

**BALANGODA PLANTATIONS PLC (PQ 184)
110, NORRIS CANAL ROAD, COLOMBO 10, SRI LANKA**

CIRCULAR TO THE SHAREHOLDERS

Dear Shareholder/s,

VIRTUAL ANNUAL GENERAL MEETING OF BALANGODA PLANTATIONS PLC FOR THE YEAR ENDED 2020.

Following the issuance of guidance by the Colombo Stock Exchange (CSE) due to the COVID-19 pandemic situation of 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 Twenty Eighth (28th) Annual General Meeting (AGM) of Balangoda Plantations PLC will be held virtually in the manner prescribed below:

A. GENERAL DETAILS

1. The Twenty Eighth (28th) AGM of Balangoda Plantations PLC will be conducted from **“Mini Auditorium” DCSL, # 110, Norris Canal Road, Colombo 10, Sri Lanka at 11.00 a.m. on Thursday, 29th July 2021.**
2. The AGM will be held in accordance with the guidelines issued by the CSE for the hosting of a virtual AGM.
3. Only the Chairman/Managing Director, the Board of Directors, certain Key Management Personnel, the Company Secretary, and the External Auditors will be present at the venue of the meeting in person and all shareholders will participate in the meeting through audio and audio visual 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 2020 will be available for perusal on the Company website on **<http://melsta.com/our-core-sectors/plantation-services>** 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 year ended 2020, please complete and forward us the Form of Request attached hereto (**Annexure 1**) by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka or e.mail **bplmplcompanysecretary@gmail.com** or facsimile + 94 11 2540333.

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 **only**.
3. The shareholders who wish to participate at the meeting will be able to join the meeting through audio or audio visual means. 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 **bplmplcompanysecretary@gmail.com** or by facsimile on +94 11 2540333, to reach the Secretary not less than five (05) days before the date of the meeting so that the meeting login information could be forwarded to the e.mail addresses so provided.
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 Secretary via e.mail to **bplmplcompanysecretary@gmail.com** or facsimile on +94 11 2540333 or by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka, **not less than forty eight (48) 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 Secretary, via e.mail to **bplmplcompanysecretary@gmail.com** or facsimile on +94 11 2540333 or by post to the registered address of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka **not less than five (05) days before the date of the meeting.** This is in order to enable the Company Secretary 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 further queries on this matter, please contact Ms Renuka Weerasinghe at the Company Secretariat Division of Balangoda Plantations PLC.

Telephone : 94 11 2522871 ext. 793

E.mail : **bplmplcompanysecretary@gmail.com**

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

Yours faithfully,

BALANGODA PLANTATIONS PLC

sgd
P A Jayatunga
Company Secretary
28th June 2021

Date :.....

To Company Secretary
 Balangoda Plantations Plc
 # 110, Norris Canal Road,
 Colombo 10.

I would like to receive the printed version of the Annual Report of Balangoda Plantations PLC

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

.....
 Signature

.....
 Date

Note:

- (1) Please complete the Form of Request by filing in legibly the required information in **BLOCK LETTERS** signing in the space provided and filing in the date of signature.
- (2) Please post the completed Form of Request to the Company Secretaries at the address given above or email to **bplmplcompanysecretary@gmail.com** or facsimile on +94 11 2540333

BALANGODA PLANTATIONS PLC
28TH ANNUAL GENERAL MEETING
REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE PARTICIPATION

Date :.....

To : Company Secretary
Balangoda Plantations 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 our if not applicable

Note:

1. **It is mandatory for the shareholder/s to provide the e.mail address and the contact number** in the space provided above in order to forward the login information to facilitate the online participation at the meeting.
2. Duly filed Registration of Shareholder Details Form should be forwarded to **bplmplcompanysecretary@gmail.com** or by facsimile on +94 11 2540333, to reach the Secretary **not less than five (05) days before the date of the meeting.**
3. Further instructions on connecting to the meeting will be provided to registered shareholders separately.

