RENUKA CAPITAL PLC

'RENUKA HOUSE' P.O. Box 25, # 69, Sri Jinaratana Road, Colombo 02, Sri Lanka.
Tel: 94 - 11 - 2314750 -5, 2422694 Fax: 94 - 11 - 2445549
E-mail: inquiries@renukagroup.com
Website : www.renukagroup.com
Company No. : PQ 149

RENUKA CAPITAL

CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s

21st July 2021

VIRTUAL EXTRAORDINARY GENERAL MEETING OF RENUKA CAPITAL PLC

Following the issuance of guidelines by the Colombo Stock Exchange (CSE) due to the COVID-19 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 Extraordinary General Meeting (EGM) of RENUKA CAPITAL PLC will be held virtually as per the manner prescribed below

1. The Extraordinary General Meeting (EGM) of RENUKA CAPITAL PLC will be held Virtually at 'RENUKA HOUSE', No. 69, Sri Jinaratana Road, Colombo 2 at 3.40 p.m. on Friday, 20th August 2021.

2. The EGM shall be held in compliance with the principles set out in the guidelines issued by the CSE.

3. The Board of Directors, Company Secretaries Representatives from the Registrars and Auditors and the Shareholders will participate in the meeting through audio or audiovisual means as a measure to maintain social distancing requirements to mitigate the dangers of spreading the virus.

4. For any further queries on this matter, please contact any one of the following staff members during Office hours (8.30 a.m. to 5.00 p.m.) any working day on +94 (0) 112314750-5

Name	Email
Mrs. S. Senanayake	susanthis@renukagroup.com.
Ms. W.A.D.M. Wickramasinghe	legal2@renukagroup.com

Yours faithfully
By Order of the Board,
Sgd.
Renuka Enterprises (Pvt) Ltd
Company Secretaries

Note :

1. In the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the Government of Sri Lanka, the Extraordinary General Meeting of RENUKA CAPITAL PLC will be a virtual meeting held by participants joining through audio or audiovisual means or through their dully appointed proxy in the manner specified in the attachment 'Guidelines and Registration process for the Extraordinary General Meeting (EGM) via online meeting platform'

2. The EGM will be held in line with the guidelines issued by the Colombo Stock Exchange and as per applicable laws. The EGM is scheduled on the assumption that no curfew will be in force on the EGM date and that there would be no restriction imposed by the authorities on conduction of meetings.

3. The Chairman, and the members of the Board of Directors, Company Secretaries, Representatives from the Registrars, Auditors and Shareholders will participate in the meeting through audio or audiovisual means as a measure to maintain social distancing requirements to mitigate the dangers of spreading the virus.

RENUKA CAPITAL PLC

GUIDELINES AND REGISTRATION PROCESS FOR THE EXTRAORDINARY GENERAL MEETING (EGM) VIA ONLINE MEETING PLATFORM

Shareholders / Proxy holders who wish to participate in the Extraordinary General Meeting of **RENUKA CAPITAL PLC** to be held via an Online Meeting Platform (Virtual EGM), could do so by using a smart phone or a desktop computer.

If a Shareholder/Proxy holder intends to join the Virtual EGM via a smart phone, it is necessary for him/her to download the **"Zoom Mobile App"** onto his /her smart phone.

Similarly if a Shareholder/Proxy holder wishes to attend the Virtual EGM via a desktop computer, the link can be opened by downloading the **"Zoom Desktop App"** to the respective desktop computer (compatible web browser: **Google Chrome**).

1. Shareholder who wish to participate in the Virtual EGM of **RENUKA CAPITAL PLC** either by themselves or through their Proxies are requested to forward their details to the Company Secretaries as per the attached **REGISTRATION FORM**.

2. The duly completed and signed **REGISTRATION FORM** should be delivered to the Company Secretaries, Address/ Email / Tel to be received by the Secretaries by 3.40 p.m. on 12th August 2021. If participation in the meeting through a Proxy, the duly completed and signed **FORM OF PROXY** should accompany the **REGISTRATION FORM**.

   Note:

   If a Proxy is appointed, the information set out in the **REGISTRATION FORM** pertaining to the Proxy holder should tally with the information indicated in the duly completed **FORM OF PROXY** submitted by the Shareholder.

3. The Company will verify all registration requests and identification details received as aforesaid, against the details of Shareholders set out in the Shareholders' Register and accept the registrations for the Virtual EGM if it is satisfied with the request and supporting documents (if any).

   Shareholders whose registration requests are accepted will receive an email confirmation from the Company acknowledging the acceptance of their request.

4. The Shareholders who successfully complete their registration as set out in 4 above, will receive the log in link for participation in the meeting referred to as **"Join the Virtual EGM of Renuka Capital PLC"** and credentials.

5. In order to join the Virtual EGM, participants are required to click on **"Join the Virtual EGM of Renuka Capital PLC"**. In some instances the system call for the credentials and if that is required, please enter the credentials to gain access to the Virtual EGM.

6. On completion of this process, you will be directed to the Virtual EGM Zoom Platform, where you can participate in the Virtual EGM.

It is recommended that the Shareholders / Proxy holders complete the process join the EGM at least ten (10) minutes before the start of the EGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

7. Shareholders/Proxy holders may use the **Q & A** tab to submit their questions or concerns in typed format .

8. When declaring the voting on a resolution, Chairman will take in to account the voting of the Shareholders/ Proxy holders participating virtually

9. **30 seconds** will be allocated for Shareholders/ Proxy holders to cast their vote in respect of each resolution. The results will be processed and announced by the Chairman **15 seconds** after the end of the time slot allocated for voting.

10. In a situation where a Poll is demanded and Shareholders are required to vote on the Poll, a mechanism similar to that referred to for voting, will be applicable. This will be moderated by the Chairman of the meeting.

