



SHAW WALLACE INVESTMENTS PLC
Annual Report 2023

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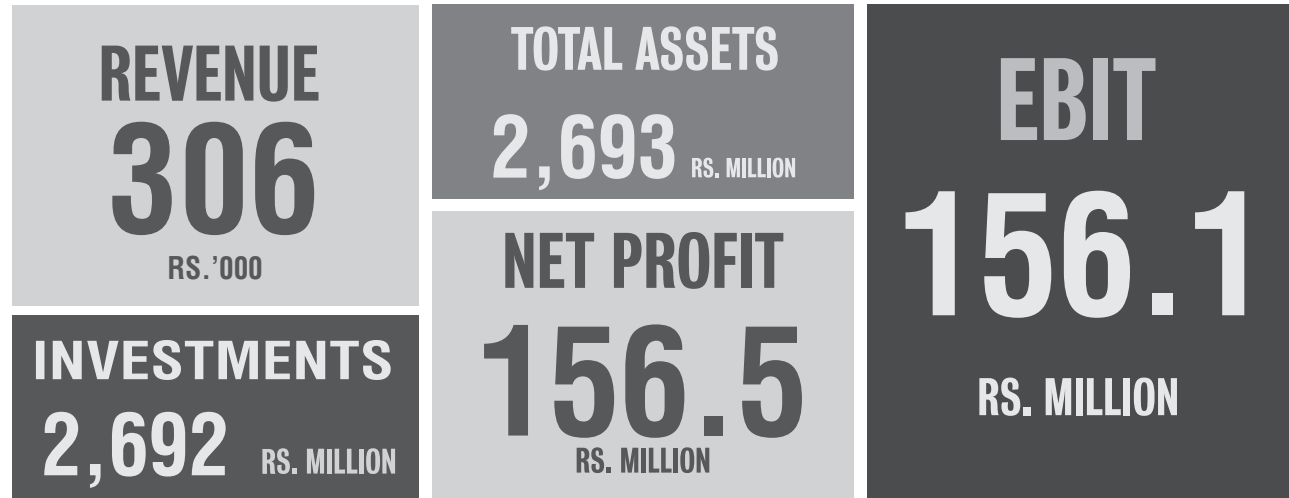


WHO WE ARE

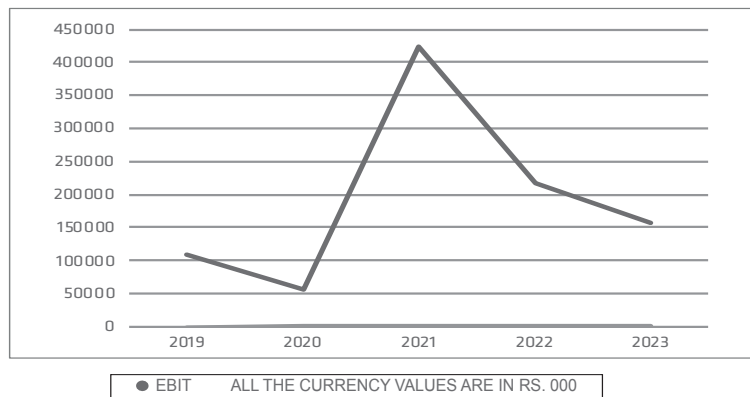
Shaw Wallace Investments PLC is an investment trust listed on the Colombo Stock Exchange. The company actively manages a portfolio of listed equity, debt instruments, private equity, property and investments in alternate asset classes.

OUR VISION

To be a leading investment trust focused on the property sector.

