

## CIRCULAR TO SHAREHOLDERS

Dear Shareholder/s,

16 Dec 2021

### **VIRTUAL ANNUAL GENERAL MEETING TESS AGRO PLC**

Following the Postponement of the AGM and the announcement made on 10<sup>th</sup> Dec 2021. The AGM has been Scheduled to be held on the 29<sup>th</sup> December 2021 at 2.30 PM.

Further to the issue 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 28<sup>th</sup> Annual General Meeting (AGM) of TESS AGRO PLC will be held as a virtual meeting as per the manner prescribed below.

1. The 28<sup>th</sup> Annual General Meeting of TESS AGRO PLC will be held as a virtual meeting at 2.30 p.m. on 29<sup>th</sup> day of December 2021.
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. 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.
4. The annual report of the Company for the year ended 31<sup>st</sup> March 2021 will be available for perusal on the Colombo stock Exchange website on [www.cse.lk](http://www.cse.lk)
5. If you wish to receive a printed copy of the annual report for the year ended 31<sup>st</sup> March 2021, please complete form of Request below by via email to [reports@tess-group.com](mailto:reports@tess-group.com), or post to the registered address of the Company at No. 87, New Nuge Road, Kelaniya.
6. For any further queries on this matter, please contact any one of the following staff members during office hours (9.30 a.m. to 4.30 p.m.) on any working day on +94 112910859 .

Name

Mr Mahen Ramalingam

Mr Amila Nishantha

Email

Mahen@tess.lk

amilanisha@tess.lk

Yours faithfully,

By Order of the Board,

Sgd.

**TESS AGRO PLC**

Company Secretaries.

REQUEST FOR PRINTED COPY OF THE ANNUAL REPORT 2021

Name of shareholder

.....

Address for report delivery .....

Folio No./CDS No. ....

NIC No. ....

Address - No. 87, New Nuge Road, Kelaniya

Website - [www.tess.lk](http://www.tess.lk)

Email - [reports@tess-group.com](mailto:reports@tess-group.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 **TESS AGRO 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. Shareholders who wish to participate in the Virtual AGM of **TESS AGRO 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 office Address at, 87, New Nuge Road, Kelaniya or email reports@tess-group.com to be received by the Company by 2.30 p.m. on the 24<sup>th</sup> of September 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 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 who successfully complete their registration as set out above, will receive the log in link for participation in the meeting referred to as "**Join the Virtual AGM of TESS AGRO PLC**" and credentials.
5. In order to join the Virtual AGM, participants are required to click on "**Join the Virtual AGM of TESS AGRO PLC**". In some instances, the system calls for the credentials and if that is required, please enter the credentials to gain access to the Virtual AGM.
6. On completion of this process, you will be directed to the Virtual AGM Zoom Platform, where you can participate in the Virtual AGM.

7. Shareholders must rename themselves on Zoom with their full names as filled out in the **REGISTRATION FORM**. Please ensure that this step is completed prior to joining the Zoom meeting as only shareholders that have completed and sent their respective registration forms will be let into the meeting.

It is recommended that the Shareholders / Proxy holders complete the process 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.

8. 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 participate in the AGM comfortably.**

ANNUAL GENERAL MEETING 2021

REGISTRATION OF SHAREHOLDER DETAILS FOR  
ONLINE VIRTUAL MEETING

To: Tess Agro PLC  
No. 87, New Nuge Road  
Kelaniya.

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 Jointholder/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 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.



## Notice of Meeting

Notice is hereby given that the Twenty Seventh (28th) Annual General Meeting of Tess Agro PLC will be held at No. 87, New Nuge Road, Kelaniya on the 29<sup>th</sup> December 2021 by a Virtual meeting using a digital platform for the following purposes at 2.30 PM.

### Agenda:

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and the Statements of Accounts for the year ended 31st March 2021 and the Report of the Auditors thereon.
2. To Re-elect Mrs. S.F. Fernando who is over 70 years of age as a Director, by passing the following resolution.  
  
