

**VALLIBEL POWER ERATHNA PLC**  
Company Reg. No PQ 103  
No. 25, Foster Lane, Colombo 10  
Tel: 011 2381111, Facsimile: 011 2381115  
Web: www.vallibel-hydro.com

## **CIRCULAR TO SHAREHOLDERS**

Dear Shareholder/s

### **TWENTY FORTH (24th) ANNUAL GENERAL MEETING OF VALLIBEL POWER ERATHNA PLC**

It is with great pleasure that the Board of Directors of Vallibel Power Erathna PLC presents the Company's Annual Report for the Financial Year ended 31st March 2025 and convenes the 24th Annual General Meeting (AGM) of the Company to be held on Monday, 30th June 2024 at 3.00p.m. at the Kingsbury Hotel, Janadhipathi Mawatha, Colombo 01.

#### **1. NOTICE OF ANNUAL GENERAL MEETING AND FORM OF PROXY**

The **NOTICE OF ANNUAL GENERAL MEETING** and the **FORM OF PROXY** are attached to this Circular as **Annexures A and B** respectively.

This Circular together with the attachments thereto can be accessed on the websites of the Company and the Colombo Stock Exchange as set out in Item No. 02 below.

#### **2. ANNUAL REPORT FOR THE FINANCIAL YEAR 2024/25**

The Annual Report 2024/25 of the Company is published and available for download on the corporate website of the Company and on the website of Colombo Stock Exchange.

The relevant links are as follows:

- (i) Corporate Website - <https://vallibel-hydro.com/investor-relations/financial-reports.php>
- (ii) Colombo Stock Exchange Website - <https://cse.lk/pages/company-profile/company-profile.component.html?symbol=VPEL.N0000>

You may also scan the QR Code given below to directly access the Annual Report 2024/25.



Printed copies of the Annual Report will be made available to shareholders on request.

Any shareholder who makes a request for a printed copy of the Annual Report will be provided with such printed copy within eight (08) market days from the date of receipt of the said request. [A FORM OF REQUEST that could be used for the said purpose is attached herewith as **Annexure C**].

You may also forward this request via email to [dineshg@vallibel.com](mailto:dineshg@vallibel.com)

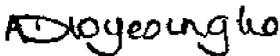
Should you require assistance relating to your request for a printed copy of the Annual Report, you may contact Mr. Dinesh Gonalagoda on 011 2381111, email : [dineshg@vallibel.com](mailto:dineshg@vallibel.com) anytime between 10.00 a.m. and 4.00 p.m. on any working day.

### **3. FURTHER COMMUNICATIONS**

In the event the Company is required to take any actions in relation to the Meeting, in the best interests of the Meeting attendees and/or in line with any communications, guidelines, directives or orders issued by the Government of Sri Lanka, Notice of such action shall be given by way of an announcement to the CSE and publication on the Company website - [www.vallibel-hydro.com](http://www.vallibel-hydro.com)

By order of the Board

**VALLIBEL POWER ERATHNA PLC**



**P W Corporate Secretarial (Pvt) Ltd**

*Secretaries*

Colombo

22<sup>nd</sup> May 2025

Attachments a/s

# NOTICE OF MEETING

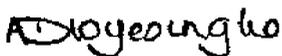
NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON 30 JUNE 2025 AT 3.00 P. M. AT THE KINGSBURY HOTEL, NO.48, JANADHIPATHI MAWATHA, COLOMBO 01, SRI LANKA.

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and its subsidiaries and the Statement of Accounts for the year ended 31st March 2025 and the Report of the Auditors thereon.
2. To re-elect Mr. Harsha Amarasekera, who retires by rotation in terms of Article 25(10) of the Articles of Association, as a Director of the Company;
3. To re-elect Mr. Dinesh Mendis in terms of Article 25(3) of the Articles of Association, being a Director appointed to the Board since the last Annual General Meeting,
4. To re-elect Mr. Gamini Gunaratne, in terms of Article 25(3) of the Articles of Association, being a Director appointed to the Board since the last Annual General Meeting,
5. To re-elect Ms. Devika Weerasinghe, in terms of Article 25(3) of the Articles of Association, being a Director appointed to the Board since the last Annual General Meeting,
6. To re-appoint Messrs Deloitte Partners, Chartered Accountants, the retiring Auditors and to authorise the Directors to determine their remuneration.
7. To authorize the Directors to determine and make donations for the year ending 31st March 2026 and up to the date of the next Annual General Meeting.
8. Special Resolution - Amendments to the Articles of Association of the Company

In order to align with the Regulatory requirements applicable to the Company, it is proposed to amend Article No. 25 (1) by increasing the minimum number of Directors appointed to the Board to Five (05)

25(1) The Number of Directors shall not be less than Five (5)

**By Order of the Board**  
**VALLIBEL POWER ERATHNA PLC**



**P W Corporate Secretarial (Pvt) Ltd**  
*Secretaries*

Colombo

22<sup>nd</sup> May 2025

## Notes:

1. A shareholder entitled to participate and vote at the above meeting is entitled to appoint a proxy to participate and vote in his/her place by completing the Form of Proxy enclosed herewith.
2. A proxy need not be a shareholder of the Company.
3. Shareholders who are unable to participate in the above meeting are also encouraged to submit a duly completed Form of Proxy appointing the Chairman or any other Member of the Board to participate and vote on their behalf.

