

CIRCULAR TO THE SHAREHOLDERS

MELSTACORP PLC

(PB 11755 PQ)

NO 110, NORRIS CANAL ROAD, COLOMBO 10, SRI LANKA

Dear Shareholder/s,

THE ANNUAL GENERAL MEETING OF MELSTACORP PLC FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021.

In the interest of protecting public health and facilitating social distancing in line with the guidelines issued by the Ministry of Health, Nutrition and Indigenous Medicine, the Annual General Meeting of the Company will be held as a virtual meeting, via an online meeting platform in the manner set out below, in line with the guidelines given by the Colombo Stock Exchange and the health authorities and as per the applicable laws:

A. GENERAL DETAILS

1. The AGM of **Melstacorp PLC** will be conducted from the “**Mini Auditorium**” of **DCSL PLC at No.110, Norris Canal Road, Colombo 10, Sri Lanka at 11.00 a.m. on 28th September 2021.**
2. The AGM will be held in accordance with the guidelines issued by the CSE for the hosting of a virtual AGM.
3. The Chairman, the Board of Directors, certain Key Management Personnel, the Company Secretary, the External Auditors and all others, including the shareholders, will participate in the meeting through audio or audio and visual means via the online meeting platform. These measures have been adopted to observe social distancing regulations/requirements to mitigate the dangers of spread of the COVID-19 virus.
4. The Annual Report of the Company for the financial year ended 31st March 2021 will be available for perusal on the Company website on **www.melstacorp.com** and the Colombo Stock Exchange website on **www.cse.lk.**
5. If you wish to receive a printed copy of the Annual Report for the financial year ended 31st March 2021, please complete and forward the Form of Request attached hereto (**Annexure 1**) by post to **Central Depository Systems (Private) Limited, Registrar Services and Corporate Actions Unit, No. 341/5, M & M Center, Kotte Road, Rajagiriya, Sri Lanka** or e-mail to **registrars@cse.lk** or facsimile to **+ 94 11 2440396**

B. SHAREHOLDERS' PARTICIPATION

1. The Shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
2. The shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through audio or audio visual means via the online platform only.
3. The shareholders who wish to participate at the meeting will only be able to join the meeting through audio or audio visual means via online platform. To facilitate this process, the shareholders are required to furnish the details of the shareholder and proxyholder, if any, by perfecting **Annexure II** to the circular to shareholders and forward same to **agm2021@melsta.com**, to reach the Company **not less than three (03) days before the date of the meeting** so that the **meeting login information** could be forwarded to the e-mail addresses so provided. Only shareholders or their duly appointed proxy holders are requested to log in to the virtual meeting platform 30 minutes prior to the time fixed for the meeting. The company shall not be responsible or liable for misuse and/or unauthorized use of login information.

4. To facilitate the appointment of proxies specified in B.1 and B.2 above, the Form of Proxy is attached with the Notice of Meeting. The duly filled Forms of Proxy should be sent to reach the Company via e-mail to **agm2021@melsta.com** or by post to the registered address of the Company No.110, Norris Canal Road, Colombo 10, Sri Lanka, **not less than thirty six (36) hours before the time fixed for the meeting.**

C. SHAREHOLDERS QUERIES

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company, via e-mail to **agm2021@melsta.com** or by post to the registered address of the Company No.110, Norris Canal Road, Colombo 10, Sri Lanka not less than three (03) days before the date of the meeting. This is in order to enable the Company to compile the queries and forward same for the attention of the Board of Directors so that they could be addressed at the meeting.

For any queries please contact **Ms. N. C. Gunawardena** of Melstacorp PLC as follows during office hours:
Telephone: **+94 11 5900380, +94 11 5900300 Ext: 380, +94 76 3122227** or
e-mail: **agm2021@melsta.com**

The Board wishes to thank the shareholders of the Company for their unwavering cooperation.

By order of the Board

CORPORATE SERVICES (PRIVATE) LIMITED

Secretaries

MELSTACORP PLC

216, De Saram Place, Colombo 10.

31st August 2021.

NOTICE OF MEETING

MELSTACORP PLC

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING OF MELSTACORP PLC will be held as a virtual meeting via an online meeting platform conducted from the "Mini Auditorium" of DCSL PLC, at No 110, Norris Canal Road, Colombo 10. Sri Lanka on 28th September 2021 at 11.00 a.m. for the following purposes.

