

RENUKA HOTELS PLC (PB776PQ)

328, Galle Road, Colombo 3

CIRCULAR TO SHAREHOLDERS VIRTUAL ANNUAL GENERAL MEETING FOR THE YEAR 2019/2020

Dear Shareholder,

Further to the notice of meeting dated 29th September 2020, the Board of Directors of Renuka Hotels PLC decided not to hold the Annual General Meeting on 29th October 2020 as earlier planned but to convene the Annual General Meeting as a virtual Meeting hosted on the ZOOM platform on **26th November 2020**, at 12.00 pm.

The decision to hold a Virtual AGM was taken by the Board of Directors after taking into consideration the current regulations /restrictions prevailing in the country due to the COVID-19 pandemic and in accordance with the communique dated 6th October 2020 issued by the Ministry of Health regarding public gatherings.

Accordingly the Annual General Meeting will be conducted by the Board of Directors in the manner prescribed below:

A. GENERAL

1. The 51st Annual General Meeting of Renuka Hotels PLC will be conducted from the Conference Room, Renuka City Hotel, 328, Galle Road, Colombo 2 on 26th November 2020 at 12.00 p.m.
2. The Annual General Meeting will be held in accordance with the guidelines issued by the Colombo Stock Exchange for the hosting of a virtual AGM.
3. The Chairman, members of the Board of Directors, Key Officials and the Company Secretary will be present at the venue of the meeting in person and all the shareholders will participate in the meeting through audio visual means as a measure to maintain "social distancing" as per the issued health guidelines.
4. The Annual Report of the Company for the year ended 31st March 2020 will be available for perusal on the corporate website – <https://cdn.renukacityhotel.com/wp-uploads/annual-reports/RHL-Annual-Report-2019-2020.pdf> and on the Colombo Stock Exchange website-<https://www.cse.lk/home/company-info/RCH.N0000/financial>

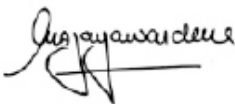
5. If you wish to receive a printed copy of the Annual Report for the year ended 31st March 2020, please complete and forward the Form of Request attached hereto by post to the registered office of the company No. 328, Galle Road, Colombo 3, or by fax to facsimile no. +94 11 2574137 or email to hof@renukahotel.com.

B. SHAREHOLDER PARTICIPATION

1. Due to the COVID-19 pandemic and the prevailing health and safety guidelines issued by the Government of Sri Lanka, Shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting and to include their voting preference on the resolutions to be taken up at the meeting in the form of proxy.
2. Shareholders may also appoint any other person other than a Director of the Company as their proxy and the proxy so appointed shall participate at the meeting **only** through audio visual means.
3. Shareholders who wish to participate at the meeting will be able to join the meeting through audio visual means only. To facilitate this process, the shareholders are required to forward their details by completing the Form – Registration of Shareholder Details for Online Participation, and deliver/mail to Company Secretary, Renuka Hotels PLC, 328, Galle Road, Colombo 3, fax to facsimile no. +94112574137 or email to am@renukahotel.com not less than five (5) days before the date of the meeting so that the meeting login information could be forwarded via the email addresses provided.
4. Shareholders are informed that if they have any queries relating to items on the agenda and any other document relating to the AGM, such queries should be sent to reach the Company in the manner specified in item B.3 above not later than 5 days prior to the date of the meeting so that they could be addressed at the meeting.
5. Voting on the items of the agenda will be registered by using an on line application. The procedure will be explained to the shareholders prior to the commencement of the meeting via email.

Yours faithfully,

RENUKA HOTELS PLC



Mrs. M. A. Jayawardena
Company Secretary
26th October 2020

NOTICE OF MEETING

Notice is hereby given that the Fifty First Annual General Meeting of **Renuka Hotels PLC.**, will be held at the Conference Room, Renuka City Hotel, 328, Galle Road, Colombo - 3 on 29th October 2020 at 11.30 a.m.