# FORM OF PROXY

\*I/We..... holder of

NIC No ..... of .....

being a \*Shareholder /Shareholders of Vallibel Power Erathna PLC, do hereby appoint

..... holder of NIC No .....

of ..... or failing him/her

Mr. S H Amarasekera	of Colombo or failing him
Mr. P K Sumanasekera	of Colombo or failing him
Mr. H Somashantha	of Colombo or failing him
Ms. Dinusha Bhaskaran	of Colombo or failing her
Mr. Dinesh Mendis	of Colombo or failing him
Mr. Gamini Gunaratne	of Colombo or failing him
Ms. Devika Weerasinghe	

as \*my/our proxy to represent me/us to speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 30th June 2025 at 3.00 p.m. and any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company and its subsidiaries and the Statement of Accounts for the year ended 31st March 2025 and the Report of the Auditors thereon		
2. To re-elect Mr. Harsha Amarasekera, who retires by rotation in terms of Article 25 (10) of the Articles of Association, as a Director of the Company.		
3. To re-elect Mr. Dinesh Mendis in terms of Article 25(3) of the Articles of Association, being a Director appointed to the Board since the last Annual General Meeting of the Company pursuant to the provisions of the Companies Act No.07 of 2007		
4. To re-elect Mr. Gamini Gunaratne, in terms of Article 25(3) of the Articles of Association, being a Director appointed to the Board since the last Annual General Meeting,		
5. To re-elect Ms. Devika Weerasinghe, in terms of Article 25(3) of the Articles of Association, being a Director appointed to the Board since the last Annual General Meeting		
6. To re-appoint Messrs Deloitte Partners, Chartered Accountants, the retiring Auditors and to authorize the Directors to determine their remuneration.		
7. To authorize the Directors to determine payments for the year 2025/2026 and up to the date of the next Annual General Meeting for Charitable and other purposes as set out in the Companies Donations Act (Cap 147).		
8. Special Resolution Amendments to Article No. 25(1) of the Articles of Association of the Company		

Signed this..... day of ..... Two Thousand and Twenty Five.

.....  
Signature

- 1) \*Please delete the inappropriate words.
- 2) Instructions as to completion are noted on the reverse thereof.

## INSTRUCTIONS AS TO COMPLETION

1. The full name, National Identity Card number and the registered address of the shareholder appointing the Proxy and the relevant details of the Proxy should be legibly entered in the Form of Proxy which should be duly signed and dated.
2. The Proxy shall -
  - (a) In the case of an individual be signed by the shareholder or by his/her attorney, and if signed by an Attorney, a notarially certified copy of the Power of Attorney should be attached to the completed Proxy if it has not already been registered with the Company.
  - (b) In the case of a company or corporate / statutory body either be under its Common Seal or signed by its Attorney or by an Officer on behalf of the company or corporate / statutory body in accordance with its Articles of Association or the Constitution or the Statute (as applicable).
3. Please indicate with a 'X' how the Proxy should vote on each resolution. If no indication is given, the Proxy in his/her discretion will vote as he/she thinks fit.
4. To be valid, the completed Form of Proxy must be deposited with the Company Secretaries, P W Corporate Secretarial (Pvt) Ltd at No. 3/17, Kynsey Road, Colombo 08, Sri Lanka or must be emailed to [dineshg@vallibel.com](mailto:dineshg@vallibel.com) 48 hours before the time fixed for the Meeting.

**FORM OF REQUEST**

**FOR A PRINTED COPY OF THE ANNUAL REPORT OF  
VALLIBEL POWER ERATHNA PLC  
FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH 2025**

TO: Vallibel Power Erathna PLC  
No. 25, Foster Lane, Colombo 10

I/We hereby request for a printed copy of the Annual Report of Vallibel Power Erathna PLC for the Financial Year ended 31st March 2025

**DETAILS OF THE SHAREHOLDER(S)**

<b>Full name :</b>	
<b>National Identity Card / Passport / Company Registration No. :</b>	
<b>Contact Telephone Number :</b>	
<b>Address :</b>	

.....  
Signature of Shareholder(s)

.....  
Date

\* Contact details of Vallibel Power Erathna PLC

Telephone : +94 011 2381111  
Facsimile : +94 011 2381115  
Email : dineshg@vallibel.com