1. To receive and consider the Annual Report of the Directors and the Financial Statements of the company for the year ended 31st March 2021.
2. To re-appoint M/s. KPMG, Chartered Accountants, as the Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration to be agreed with by the Board of Directors and to audit the Financial Statements of the Company for the accounting period ending 31st March 2022.
3. To re-elect as a Director Mr. Kolitha Jagath Kahanda who retires from office at the end of this Annual General Meeting in terms of the Article 86 of the Articles of Association of the Company and being eligible has offered himself for re-election.
4. To propose the following resolution as an ordinary resolution for the re-appointment of Mr. D. H. S. Jayawardena who has reached the age of 79 years.
"IT IS HEREBY RESOLVED that the age limit referred to in section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. D. H. S. Jayawardena who has reached the age of 79 years prior to the Annual General Meeting and that he shall accordingly be re-appointed"
5. To propose the following resolution as an ordinary resolution for the re-appointment of Mr. R. Seevaratnam who has reached the age of 78 years.
"IT IS HEREBY RESOLVED that the age limit referred to in section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. R. Seevaratnam who has reached the age of 78 years prior to the Annual General Meeting and that he shall accordingly be re-appointed"
6. To propose the following resolution as an ordinary resolution for the re-appointment of Mr. Niranjana De Silva Deva Aditya who has reached the age of 73 years.

"IT IS HEREBY RESOLVED that the age limit referred to in section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. Niranjana De Silva Deva Aditya who has reached the age of 73 years prior to the Annual General Meeting and that he shall accordingly be re-appointed"

7. To approve the donations and contributions made by the Directors during the year under review and to authorize the Directors to determine donations and contributions for the ensuing year

By order of the Board,

CORPORATE SERVICES (PRIVATE) LIMITED

Secretaries

MELSTACORP PLC

216, De Saram Place, Colombo 10.

31 August 2021, Colombo.

NOTES:

1. In the interest of protecting public health and facilitating distancing in line with the guidelines issued by the Ministry of Health, Nutrition and Indigenous Medicine, the Annual General Meeting of Melstacorp PLC will be held as a virtual meeting via an online meeting platform by participants joining in person or proxy and through audio or audio visual means in the manner specified below, in line with the guidelines given by the Colombo Stock Exchange and the health authorities and as per the applicable laws:

I. Attendance of the Chairman and the Board of Directors

The Chairman, Board of Directors, certain Key Management Personnel, the Company Secretary, and the External Auditors will participate in the meeting through audio or audio and visual means via the online meeting platform. These measures have been adopted to observe social distancing regulations/requirements to mitigate the dangers of spread of the COVID 19 virus.

II. Shareholder Participation

- a. Any Shareholder entitled to attend and vote is entitled to appoint a proxy or proxies in his/her stead. A form of proxy accompanies this notice. The proxy need not be a Shareholder of the Company.
- b. The shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
- c. The shareholders may also appoint any other persons other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting through audio or audio visual means only.
- d. The shareholders who wish to participate at the meeting will be able to join the meeting through audio or audio visual means, via the online meeting platform. To facilitate this process, the shareholders are required to furnish the details of the shareholder and proxy holder, if any, by perfecting Annexure II to the circular to shareholders and forward same to agm2021@melsta.com or by post to the registered address of the company No. 110, Norris Canal Road, Colombo 10. Sri Lanka, to reach the Company not less three (3) days before the date appointed for holding the meeting so that the meeting login information could be forwarded to the e-mail address as provided. The circular to the shareholders will be posted to all the shareholders along with the Notice of Meeting and the Form of Proxy.
- e. To facilitate the appointment of proxies, the Form of Proxy is attached hereto and the duly filled Form of Proxy should be sent to reach the Registrars of the Company via e mail **agm2021@melsta.com** or by post to the registered address of the company No. 110, Norris Canal Road, Colombo 10. Sri Lanka, **not less than thirty six (36) hours before the time fixed for the meeting.**

III. Shareholder's Queries

2. The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company, via e-mail to **agm2021@melsta.com** or by post to the registered address of the Company No. 110, Norris Canal Road, Colombo10, Sri Lanka **not less than three (03) days before the date of the meeting.** This is in order to enable the Company to compile the queries and forward the same to the attention of the Board of Directors so that same could be addressed at the meeting.
3. Voting in respect of the resolutions sought to be passed will be registered by using an online meeting platform or a designated ancillary online application. All of such procedures will be explained to the shareholders prior to the commencement of the meeting.
4. Shareholders can use the "Q&A Forum" to communicate your questions/concerns as and when required.
5. The Annual Report of the Company for the year 2020/21 will be available for perusal of the Company website **www.melstacorp.com** and the Colombo Stock Exchange website on **www.cse.lk**.