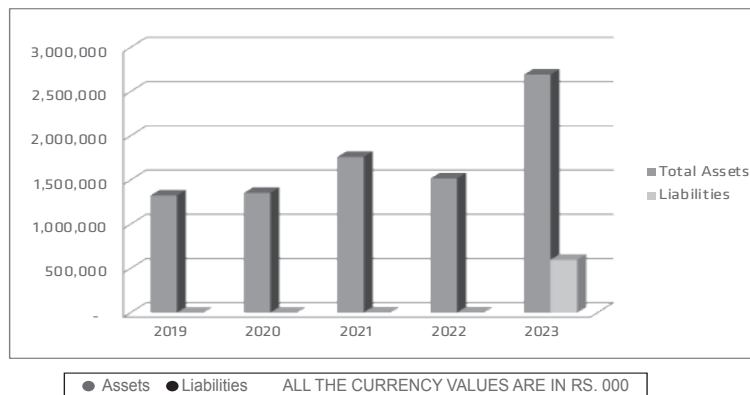


PROFIT (EBIT)



156.1 Mn.
EBIT in Year 2022 / 2023

TOTAL ASSETS AND LIABILITIES



2,693 Mn.
Assets as at 31.03.2023

597.7 Mn.
Liabilities as at 31.03.2023

Chairman's Review

It is a pleasure to welcome you to the 66th Annual General Meeting of the Company and to place before you the Annual Report and the Audited Financial Statements of the Company for the financial year ended 31st March 2023.

Sri Lanka's economy contracted by 7.8 percent in 2022. While all key sectors contracted, manufacturing and construction sectors suffered the most amid shortages of inputs and supply chain disruptions. High frequency indicators, such as purchasing managers' indices, indicate continued stress in the first quarter of 2023. After peaking at an unprecedented 69.8 percent in September, headline inflation closed at 57.2 percent in 2022, reflecting the impact of elevated global commodity prices, monetization of fiscal deficits, currency depreciation, and food supply constraints due to the 2021 ban on chemical fertilizers. Since January 2022, the central bank has raised policy rates by a cumulative 1,050 basis points to try curbing inflation. The overall fiscal deficit is estimated to have declined owing to the implementation of several new revenues measures (including a VAT rate increase from 8 to 15 percent), tightly controlled expenditure and a buildup of arrears to suppliers and contractors. Interest payments continued to absorb more than two-thirds of total revenue.

Key downside risks include full implementation of the IMF programme, limited external financing support, a sharper global slowdown, and a prolonged recovery from the scarring effects of the current crisis. The changes in the macroeconomic environment will be closely monitored by the Group to ensure remaining relevant in changing times and circumstances. Considering several developments in the latter part of the financial year under review, the Group has taken pre-emptive measures to manage business operations within this complex operating environment while putting in place strategies and safeguards to remain sustainable in the longer term. Our position as an asset-backed entity is an advantage, and we are certain that we shall persevere and push through these difficult times and continue our growth path ensuring value additions to all stakeholders. We remain confident that Sri Lanka as a nation is resilient and will overcome all challenges.

In Conclusion I take this opportunity to express my sincere gratitude to all our employees for their contribution and acknowledge the support received from all my fellow Directors. On behalf of the Board of Directors I thank all the Shareholders & the Stakeholders for the trust and confidence placed in the Company.

Sgd
S.V Rajiyah
11th August 2023

Directors' Profiles

Mr. S. V. Rajiyah

(Executive Chairman)

Mr. S. V. Rajiyah is the Executive Chairman of the Company. He is also the Managing Director of Renuka Holdings PLC, Renuka Foods PLC and Renuka Agri Foods PLC, Shaw Wallace Ceylon Ltd, Richlife Dairies Ltd and Director of Companies of the Renuka Group. He is also the Executive Chairman of Galle Face Capital Partners PLC. He is a graduate in Management from the Warwick Business School, University of Warwick, United Kingdom. He has over 20 years of experience in General Management.