Notice of Meeting

NOTICE IS HEREBY GIVEN that the Twenty Eighth Annual General Meeting of **BALANGODA PLANTATIONS PLC** will be held as a virtual meeting at the "Mini Auditorium" Distilleries Company of Sri Lanka PLC # 110, Norris Canal Road, Colombo 10, Sri Lanka on Thursday, 29th July 2021 at 11.00 a.m. for the following purposes :

- 1) To receive and consider the Report of the Directors and the Financial Statements of the Company for the year ended 31st December 2020 together with the Auditors' Report thereon.
- 2) To re-elect Mr D H S Jayawardena who is over 70 years as a Director of the Company in terms of Sections 210 and 211 of the Companies Act No. 7 of 2007.
- 3) To re-elect Dr A Shakthevale who is over of 70 years as a Director of the Company in terms of Sections 210 and 211 of the Companies Act No. 7 of 2007.
- 4) To re-elect Mr C R Jansz who retires by rotation at the Annual General Meeting in terms of Article 92 of the Articles of Association as a Director of the Company.
- 5) Mr D S K Amarasekera who retires by rotation at the Annual General Meeting in terms of Article 92 of the Articles of Association as a Director of the Company.
- 6) To authorize the Directors to determine the remuneration of the Auditors, Messrs KPMG who are deemed to have been reappointed as Auditors in terms of Section 158 of the Companies Act No. 07 of 2007.
- 7) To pass the following special resolution to amend the Articles of Association by including No. 52 (a) immediately after the existing Article 52 of the Articles of Association as follows :

52. (a) "Notwithstanding any provision in this Articles suggesting the contrary, a meeting of Shareholders may be held by means of Audio or Audio visual communication by which all shareholders participating and constituting quorum can simultaneously hear each other throughout the meeting or by any means of virtual meeting whereby shareholders regardless of their location could connect or linkup online through Video/Audio/Text".

sgd
By order of the Board
Pradeep A Jayatunga
Company Secretary

28th June 2021
Colombo

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 Twenty Eighth (28th) Annual General Meeting of Balangoda Plantations PLC will be a virtual meeting held by participants joining in person or proxy and through audio or audio visual means in the manner specified below:

I. Attendance of the Chairman and the Board of Directors

The Chairman/Managing Director, Board of Directors certain Key Management Personnel, the Company Secretary, and the External Auditors will be present at the "Mini Auditorium" Distilleries Company of Sri Lanka PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka at 11.00 a.m. on Thursday, 29th July 2021

II Shareholder Participation

- a. The Shareholders are encouraged to appoint a Director of the Company as their proxy to represent them at the meeting.
- b. 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.
- c. The shareholders who wish to participate at the meeting will be able to join the meeting through audio or audio visual means. 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 Company Secretary via **bplmplcompanysecretary@gmail.com** or by facsimile on +94 11 254033, to reach the Secretary **not less than five (05) days before the date of 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.
- d. 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 Company Secretary via e.mail **bplmplcompanysecretary@gmail.com** or facsimile on +94 11 254033 or by post to the Registered Office of the Company, Balangoda Plantations PLC, # 110, Norris Canal Road, Colombo 10, Sri Lanka, **not less than forty - eight (48) hours before the time fixed for the meeting.**

III Shareholder's queries

The shareholders are hereby advised that if they wish to raise any queries, such queries should be sent to reach the Company Secretary, via e.mail to **bplmplcompanysecretary@gmail.com** or facsimile on + 94 11 254033 or by post to the Registered Office of the Company, Balangoda Plantations PLC, # 110 Norris Canal Road, Colombo 10, Sri Lanka **not less than Five (05) days before the date of the meeting.** This is in order to enable the Company Secretary to compile the queries and forward same to the attention of the Board of Directors so that same could be addressed at the meeting.

