

RENUKA HOLDINGS PLC

"Renuka House" No. 69, Sri Jinaratana Road, Colombo 2, Sri Lanka.
Telephone: 94 - 11 - 2314750 - 5 Fax : 94 - 11 - 2445549
Email: info@renukagroup.com
Website: www.renukagroup.com
Company No. : PQ 227



Circular to Shareholders

Dear Shareholder/s

28th August 2020

VIRTUAL ANNUAL GENERAL METING OF RENUKA HOLDINGS 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 40th Annual General Meeting (AGM) of Renuka Holdings PLC will be held virtually as per the manner prescribed below

1. The 40th Annual General Meeting of Renuka Holdings PLC will be held at 'BASELINE BUSINESS CENTER', No. 193, Dr. Danister De Silva Mawatha, Colombo 8 at 3.30 p.m. on Monday, 28th September 2020.
2. The AGM shall be held in compliance with the principles set out in the guidelines issued by the CSE for the hosting of a virtual AGM.
3. Only the Chairman, members of the Board of Directors, Company Secretaries, Representatives from the Registrars and Auditors will be present in person. 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. The annual report of the Company for the year ended 31st March 2020 will be available for perusal on the Company website on www.renukagroup.com and the Colombo stock Exchange website on www.cse.lk
5. If you wish to receive a printed coy of the annual report for the year ended 31st March 2020, please complete and forward to us the perforated Form of Request below by post to the registered address of the Company at No. 69, Sri Jinaratana Road, Colombo 2, or via email to reports@renukagroup.com or by facsimile to 94-11-2445549.
6. 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 40th Annual General Meeting of Renuka Holdings PLC will be a virtual meeting held by participants joining through audio or audiovisual means or through their duly appointed proxy in the manner specified in the attachment 'Guidelines and Registration process for the Annual General Meeting (AGM) via online meeting platform'
2. The AGM will be held in line with the guidelines issued by the Colombo Stock Exchange and as per applicable laws. The AGM is scheduled on the assumption that no curfew will be in force on the AGM date and that there would be no restriction imposed by the authorities on conduction of meetings.
3. Attendance of the Chairman and the Board of Directors;

The Chairman, members of the Board of Directors, Company Secretaries, representatives from the Registrars and Auditors will be present at 'BASELINE BUSINESS CENTER', No. 193, Dr. Danister De Silva Mawatha, Colombo 08 at 3.30 p.m. on Monday 28th September 2020.

REQUEST FOR PRINTED COPY OF THE ANNUAL REPORT 2020

Name of shareholder

Address for report delivery

Folio NO./CDS No.....

NIC No.....

Address/Fax - No. 69, Sri Jinaratana Road, Colombo 2 (94-11-2445549)

Website - www.renukagroup.com

Email - reports@renukagroup.com

GUIDELINES AND REGISTRATION PROCESS FOR THE ANNUAL GENERAL MEETING (AGM) VIA ONLINE MEETING PLATFORM

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

If a Shareholder/Proxy holder intends to join the Virtual AGM 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 AGM 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 AGM of RENUKA HOLDINGS 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 3.30 p.m. on 21st September 2020. 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 AGM 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 whose registration requests have been accepted will receive a further email from the Company 24 hours prior to the commencement of the AGM. This email will provide a web link for online registration referred to as "Virtual AGM Registration". If the Shareholder has appointed a valid Proxy this email will be forwarded to the relevant Proxy holder.
5. (i) The Shareholders / Proxy holders are requested to use the web link, which will be forwarded by the Company as referred to in 4 above and click on "Virtual AGM Registration" in order to complete online registration for the Virtual AGM.
(ii) On clicking the link "Virtual AGM Registration", Shareholders/Proxy holders will be redirected to an interface where they will be requested to enter their first name, last name, email address, re- enter email address and National Identity Card Number. (In entering these details the participants are required to ensure that correct details as included in the REGISTRATION FORM referred to in 2 above are entered in the said online registration process, since any mismatch will be considered as an unsuccessful log in)
(iii) After successful completion of entering of the details as referred to in 5 (ii) above, the participants are requested to click on "REGISTER" which will be prompted on their screens enabling them to receive the meeting link.

