

# GALLE FACE CAPITAL PARTNERS PLC

'RENUKA HOUSE' P.O. Box 25, # 69, Sri Jinaratana Road, Colombo 02, Sri Lanka.  
Tel: 94 - 11 - 2314750 -5, 2422694 Fax: 94 - 11 - 2445549  
E-mail: [inquiries@renukagroup.com](mailto:inquiries@renukagroup.com)  
Website : [www.renukagroup.com](http://www.renukagroup.com)  
Company No. : PQ 49



## CIRCULAR TO SHAREHOLDERS

12<sup>th</sup> August 2022

Dear Shareholder/s

### VIRTUAL ANNUAL GENERAL METING OF GALLE FACE CAPITAL PARTNERS 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 102<sup>nd</sup> Annual General Meeting (AGM) of Galle Face Capital Partners PLC will be held virtually as per the manner prescribed below

1. The 102<sup>nd</sup> Annual General Meeting of **Galle Face Capital Partners PLC** will be held at 'RENUKA HOUSE', No. 69, Sri Jinaratana Road, Colombo 2 at 3.30 p.m. on Wednesday, 7<sup>th</sup> September 2022.
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 2022 will be available for perusal on the Company website on [www.renukagroup.com](http://www.renukagroup.com) and the Colombo stock Exchange website on [www.cse.lk](http://www.cse.lk)
5. If you wish to receive a printed coy of the annual report for the year ended 31<sup>st</sup> March 2022, 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](mailto: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

Ms.R.Priyadharshini

[priyadharshinir@renukagroup.com](mailto:priyadharshinir@renukagroup.com)

Ms. W.A.D.M. Wickramasinghe

[legal2@renukagroup.com](mailto: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 102<sup>nd</sup> Annual General Meeting of Galle Face Capital Partners 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. 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.

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### REQUEST FOR PRINTED COPY OF THE ANNUAL REPORT 2022- GALLE FACE CAPITAL PARTNERS PLC

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](http://www.renukagroup.com)

Email - [reports@renukagroup.com](mailto: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 **GALLE FACE CAPITAL PARTNERS 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 **GALLE FACE CAPITAL PARTNERS 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 4.30 p.m. on 31<sup>st</sup> August 2022. 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 in 4 above, will receive the log in link for participation in the meeting referred to as “**Join the Virtual AGM of Galle Face Capital Partners PLC**” and credentials.
5. In order to join the Virtual AGM, participants are required to click on “**Join the Virtual AGM of Galle Face Capital Partners 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.

6. 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 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.

7. Shareholders/Proxy holders may use the **Q & A** tab to submit their questions or concerns in typed format .
8. When declaring the voting on a resolution, Chairman will take in to account the voting of the Shareholders/ Proxy holders participating virtually
9. **30 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.
10. 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.**

**GALLE FACE CAPITAL PARTNERS PLC**

**ANNUAL GENERAL MEETING 2022**

**REGISTRATION OF SHAREHOLDER DETAILS FOR ONLINE VIRTUAL MEETING**

To: Galle Face Capital Partners PLC  
No. 69, Sri Jinaratana Road,  
Colombo 2.

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

.....  
1<sup>st</sup> Joint holder's signature/Date

.....  
2<sup>nd</sup> 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.

# GALLE FACE CAPITAL PARTNERS PLC

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Website : www.renukagroup.com  
Company No. : PQ 49



## NOTICE OF MEETING

Notice is hereby given that the 102<sup>nd</sup> Annual General Meeting of the **GALLE FACE CAPITAL PARTNERS PLC** will be held as a virtual meeting on Wednesday, 7<sup>th</sup> September 2022 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.

The Chairman, Board of Directors, Company Secretaries, key management officials, representatives of the Registrars, Auditors and 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 consider the Annual Report of the Board of Directors including the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, together with the report of the Auditors thereon.
2. To re-elect Mr. S. V.Rajiyah as a director who retires in terms of Article 68.
3. To re-elect Mr. P.Gunathilake as a director who retires in terms of Article 68.
4. To re-elect Mr. M.S.Dominic as a director who retires in terms of Article 68.
5. To re-elect Mr B.V.Selvanayagam as a director who retires in terms of Article 68.
6. To re-elect Mr. K.G.Vairavanathan as a director who retires in terms of Article 68.
7. To authorise the Directors to determine the contribution to charity.
8. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company and to authorize the Directors to determine their remuneration.

By Order of the Board,  
Sgd.

**Renuka Enterprises (Pvt) Ltd**  
Company Secretaries  
12<sup>th</sup> August 2022

### 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.
- (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 5<sup>th</sup> September 2022 in the manner specified in the Guidelines and Registration process for the Annual General Meeting (AGM) via online meeting platform' attached hereto.

## FORM OF PROXY

I / We ..... of  
 ..... being a  
 member/members of Galle Face Capital Partners PLC, hereby appoint;  
 ..... (NIC No. ....)  
 of .....  
 Or failing her/him

Mr. S.V. Rajiyah or failing him  
 Mr. P. Gunathilake or failing him  
 Mr. M.S. Dominic or failing him  
 Mr. B.V. Selvanayagam or failing him  
 Mr.K.G.Vairavanathan

as my/ our proxy to represent me / us and to speak and to vote on my / our behalf at the Annual General Meeting of the Company to be held on the 7<sup>th</sup> day of September 2022 and at any adjournment thereof and at every poll which may be taken in consequence thereof.

- |  | For                      | Against                  |
|--|--------------------------|--------------------------|
| 1. To receive and consider the Report of the Directors and the Statement of the Audited Financial Statements for the year ended 31 <sup>st</sup> March 2022 with the Report of the Auditors thereon. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Mr. S.V. Rajiyah as a Director  | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Mr. P. Gunathilake as a Director  | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect Mr. M.S. Dominic as a Director  | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect . B.V. Selvanayagam as a Director   | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Mr.K.G.Vairavanathan as a Director  | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To authorise the Directors to determine the contribution to charity.  | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-appoint M/s KPMG Chartered Accountants as Auditors to the Company and authorise the Directors to determine their remuneration.  | <input type="checkbox"/> | <input type="checkbox"/> |

Dated this ..... day of ..... 2022.

.....  
 Signature of Shareholder

Note:

- (a) A proxy need not be a member of the Company.  
 (b) Instructions regarding completion appear overleaf.

**INSTRUCTIONS AS TO COMPLETION OF THE FORM OF PROXY**

1. To be valid, 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 5<sup>th</sup> September 2022 in the manner specified in the Guidelines and Registration process for the Annual General Meeting (AGM) via online meeting platform' attached hereto.
2. In perfecting the Form of Proxy, please ensure that all the details are legible.
3. Please indicate with an 'X' in the space provided how your proxy to vote on each resolution. If no indication is given the proxy, in his discretion, will vote, as he thinks fit.
4. In the case of a Company / Corporation, the proxy must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
5. In the case of proxy signed by the Attorney, the Power of Attorney must be deposited at the Registered Office at "Renuka House", No. 69, Sri Jinaratana Road, Colombo 2, for registration.