Agenda:

1. To receive and adopt the Report of the Directors and the Audited Statement of Accounts for the year ended 31st March 2020 with the Report of the Auditors thereon.
2. To authorise the Directors to determine and make donations.
3. (1) To re-elect as a Director Mr. Merril J. Fernando who retires pursuant to section 210 of the Companies Act, No. 7 of 2007.
Pursuant to section 211 of the Companies Act special notice of the following Ordinary Resolution has been received by the company from a member of the company.
"That Mr. Merril J. Fernando who has reached the age of 70 years on 6th May 2000 be re-elected as a Director of the company and it is hereby declared that the provision of section 210 of the Companies Act, No. 7 of 2007 shall not apply to Mr. Merril J. Fernando."
- (2) To re-elect as a Director, Mr. S. Nagendra who retires pursuant to section 210 of the companies Act. No. 7 of 2007.
Pursuant to section 211 of the Companies Act Special notice of the following Ordinary Resolution has been received by the Company from a member of the Company.
"That Mr. S. Nagendra who has reached the age of 70 years on 26th June 2009 be re-elected as a Director of the Company and it is hereby declared that the provision of Section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. S. Nagendra"
- (3) To re-elect as a Director, Mr. R.N. Asirwatham who retires pursuant re Section 210 of the Companies Act No. 7 of 2007.
Pursuant to Section 211 of the Companies Act Special notice of the following Ordinary Resolution has been received by the Company from a member of the Company.
"That Mr. R.N. Asirwatham who has reached the age of 70 years on 26th August 2012 be re-elected as a Director of the company and it is hereby declared that the provision of section 210 of the companies Act No. 7 of 2007 shall not apply to Mr. R.N. Asirwatham".
- (4) To re-elect Mr. R. B. Thambiyah as a director of the Company, who retires pursuant to section 210 of the Company Act No. 7 of 2007.
Pursuant to section 211 of the Companies Act, special notice of the following Ordinary Resolution has been received by the company from a member of the company.
"That Mr. R.B. Thambiyah who has reached the age of 70 years on 28th January 2015 be re-elected as a Director of the company and it is hereby declared that the provision of section 210 of the Companies Act No. 7 of 2007 shall not apply to Mr. R. B. Thambiyah."

(5) To re-elect Mrs. N.A. Thambiayah who retires by rotation at the Annual General Meeting in terms of the Articles of Association of the Company, as a Director.

(6) To re-elect Ms. A.L. Thambiayah who retires by rotation at the Annual General meeting in terms of the Articles of Association of the Company, as a Director.

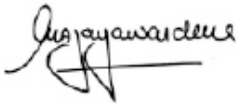
4. To appoint Auditors of the company and authorise the Directors to determine their remuneration.

The Annual Report and financial statement of the Company are available on the following websites

CSE Website : <https://www.cse.lk/home/company-info/RCH.N0000/financial>

Company Website : <https://cdn.renukacityhotel.com/wp-uploads/annual-reports/RHL-Annual-Report-2019-2020.pdf>

By Order of the Board of Directors



Mrs. M. A. Jayawardena
Secretary

Colombo,
29th September 2020

Notes :

A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of him/her. Such proxy need not be a member of the Company.

A Form of Proxy accompanies this Notice.

The completed Form of Proxy should be deposited at the registered office of the Company No. 328, Galle Road, Colombo 3, not later than 48 hours before the time appointed for the Meeting.

RENUKA HOTELS PLC (PB776PQ)

328, Galle Road, Colombo 3

**REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION
51st ANNUAL GENERAL MEETING**

To. Company Secretary
Renuka Hotels PLC
328, Galle Road,
Colombo 3.

1. Full Name of the Shareholder/s –
Primary
Joint
2. Shareholder/s Address
.....
.....
3. Shareholder/s NIC No. / Passport No. / Co. Reg. No.
Primary
Joint
4. Shareholder's Contact No.(Residence)
(Mobile)
5. Shareholder's e-mail address

In the event a Proxy Holder is appointed:

6. Name of the Proxy Holder
7. Proxy holder's NIC No. / Passport No.
8. Proxy holder's contact No. (Residence)
(mobile)
9. Proxy holder's e-mail

Participation at the AGM – Please tick the cage below

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

☐

Signature(s)		
	Principal Shareholder	Joint Shareholder
	Date	Date

Notes:

1. It is mandatory for the shareholder/s to provide the e-mail address in the space provided above in order to forward the log in information to facilitate the online participation at the meeting.
2. Duly filled Registration of Shareholder Details Form should be forwarded/mailed to Company Secretary, Renuka Hotels PLC, 328, Galle Road, Colombo 3, faxed to facsimile no. +94112574137 or emailed to am@renukahotel.com not less than five (5) days before the date of the meeting.