2. The Annual Report of the Company for the year 2020 will be available for perusal of the Company website **<http://melsta.com/our-core-sectors/plantations-services>** and the Colombo Stock Exchange website on **www.cse.lk**

If you wish to receive a printed copy of the Annual Report for the year ended 2020, please complete and forward us the Form of Request attached hereto (**Annexure 1**) by post to the registered address of the Company, Balangoda Plantations PLC, # 110. Norris Canal Road, Colombo 10, Sri Lanka or e.mail **bplmplcompanysecretary@gmail.com** or facsimile + 94 11 2540333.

Form of Proxy

I/We.....of.....
being a member/members of **Balangoda Plantations PLC**
 hereby appoint.....of..... whom failing.

Don Harold Stassen Jayawardena	or failing him
Cedric Royle Jansz	or failing him
Amitha Lal Gooneratne	or failing him
Don Hasitha Stassen Jayawardena	Or failing him
Arinesarajah Shakthevale	or failing him
Don Soshan Kamantha Amarasekera	or failing him

as my/our proxy to represent me/us and*..... to vote on my/our behalf at the Twenty Eighth (28th) Annual General Meeting of the Company will be held as a **“Virtual Meeting” at 11.00 a.m. on Thursday 29th July 2021, at the “Mini Auditorium” DCSL, 110, Norris Canal Road, Colombo 10**, Sri Lanka and at any adjournment thereof and at every poll which may be taken in consequence of the above said meeting. I/We the undersigned hereby authorize my/our Proxy to vote on my/our behalf in accordance with the preference indicated below:

• Please delete the inappropriate words

	FOR	AGAINST
1) To receive and consider the Report of the Directors and the Financial Statements of the Company for the year ended 31st December 2020 together with the Auditors’ Report thereon	<input type="checkbox"/>	<input type="checkbox"/>
2) To re-elect Mr D H S Jayawardena who is above the age of 70 years as a Director of the Company in terms of Sections 210 and 211 of the Companies Act No. 7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
3) To re-elect Mr C R Jansz who retires by rotation at the Annual General Meeting in terms of Article 92 of the Articles of Association as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4) To re-elect Dr A Shakthevale who is above the age of 70 years as a Director of the Company in terms of Sections 210 and 211 of the Companies Act No. 7 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
5) To re-elect Mr D S K Amarasekera who retires by rotation at the Annual General Meeting in terms of Article 92 of the Articles of Association as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>
6) To authorize the Directors to determine the remuneration of the Auditors, Messrs KPMG who are deemed to have been reappointed as Auditors in terms of Section 158 of the Companies Act No.07 of 2007.	<input type="checkbox"/>	<input type="checkbox"/>
7) To pass the following special resolution to amend the Articles of Association by including No. 52 (a) immediately after the existing Article 52 of the Articles of Association as follows :	<input type="checkbox"/>	<input type="checkbox"/>

52. (a) “Notwithstanding any provision in this Articles suggesting the contrary, a meeting of Shareholders may be held by means of Audio or Audio visual communication by which all shareholders participating and constituting quorum can simultaneously hear each other throughout the meeting or by any means of virtual meeting whereby shareholders regardless of their location could connect or linkup online through Video/Audio/Text”.

Signed this day of Two Thousand and Twenty One

Signature/s

Instructions for 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.
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 appointor.
5. Duly filled Forms of Proxy should be sent to reach the Company Secretary via e-mail to **bplmplcompanysecretary@gmail.com**, or facsimile on +94 11 2540333 or by post to the registered address of the Company, Balangoda Plantations PLC. # 110, Norris Canal Road, Colombo 10, Sri Lanka **not less than forty eight (48) hours before the time fixed for the meeting.**

Please provide the following details (mandatory):

NIC/PP/Company Registration No. of the Shareholder/s :

Folio No :

E.mail address of the Shareholder/(s) or proxy holder

(other than a Director appointed as proxy) :

Mobile No :

Fixed Line :