6. The Shareholders who successfully complete their online registration as set out in 5 above, will receive the log in link for participation in the meeting referred to as "Join the Virtual AGM of Renuka Holdings PLC" and credentials.
7. In order to join the Virtual AGM, participants are required to click on "Join the Virtual AGM of Renuka Holdings 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 AGM.
8. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

It is recommended that the Shareholders / Proxy holders complete the process outlined in 5, 6, 7 and 8 above and join the AGM at least ten (10) minutes before the start of the AGM. The Online Meeting Platform will be active thirty (30) minutes before the time appointed for the commencement of the meeting.

9. Shareholders/Proxy holders may use the Q & A tab or the Hand Raise (👋) icon appearing on the screen respectively, to submit their questions or concerns in typed format or verbally. The system will allow a pop up message to unmute the microphones and to allow video options.
10. After completion of the process outlined in 7 above in respect of all eligible Shareholders and Proxy holders, the Company will forward a separate email to the Shareholders / Proxy holders or representatives (as applicable) who are entitled to vote, providing a separate link to vote on all resolutions included in the Notice of Annual General Meeting dated 28th September 2020.
11. Shareholders / Proxy holders who intend participating in the meeting are requested to open the said link and be prepared to cast their vote when each resolution is taken up for voting by the Chairman. Participants are advised to "refresh" the voting page and cast the vote as per their discretion in the given space and click "SUBMIT" enabling the Company to receive the responses.
12. When declaring the voting on a resolution, Chairman will take in to account the voting of the Shareholders/ Proxy holders participating virtually
13. 60 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.
14. 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 AGM 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 AGM comfortably.

RENUKA HOLDINGS PLC
ANNUAL GENERAL MEETING 2020
REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE VIRTUAL MEETING

To: Renuka Holdings 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 AGM 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
 Date

1st Joint holder's signature/Date

2nd Joint holder's signature/

Note:

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

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Notice of Meeting

Notice is hereby given that the 40th Annual General Meeting of the RENUKA HOLDINGS PLC will be held as a virtual meeting on Monday, 28th September 2020 at 3.30 p.m. Taking into account the current situation in the Country due to the COVID-19 pandemic and the health and safety guidelines issued by the authorities with a view of protecting public health against the spread of the virus, the Annual General Meeting (AGM) will be held via audio and visual technology means in the manner set forth below;

The AGM shall be held in compliance with the Companies Act, No.07 of 2007, the Articles of Association of the Company, the Colombo Stock Exchange (CSE) Guidance Note on hosting of Annual General Meetings and guidelines published by the Ministry of Health.

Only the Chairman, Board of Directors, Company Secretaries, key management officials, representatives of the Registrars, Auditors and who are essential for the administration of the formalities of the meeting will be physically present at the 'BASELINE BUSINESS CENTER', No. 193, Dr. Danister De Silva Mawatha, Colombo 8, Sri Lanka. All others, including shareholders, will participate via an online meeting platform (i.e. Zoom Platform). These measures are being adopted to observe, "social distancing" requirements to mitigate the dangers of spreading the virus.

1. To receive and consider the Report of the Directors and the Statement of the Audited Financial Statements for the year ended 31st March 2020 with the Report of the Auditors thereon.
2. To re-elect Mr. L.M. Abeywickrama as a Director who retires by rotation in terms of Article 28 (1).
3. To re-appoint Dr. S.R. Rajiyah who is 70 years of age, as a director in terms of Section 211 of the Companies Act No. 7 of 2007 and it is specifically declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Dr. S.R. Rajiyah.
4. To re-appoint Mr. T.K. Bandaranayake who is 77 years of age, as a director in terms of Section 211 of the Companies Act No. 7 of 2007 and it is specifically declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Mr. T.K. Bandaranayake.
6. To re-appoint Dr. J.M. Swaminathan who is 79 years of age, as a director in terms of Section 211 of the Companies Act No. 7 of 2007 and it is specifically declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Dr. J.M. Swaminathan.
7. To declare a dividend of Rs. 0.25 per share.

8. To authorise the Directors to determine the contribution to charity,

9. To re-appoint M/s KPMG, Chartered Accountants as the Auditors and authorise the Directors to determine their remuneration.

By Order of the Board,

Sgd.

Renuka Enterprises (Pvt) Ltd

Company Secretaries

28th August 2020

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

(ii) A Form of Proxy is enclosed with this Annual Report.

(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 3.30 p.m. on 21st September 2020 in the manner specified in the Guidelines and Registration process for the Annual General Meeting (AGM) via online meeting platform' attached hereto.