FORM OF PROXY

Folio No.	
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I / We.....
of.....being
a shareholder / shareholders of Melstacorp PLC hereby appoint Don Harold Stassen Jayawardena* or failing him Amitha Lal Gooneratne * or failing him Cedric Royle Jansz* or failing him Niranjana de Silva Deva Aditya* or failing him Kolitha Jagath Kahanda* or failing him Adrian Naomal Balasuriya* or failing him Don Hasitha Stassen Jayawardena* or failing him Ranjeevan Seevaratnam*
or.....of
..... as my/our* proxy to vote
for me/us on my/our behalf for/or against the resolution and/or to speak at the Annual General Meeting of the Company to be held on the 28th day of September 2021 and at any adjournment thereof.* Please delete the inappropriate words.

** Please write your Folio Number which is given on the top left of the address sticker

.....
Signature of Shareholder

Dated this day of 2021.

Notes:

1. Proxy need not be a shareholder of the Company.

2. In terms of the Article 72 of the Articles of Association of the Company.

The instrument appointing a proxy shall be in writing and, in the case of an individual shall be signed by the appointor or by his attorney; and in the case of a corporation shall be signed as provided by its Articles of Association by person/s authorised to do so, on behalf of the corporation. The Company may, but shall not be bound to require evidence of the authority of any person so signing, A proxy need not be a shareholder of the Company.

3. In terms of Article 73 of the Articles of Association of the Company.

The instrument appointing a proxy, and the power of attorney (if any) under which it is signed, or a notarially certified copy of such power, or any other document necessary to show the validity of or otherwise relating to the appointment of the Proxy shall be deposited for inspection at the Office or sent by electronic mail to an electronic mail account notified by the Company to the Shareholders in writing not less than thirty six hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll before the time appointed for taking of the poll at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid, provided however in the case of a meeting called by shorter notice as set out in Section 135(3) of the Act a proxy and any other documents as aforesaid shall be valid if deposited at the Office or received by electronic mail to an electronic mail account notified by the Company to the Shareholders in writing not less than twenty four hours before the time appointed for holding the meeting called by such shorter notice or such adjourned meeting.

4. In terms of Article 67 of the Articles of Association of the Company. In the case of joint-holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint-holders, and for this purpose seniority shall be determined by the order in which the name stands in the Register of Shareholders in respect of the joint holding.

5. Instructions as to completion are noted overleaf;

Instructions as to Completion of Form of Proxy

1. Kindly perfect the Form of Proxy by filling in the mandatory details required above, signing in the space provided and filling in the date of signature.
2. If the Form of Proxy is signed by an Attorney, the relative power of attorney should also accompany the proxy form for registration, if such power of attorney has not already been registered with the Company.
3. In the case of a Company / Corporation, the Form of Proxy shall be executed in the manner specified in the Articles of Association of Melstacorp PLC.
4. In the absence of any specific instructions as to voting, the proxy may use his / her discretion in exercising the vote on behalf of his appointer.
5. Duly filled forms of proxy should be sent to reach the Company via e-mail to **agm2021@melsta.com** or by post to the registered address of the Company
No: 110, Norris Canal Road, Colombo 10, Sri Lanka, **not less than thirty six (36) hours** before the time appointed for the holding of the meeting.

FORM OF REQUEST

Annexure I

To Central Depository Systems (Private) Limited
Registrar Services and Corporate Actions Unit
No. 341/5, M & M Center, Kotte Road,
Rajagiriya, Sri Lanka

☐ I would like to receive the printed version of the Annual Report of Melstacorp PLC

Full Name of the Shareholder (as on the CDS account / Share Certificate)	
Folio Number	
Company Registration No. / NIC No./ Passport No.	
Address	
Contact No.	