Mr. Telge Asitha Prasad Peiris

(Non- Executive Director)

Mr. Telge Asitha Prasad Peiris is the Chief Operation Officer (IT, Legal & Secretarial) of Renuka Enterprise (Pvt) Ltd. As an IT professional, he has held Senior Executive positions over 25 Years in various International and Local Organizations. He has extensive experience in Project Planning & Management, Business process re-engineering & Implementation, besides others. He holds a Master of Science degree specialized in Information Technology from National University of Ireland. He is also an Attorney-at-Law with an LLB from Open University of Sri Lanka and a Project Management Professional (PMP) awarded by Project Management Institute of USA. Since 2021, he is serving as an executive Committee member of Association of Corporate lawyers of Sri Lanka and delegate member of Bar Council at Bar Association of Sri Lanka.

Mr. M. R. Ratnasabapathy

(Non-Executive/ Independent)

Mr. M.R. Ratnasabapathy is an independent Non - Executive Director of the Company. He is a Chartered Global Management Accountant (CGMA), FCMA (UK) and holds an MBA from PIM, University of Sri Jayewardenepura. He has over 25 years' experience in finance, in a range of different industries from audit, trade, agribusiness, power & energy and telecoms, most of the latter in senior positions. He is Director of The Autodrome PLC, where he is a member of the Related Party Transaction Review Committee and the Remuneration Committee, and chairs the Audit Committee.

Mr. Kapila Liyanagamage

(Non-Executive/ Independent)

Mr. Kapila Liyanagamage is an Independent Non-Executive Director and an Attorney-at-Law of the Supreme Court of Sri Lanka with more than 25 years of experience in the field of Civil & Commercial Law. He holds a degree of Master of Laws in Law of International Trade from the University of Wales. He is presently serving as the Legal Consultant of Sri Lanka Ports Authority and as a Director of Renuka Agri Foods PLC and Galle Face Properties Ltd.

Management Discussion and Analysis

Operating Environment

During the year under review, the Sri Lankan economy faced its most challenging year in its post-independence history, comprising severe economic hardship that led to both public and political upheaval. Although the corrective measures required necessarily affected the vast majority in the short term, they were inevitable to safeguard the economy from unrestrained economic instability such as hyperinflation, collapse of economic activity etc. The country managed to transition to a workable solution in the short term, focused on restoring socio-economic stability, while the envisaging assistance from the international financial institutions towards the foreign currency crisis and the stabilization of the domestic economy. This has brought about a relative stability in the economy for its participants to reevaluate and action a corrective action plan for the future.

As per the provisional national accounts estimates of the Department of Census and Statistics (DCS), the Sri Lankan economy recorded a decline of 7.8 percent in 2022, in real terms, compared to a growth of 3.5 percent recorded in the preceding year. All sectors of the economy registered declines during the year (agriculture, forestry and fishing by 4.6 percent; industry by 16 percent; and services by 2.0 percent).

In real terms, the Sri Lankan economy recorded a decline of 7.8 percent in 2022, compared to the expansion of 3.5 percent observed in 2021. Accordingly, the overall size of the economy was US dollars 77 billion in 2022 compared to US dollars 88 billion in the previous year. Per capita GDP was US dollars 3,474 in 2022 compared to US dollars 3,997 in 2021.

The aforementioned turbulence in the economy also affected the supply chains of many industries resulting in shortages of products/services of every description. While the decline of the economy led to the increase in the unemployment rate, the increase in both the labour force and inactive population led to a decline in labour force participation during the year. The unemployment rate declined to 4.7 percent in 2022 from the 5.1 percent recorded during the previous year.

However, in early 2022, due to the unprecedented socio-political tensions and dried up liquidity in the domestic/foreign exchange market, it created an adverse impact to the Economy of the Country as a whole.

The following aspects were discussed pertaining to the primary macro - economic variables during the year under review and the resultant impacts on the performance of Shaw Wallace Investments PLC.

Management Discussion and Analysis Contd..