It is advised to check the online EGM access at least 3 hours prior and also ensure that your devices have an audible sound system so that you could be participate in the EGM comfortably.

RENUKA CAPITAL PLC

Annexure

EXTRAORDINARY GENERAL MEETING
REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE VIRTUAL MEETING

To: Renuka Capital PLC
No. 69, Sri Jinaratana Road,
Colombo 8.

1. Full Name of the Shareholder: ....

....

2. Shareholder's Address: ....

....

3. Shareholder's NIC No. / Passport No. / Co. Reg No.: ....

4. Shareholder's Contact No.: (Residence) .... (Mobile)..

5. Name of the Proxy Holder: ....

6. Proxy holder's NIC No. / Passport No. / Co. Reg. No.: ....

7. Proxy holder's Contact No.: (Residence) .... (Mobile)..

8. Shareholder's/ Proxy holder's E-mail: ....

9. Participation at the EGM Via an online platform: YES /NO

10. Name of Joint holder/s (If any): (i) ....

(ii) ....

11. National Identity card number/s of Joint holder/s: (i)...(ii)..

....	....	....
Shareholder's signature/Date	**1st Joint holder's signature/Date**	**2nd Joint holder's signature/Date**

Note:

1) Shareholders are requested to provide their email address in the space provided in order to forward the Virtual EGM Zoom link & necessary instruction, if they wish to attend the EGM through the online platform.

2) 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.

3) In the case of a Power of Attorney, the Shareholder Details Form signed by the Power of Attorney must be deposited at the Registered Office of the Company for registration.

RENUKA CAPITAL PLC

PROPOSED CHANGE OF NAME

Renuka Capital PLC is an investment Company and its largest investment is in the Shares of Shaw Wallace & Hedges Ltd, which is an associate Company.

In view of this, the Board of Directors of the Company has proposed to change the name of the Company to Shaw Wallace Investments PLC.

Accordingly, the Board of Directors of the Company recommend that the name of the Company be changed to 'Shaw Wallace Investments PLC'.

As required by the Companies Act No. 7 of 2007, the requisite approval of name has been obtained from the Registrar of Companies.

To give effect to the aforementioned change of name of the Company, the Company require the passing of a Special Resolution. Accordingly, an Extraordinary General Meeting of the Company is convened in terms of the attached Notice for the passing of the requisite Special Resolution.

If you are unable to be present at the Extraordinary General Meeting, you are kindly requested to complete and return the attached Form of Proxy to the Registered Office of the Company not less than 48 hours before the time appointed for the holding of the Meeting so that your proxy can exercise your vote in accordance with your directions.

Yours faithfully,

By Order of the Board,
Sgd.
Renuka Enterprises (Pvt) Ltd
Company Secretaries
21st July 2021

RENUKA CAPITAL PLC

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NOTICE OF MEETING

Notice is hereby given that n Extraordinary General Meeting of RENUKA CAPITAL PLC will be held virtually on Friday, 20th August 2021 at 3.40 p.m. for the purpose of considering and if thought fit, passing the following Resolution as a Special Resolution

Special Resolution - Change of Name

IT IS HEREBY RESOLVED that the name of the Company be changed from 'Renuka Capital PLC ' to 'Shaw Wallace Investments PLC'.

By Order of the Board,
Sgd.
Renuka Enterprises (Pvt) Ltd
Company Secretaries
21st July 2021

Note:-

(i) A member entitled to participate and vote at the above Meeting is entitled to appoint a proxy to participate and vote instead of the member, such proxy need not be a member.

(ii) A Form of Proxy is enclosed with this Circular to Shareholders.

(iii) The completed Form of Proxy should be deposited at the Registered Office of the Company at "Renuka House", No. 69, Sri Jinaratana Road, Colombo 2, on or before 3.40 p.m. on 18th August 2021, being not less than 48 hours before the time appointed for the holding of the Meeting.

RENUKA CAPITAL PLC

FORM OF PROXY

I / We ....
.... of
.... being a member/members of Renuka Capital PLC,
hereby appoint; ....
.... (NIC No. ....) of ....
....
Or failing her/him ....

Mr. S.V. Rajiyah or failing him
Mr. P. Gunathilake or failing him
Mr. B.V. Selvanayagam or failing him
Mr. M.R. Ratnasabapathy or failing him
Mr. K. Liyanagamage

as my/ our proxy to represent me / us and to speak and to vote on my / our behalf at the Extraordinary General Meeting of the Company to be held on the 20th August 2021 and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
To Change the name of the Company from 'Renuka Capital PLC' to 'Shaw Wallace Investments PLC'	☐	☐

Dated this .... day of .... 2021.

....
Signature of Shareholder

Note:

(a) A proxy need not be a member of the Company.
(b) Instructions regarding completion appear overleaf.

RENUKA CAPITAL PLC

INSTRUCTIONS AS TO COMPLETION OF THE FORM OF PROXY

1. To be valid, the completed Form of Proxy should be deposited at the Registered Office of the Company, at "Renuka House", No. 69, Sri Jinaratana Road, Colombo 2, on or before 3.40 p.m. on 18th August 2021 being not less than 48 hours before the time appointed for the holding of the Meeting.

2. In perfecting the Form of Proxy, please ensure that all the details are legible.

3. Please indicate with an 'X' in the space provided how your proxy to vote on each resolution. If no indication is given the proxy, in his discretion, will vote, as he thinks fit.

4. In the case of a Company / Corporation, the proxy must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.

5. In the case of proxy signed by the Attorney, the Power of Attorney must be deposited at the Registered Office at "Renuka House", No. 69, Sri Jinaratana Road, Colombo 2, for registration.