.....
Signature

.....
Date

Notes:

- (1) Please complete the Form of Request by filling in legibly the required information in BLOCK LETTERS signing in the space provided and filling in the date of signature.
- (2) Please post the completed Form of Request to the Registrars at the address given above or email to registrars@cse.lk or facsimile on +94 11 2440396
- (3) In the event the shareholder is a company the Form of request should be signed under Common Seal or by a duly authorized officer of the company in accordance with its Articles of Association.

මෙම වාර්තාව සම්පූර්ණයෙන්ම පිළියෙල කර ඇත්තේ ඉංග්‍රීසි භාෂාවෙනි. ඔබට සහාපතිතුමාගේ පණිවුඩය,
අධ්‍යක්ෂකවරුන්ගේ වාර්ෂික වාර්තාව සහ විගණක වාර්තාව සිංහල හෝ දෙමළ භාෂාවෙන් සකසන ලද
පරිවර්තනයක් අවශ්‍ය නම්, ඒ බව ලේකම්, මෙල්ස්ටාකෝප් පීඑල්සී අංක 110, නොර්ස් කැනල් පාර, කොළඹ 10 යන
ලිපිනයට 2021, සැප්තැම්බර් මස 23 වෙනි දිනට ප්‍රථම දන්වන්න.

இவ்வறிக்கை முழுமையாக ஆங்கிலத்தில் உள்ளது. தலைவரின் செய்தி, பணிப்பாளர் சபையின்
வருடாந்த அறிக்கை, கணக்காய்வாளரின் அறிக்கை, ஆகியவற்றின் சிங்களம் அல்லது தமிழ்
மொழிபெயர்ப்பு வேண்டுமாயின், தயவுசெய்து கடிதம் மூலம் பின்வரும் விலாசத்திற்கு,
2021 செப்டம்பர் மாதம் 23ம் திகதிக்கு முன் அறிவிக்கவும். செயலாளர்,
மெல்ஸ்டாகோர்ப் பி.எல்.சி, இலக்கம் 110, நொரிஸ் கெனல் வீதி, கொழும்பு 10.

This report is entirely in English. If you require a translated copy of The Chairman's Statement,
Annual Report of the Board of Directors and The Auditor's Report in Sinhala or Tamil,
please make a request by letter addressed to the Secretary, Melstacorp PLC,
No. 110, Norris Canal Road, Colombo 10, before 23rd September 2021.

REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

Annexure II

MELSTACORP PLC ANNUAL GENERAL MEETING

To : Melstacorp PLC
110, Norris Canal Road
Colombo 10
Sri Lanka.

1. Full Name of the Shareholder/s

Primary 1. _____

*Joint 2. _____

*Joint 3. _____

2. Shareholder/s Address: _____

3. Shareholder/s NIC NO./Passport No./ Co. Reg. No

Primary 1. _____

*Joint 2. _____

*Joint 3. _____

4. Shareholder/s Contact No Fixed Line: _____ Mobile : _____

e-mail : _____

5. Name of the Proxy holder : _____

6. Proxy holder's NIC No / Passport No : _____

7. Proxy holder's Contact No Fixed Line: _____ Mobile : _____

e-mail : _____

I/We hereby certify that the details given above are true and accurate and are furnished for the purpose of enabling my/our online participation at the Annual General Meeting. I/We acknowledge that the Company shall have the right to disable my/our participation in the event the above information furnished are found to be incorrect or inconsistent with shareholding records.

Shareholder's Signature/(s)

Shareholder's Signature /Date

*1st Joint Holder's Signature /Date

*2nd Joint Holder's Signature /Date

**Strike out if not applicable*

Instructions for completion.

1. Shareholders are advised to complete the form legibly in order to facilitate their participation through the online platform.
2. The “Web Link” for participation at the AGM through the online platform will be forwarded to the e-mail address provided by the shareholder.
3. In the case of a company / corporation, the registration must be under it’s common seal which should be affixed and attested.
4. In the case of the registration form signed by an Attorney the power of attorney must be deposited at the registered office of the company for registration.
5. It is mandatory for the shareholder/s to provide the e-mail address in the space provided above in order to forward the login information to facilitate the online participation at the meeting.
6. Duly filled Registration of Shareholder Details Form should be sent to the registered address of the Company, No.110, Norris Canal Road, Colombo 10, Sri Lanka or via e-mail to **agm2021@melsta.com**, not less than three (03) days before the date of the meeting.