Movement	Cause	SHAW WALLACE INVESTMENTS PLC
<p><u>Economy</u> Sri Lankan economy recorded a negative growth of 7.8 percent in 2022, in real terms, compared to the growth of 3.5 percent recorded in the preceding year.</p>	<p>All sectors of the economy registered negative growths during the year (agriculture, forestry and fishing by 4.6 percent; industry by 16 percent; and services by 2 percent).</p> <p>The performance of the agriculture, forestry and fishing sector was negatively impacted by the notable decline recorded in the subcategories of growing of cereals, rice, vegetables, (except oleaginous fruits), and tea while the growth in Oleaginous fruits weighed in positively on the sectorial performance.</p> <p>The majority of subcategories within the industries sector registered declines. Leading the way was mining & quarrying 31 percent followed by construction 20.9 percent and manufacturing 12.6 percent. A notable exception was water supply activities.</p> <p>Most subcategories in the services sector also registered negative growths with financial, insurance & real estate activities declining 15.4 percent, IT by 1.4 percent and professional services 0.6 percent.</p>	<p>The recorded decline in GDP during the early period of the financial year did not have a significant impact to the Company, as during this period funds were invested in short to medium term deposits.</p>

Management Discussion and Analysis Contd..

Movement	Cause	SHAW WALLACE INVESTMENTS PLC
<p><u>Inflation</u> Headline inflation initially accelerated in 2022 driven mainly by global and domestic supply side disturbances, the surge in global commodity prices and upward revisions to administered prices, while core inflation also accelerated reflecting the lagged effect of significant monetary accommodation.</p>	<p>As reflected by the year-on-year change in both the National Consumer Price Index (NCPI, 2013=100) and the Colombo Consumer Price Index (CCPI, 2013=100), the acceleration in headline inflation was attributed to the acceleration in both food and non-food inflation, though food inflation accounted for a larger share. Several upward revisions made to energy prices and other administrative prices reflected the rise in prices in the international market as well as volatile food prices stemming from the pandemic and economic turbulence related supply side disruptions, mostly contributed to such acceleration in inflation. Spillover of the aforementioned revisions alongside external shock absorption methods, such as the removal of maximum retail prices also partly contributed to the rise in inflation. Accordingly, year-on-year headline inflation, measured by the CCPI, which was recorded at 6 percent at end 2021, accelerated to 46.4 percent by end 2022.</p>	<p>No major Impact to the Company.</p>
<p><u>Domestic Interest Rates</u> Market lending interest rates increased notably during 2022 in response to the tight monetary and liquidity conditions, while certain lending interest rates began to moderate towards end 2022.</p> <p>The unprecedented increase in the Central Bank's policy interest rates, the substantial liquidity deficit in the domestic money market drove up deposit interest rates, and the elevated yields on government securities, mainly caused the rise in market lending interest rates in 2022.</p>	<p>Considering the possible build-up of excessive inflationary pressures and the imbalances that emerged in the external sector and financial markets, the Central Bank, which deployed unprecedented monetary stimulus measures since 2020, commenced monetary tightening measures from the beginning of the financial year .</p> <p>The Central Bank continued to provide extraordinary financial support to the Government by way of purchasing Treasury bills from the primary market, as well as direct allocations to the Central Bank to meet the emergency funding needs of the Government amidst disruptions.</p>	<p>The company was well placed to take advantage of the short term disruptions in the Govt Securities and Share markets.</p>

Management Discussion and Analysis Contd..

