinary resolution set out below to re-elect Mr. Merrill J. Fernando who is 90 years of age, as a Director of the Company.

“IT IS HEREBY RESOLVED that Mr. Merrill J. Fernando who is 90 years of age be and is hereby re-elected a Director of the Company and it is hereby declared as provided for in section 211 of the Companies Act. No.7 of 2007 that the age limit of 70 years referred to in section 210 of the said Companies Act shall not apply to Mr. Merrill J. Fernando”

3. To pass the ordinary resolution set out below to re-elect Mr. Himendra S. Ranaweera who is 73 years of age, as a Director of the Company.

“IT IS HEREBY RESOLVED that Mr. Himendra S. Ranaweera who is 73 years of age be and is hereby re-elected a Director of the Company and it is hereby declared as provided for in section 211 of the Companies Act. No.7 of 2007 that the age limit of 70 years referred to in section 210 of the said Companies Act shall not apply to Mr. Himendra S. Ranaweera”

4. To pass the ordinary resolution set out below to re-elect Mr. Gritakumar E. Chitty who is 81 years of age, as a Director of the Company.

“IT IS HEREBY RESOLVED that Mr. Gritakumar E. Chitty who is 80 years of age be and is hereby re-elected a Director of the Company and it is hereby declared as provided for in section 211 of the Companies Act. No.7 of 2007 that the age limit of 70 years referred to in section 210 of the said Companies Act shall not apply to Mr. Gritakumar E. Chitty”

5. To pass the ordinary resolution set out below to re-elect Mr. Rajanayagam Asirwatham who is 77 years of age, as a Director of the Company.

“IT IS HEREBY RESOLVED that Mr. Rajanayagam Asirwatham who is 77 years of age be and is hereby re-elected a Director of the Company and it is hereby declared as provided for in section 211 of the Companies Act. No.7 of 2007 that the age limit of 70 years referred to in section 210 of the said Companies Act shall not apply to Mr. Rajanayagam Asirwatham”

6. To re-elect as a Director, Ms. Minette D A Perera who retires by rotation under section 24 of the Articles of Association.
7. To re-elect as a Director Mr. Darshana Gunasekera who retires in terms of Article 23 (2) of the Articles of Association.
8. To receive and adopt the Annual Report of the Board of Directors on the affairs of the Company and Financial Statements for the year ended 31st March 2020 along with the Report of the Auditors thereon.
9. To declare a final dividend of Rs.5/- per share as recommended by the Board of Directors.

10. To re-appoint Ernst & Young, Chartered Accountants, as Auditors of the Company and to authorize the Directors to determine their remuneration.
11. To authorize the Directors to make donations to determine and make donations and contributions to charities.
12. Consider any other business of which due notice has been given in terms of the relevant laws and regulations.

By order of the Board,



Ms. Jayanga Wegodapola
Company Secretary
At Colombo
15th October 2020

Notes:

- A shareholder is entitled to appoint a Proxy to attend and vote at the meeting on his/her behalf.
- A Proxy need not be a shareholder of the Company.
- A Form of Proxy accompanies this Notice.
- The completed Proxy should be delivered to Registered Office of the Company, Dilmah Ceylon Tea Company Plc not less than 48 hours before the time appointed for the meeting.

Form of Proxy

I/We.....
 NIC No. of being a
 shareholder /shareholders of Dilmah Ceylon Tea Company Plc hereby appoint
of NIC No.
of

or failing him*

Mr. Merrill Joseph Fernando of Colombo or failing him
 Mr. Malik Joseph Fernando of Colombo or failing him
 Mr. Dilhan Chrishantha Fernando of Colombo or failing him
 Mr. Himendra Somasiri Ranaweera of Colombo or failing him
 Ms. Minette Delicia Anne Perera of Colombo or failing her
 Mr. Roshan Conrad Tissaarachy of Colombo or failing him
 Mr. Rajanayagam Nalliah Asirwatham of Colombo or failing him
 Mr. Gritakumar Edmund Chitty of Colombo or failing him
 Mr. Darshana Gunasekera of Colombo

As my/our proxy to represent me/us, to speak and to vote as indicated hereunder for me/us and on my/our behalf at the Thirty Ninth Annual General Meeting of the Company to be held on 19th of November 2020 at 11.00 am and at every poll which may be taken in consequence of the aforesaid Meeting and at any adjournment thereof.

- | | for | against |
|---|--------------------------|--------------------------|
| 1. To pass the ordinary resolution set out under item 2 of the Notice of Meeting for the reappointment of Mr. Merrill Joseph Fernando who is 90 years of age, as a Director of the Company | ☐ | ☐ |
| 2. To pass the ordinary resolution set out under item 3 of the Notice of Meeting for the reappointment of Mr. Himendra S. Ranaweera who is 73 years of age, as a Director of the Company. | ☐ | ☐ |
| 3. To pass the ordinary resolution set out under item 4 of the Notice of Meeting for the reappointment of Mr. Gritakumar E. Chitty who is 81 years of age, as a Director of the Company | ☐ | ☐ |
| 4. To pass the ordinary resolution set out under item 5 of the Notice of Meeting for the reappointment Mr. Rajanayagam Asirwatham who is 77 years of age, as a Director of the Company | ☐ | ☐ |
| 5. To pass the ordinary resolution set out under item 6 of the Notice of Meeting to re-elect as a Director, Ms. Minette D A Perera who retires by rotation under section 24 of the Articles of Association | ☐ | ☐ |
| 6. To pass the ordinary resolution set out under item 7 of the Notice of Meeting to re-elect as a Director Mr. Darshana Gunasekera who retires in terms of Article 23 (2) of the Articles of Association. | ☐ | ☐ |
| 7. To pass the ordinary resolution set out under item 8 of the Notice of Meeting to receive and adopt the Annual Report of the Board of Directors on the affairs of the Company and Financial Statements for the year ended 31st March 2020 along with the Report of the Auditors thereon | ☐ | ☐ |

- | | | |
|--|--------------------------|--------------------------|
| 8. To pass the ordinary resolution set out under item 9 of the Notice of Meeting to declare a final dividend of Rs. 5/- per share as recommended by the Board of Directors | ☐ | ☐ |
| 9. To pass the ordinary resolution set out under item 10 of the Notice of Meeting to re-appoint retiring Auditors Messer. Ernst & Young, Chartered Accountants, as Auditors of the Company and to authorize the Directors to determine their remuneration. | ☐ | ☐ |
| 10. To pass the ordinary resolution set out under item 11 of the Notice of Meeting to authorize the Directors to determine and make donations and contributions to charities | ☐ | ☐ |

Signed on this day of Two Thousand and Twenty.

.....
Signature of Shareholder/s

*Please delete what is inapplicable.

Note:

1. Instructions as to completion appear on the reverse.
2. A Proxy need not be a shareholder of the Company.

Instructions for completion

1. Kindly perfect the Proxy by filling legibly your full name and address and by signing in the space provided and filling in the date of signature.
2. In the case of corporate members, the proxy form must be under the seal or hand of an authorized officer or attorney.
3. If the proxy form is signed by an attorney, the relevant Power of Attorney should accompany the proxy form for registration, if such Power of Attorney has not already been registered with the Company.
4. The completed proxy form should be deposited at the registered office of the Company at the address given below not less than 48 hours before the time appointed for the Meeting.