"The age limit stipulated in section 210 of the Companies Act no 07 of 2007 shall not apply to Mrs. S.F Fernando who has attained 78 years and that she be re-elected a Director of the company"
3. To Re-elect Prof. A.H.O. Bamunuarachchi who is over 70 years of age as a Director, by passing the following resolution.  
  
"The age limit stipulated in section 210 of the Companies Act no 07 of 2007 shall not apply to Prof. A.H.O. Bamunuarachchi who has attained 76 years and that he be re-elected a Director of the company"
4. To reappoint M/S Sarma & Co, Chartered Accountant as auditors and authorize the Directors to determine their remuneration.

### Note:

1. A member is entitled to appoint a proxy to attend and vote in his/her place.
2. A Proxy need not be a member of the Company.
3. A member wishing to vote by proxy at the meeting may use the proxy form enclosed.
4. To be valid, the completed proxy form must be lodged at the registered office of the Company not less than 48 hours before the time fixed for the meeting.

By Order of the Board of Directors Tess Agro PLC

Prestige Secretaries and Consultants Pvt Ltd Colombo

14<sup>th</sup> Dec 2021

I/We.....of

.....being member/members of Tess Agro Plc, hereby appoint

01. ....of

02. Or Mrs Sithy Faika Fernando (Chairperson of the Company ) of Colombo or failing her, one of the Directors of the Company as my/our proxy vote as indicated hereunder for me/us and on behalf of my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company to be held on the 29<sup>th</sup> December 2021 and at every poll which may be taken in consequence of the aforesaid meeting and at any adjournment thereof.

- |      |                                                                                                                                                                                                                                                                                                                                      |                          |                          |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| I.   | to adopt the report of the directors and the statement of Accounts for the year ended 31 <sup>st</sup> March 2020 with the report of the auditors thereon                                                                                                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> |
| ii.  | To re-elect Mrs. S.F Fernando who is over 70 years of age as a Director, by passing the following resolution.<br>“The age limit stipulated in section 210 of the Companies Act no 07 of 2007 shall not apply to Mrs. S.F. Fernando who has attained 76 years and that she be re-elected a Director of the company”                   | <input type="checkbox"/> | <input type="checkbox"/> |
| iii. | To Re-elect Prof. A.H.O. Bamunuarachchi who is over 70 years of age as a Director, by passing the following resolution.<br>“The age limit stipulated in section 210 of the Companies Act no 07 of 2007 shall not apply to Prof. A.H.O. Bamunuarachchi Who has attained 74 years and that he be re-elected a Director of the company” | <input type="checkbox"/> | <input type="checkbox"/> |
| iv.  | To reappoint M/S Sarma & Co, chartered Accountant as auditors and authorize the Directors to determine their remuneration                                                                                                                                                                                                            | <input type="checkbox"/> | <input type="checkbox"/> |

The proxy my vote as he thinks fit on any other resolution brought before the meeting.

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

Witness

.....

.....

Signature of Shareholder

Note:

01. A proxy need not be a member of the company

02. Instruction regarding completion appear on the reverse hereof

**Instruction as to Completion:**

- To be valid this form of proxy must be deposited at the Registered Office of the Company No 87, New Nuge Road, Keleniya not later than forty eight (48) hours prior or the time appointed for the holding of the meeting.
- In perfecting the form please ensure that all details are legible.
- Please indicate with an X in the space provided how your proxy is to vote on each resolution. If no indication given or the indication is not clear, the proxy in his discretion, will vote as he thinks fit. Please delete (') if you do not wish your proxy to vote as he thinks fit on any other resolution brought before the meeting.
- In the case of Company/Corporation, the proxy must be under its common seal which should be affixed and attested in the manner prescribed in the Article of Association.
- On the case of a proxy signed by an attorney, the power of attorney must be deposited at the Registered Office for registration.