FORM OF PROXY

ANNUAL GENERAL MEETING

I/We
of.....
a Member/Members of Renuka Hotels PLC, hereby appoint

- Ms. S.R Thambiayah of Colombo
- (or failing her)
- Mrs. N. A. Thambiayah of Colombo
- (or failing her)
- Ms. A.L. Thambiayah of Colombo
- (or failing her)
- Mr R.B. Thambiayah of Colombo
- (or failing him)
- Mr. M. J. Fernando of Colombo
- (or failing him)
- Mr. G.U. Nanayakkara of Colombo
- (or failing him)
- Mr. S. Nagendra of Colombo
- (or failing him)
- Mrs. M.A. Jayawardena of Colombo
- (or failing her)
- Ms. N.R. Thambiayah of Colombo
- (or failing her)
- Mr. R. N. Asirwatham
- (or failing him)

.....of.....

.....as *my/our proxy to vote on *my/our behalf at the Annual General Meeting of the Company to be held on 29th October 2020 and at any adjournment thereof and at every poll which may be taken in consequence of the aforesaid meeting.

1. To receive and consider the Report of the Directors and the Audited Statement of Accounts for the year ended 31st March 2020 with the Report of the Auditors thereon.

2. To authorise the directors to determine and make donations.

3. To re-elect Mr. Merril J. Fernando who retires in terms of Section 210 of the Companis Act, No. 07 of 2007 as a Director.

4. To re-elect Mr. S. Nagendra who retires in terms of section 210 of the Companies Act, No. 07 of 2007 as a Director.

5. To re-elect Mr. R.N. Asirwatham who retires in terms of section 210 of the Companies ActNo. 7 of 2007 as a Director.

6. To re-elect Mr. R. B. Thambiayah who retires in terms of section 210 of the Companies Act No. 7 of 2007 as a Director.

7. To re-elect Mrs. N.A. Thambiayah who retires in terms of the Articles of Association of the Company as a Director.

8. To re-elect Ms. A.L. Thambiayah who retires in terms of the Articles of association of the company as a Director

9. To re-appoint M/s. BDO Partners Chartered Accountants as Auditors of the Company.

FOR AGAINST

☐	☐
☐	☐
☐	☐
☐	☐
☐	☐
☐	☐
☐	☐
☐	☐
☐	☐

Signed this day of2020.

Signature

***NOTE :** 1. *Please delete the inappropriate words
2. Instructions as to completion are noted on the reverse hereof.
3. If you wish your proxy to speak at the meeting you should interpolate the words “and to speak” immediately after the words “to vote”.

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the Form of Proxy after filling in legibly your full name and address by signing in the space provided. Please fill in the date of signature.
2. If you wish to appoint a person other than the Directors as your proxy, please insert the relevant details in the space provided overleaf.
3. In terms of Articles 82 of the Articles of Association of the Company.
 - (i) in the case of an individual shall be signed by the appointer or by his attorney; and
 - (ii) in the case of a Corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the Corporation.
4. In terms of Article 77 of the Articles of Association of the Company;

In the case of joint-holders of a share the senior who tenders a vote, whether in person or by proxy or by attorney or by representatives 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 names stand in the Register of Members in respect of the joint holding.
5. To be valid the completed form of proxy should be deposited at the Registered Office of the Company situated at No. 328, Galle Road, Colombo 3 not less than forty eight (48) hours before the appointed time for the meeting.

FORM OF REQUEST

To: The Head of Finance
Renuka Hotels PLC
328, Galle Road,
Colombo 3.

RENUKA HOTELS PLC REQUEST FOR PRINTED COPY OF THE ANNUAL REPORT 2019/2020

I wish to request for a printed version of the 2019/20 Annual Report of Renuka Hotels PLC. Please send the same by post to the address given below.

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

.....
Signature

.....
Date