Movement	Cause	SHAW WALLACE INVESTMENTS PLC
<p>Exchange Rates</p> <p>In 2022, the Sri Lanka rupee depreciated significantly against the US dollar by 44.8 percent from Rs. 200.43 as at end 2021 to Rs. 363.11 as at end 2022. The average US dollar buying and selling exchange rates of commercial banks as at end 2022 were Rs. 360.41 and Rs. 371.61, whilst comparative figures as at end 2021 were Rs. 198.50 and Rs. 203.00, respectively.</p> <p>The depreciation pressure was largely abated by the announcement of a daily exchange rate guidance to licensed banks with a variation margin as compelled by the FX conditions that prevailed, effective from 13 May 2022. As a result, the exchange rate started to stabilise gradually at around Rs. 363.00 level during the second half of 2022.</p>	<p>The pressures witnessed on the exchange rate amidst dried up liquidity in the domestic foreign exchange market were amplified in 2022, warranting a measured adjustment that was allowed in the exchange rate in early 2022, compared to the level that prevailed in the market amidst concerns about the adverse impact of any large depreciation of the exchange rate on the society. However, the outcome of the exchange rate flexibility that was thereafter allowed, fell short of expectations due to the large overshooting by market forces, reflecting the significant liquidity pressures that prevailed in the domestic foreign exchange market as well as the delay in market correction.</p>	<p>Less impact to the Company due to less exposure to foreign currency transactions.</p>
<p>Share Market</p> <p>The Colombo Stock Exchange (CSE) recorded a decline in 2022, mainly responding to the general market sentiment and the interest rates prevailing in the market.</p> <p>The foreign participation in the market too declined in line with the Sovereign rating assigned by international rating agencies.</p>	<p>There was much interest from the domestic investors when the interest rates were very low. However with the rates rising due to central banks corrective actions, the market participation declined.</p>	<p>The company took advantage of investing in value stocks which paid dividends by the appreciation of the value with the gradual stabilization in the economy.</p>

Capital Management Review

Being in the investment business, we seek creation of long term sustainable value to our shareholders while safeguarding the financial stability of the Company.

Financial Capital Trading Investment Portfolio:

The Company recorded a loss of Rs. 443,710 from its fair value investment measured at Fair Value through Profit or Loss during the year, against a profit of Rs. 147,740,412 during the previous year.

Report of the Board of Directors

The Board of directors have pleasure in presenting the report of the affairs of the Company and the Audited Financial Statements of the Company for the year ended 31st March 2023 together with auditor's Report and pertinent information required under section 168 of Companies Act No. 07 of 2007, Colombo Stock Exchange Listing Rules and the recommended best practices on Corporate Governance.

1. Overview

Shaw Wallace Investments PLC is a public limited Company incorporated in Sri Lanka on 26th June 1958 under the Companies Ordinance, No. 51 of 1938 and subsequently re-registered on 22nd May 2008 under Companies Act No. 07 of 2007. The Ordinary shares of the company are quoted on Colombo Stock Exchange since 1958.

The registered Office of the company is situated at "Renuka House", No. 69, Sri Jinaratana Road, Colombo 02.

Section 168 of the Companies Act No 07 of the 2007, specifies the information to be published in the Annual Report, Prepared for the year ended 31st March 2023 and compliance status of same is given in the Corporate Governance Report on pages No. 16 to 27 to this Annual Report.

2. Review of Business

2.1 Principal Business Activities and business review

The principal activity of the Company is to invest in equity, debt and other alternate asset classes in order to act as a holding company. The Chairman's Review contains the performance of the Company and the future developments. Further risk involvement analysis and measures taken to mitigate the risks are given in the Management Discussion and Analysis and the Risk Management Report.

2.2 Associate Companies

The company invested in the following associate company.

Shaw Wallace & Hedges Ltd

The Company operates as the holding company of property development sector companies.

2.3 Subsidiary Company

During the year the Company has further invested in 647,828 voting share of Galle Face Capital Partners PLC (GFC PLC) on 17 th June 2022.

3. Future Developments

Future development activities of the Company is discussed in the Chairman's Review on the page No. 3 to this Annual Report.

4. Financial Statements of the Company

The Financial Statements of the Company duly approved by two Directors in compliance with the requirements of sections 151, 152 and 168(1) (b) of the Companies Act No 07 of 2007 are given on page No. 48 to this Annual Report.

5. Directors' Responsibility for Financial Statements

The Directors are responsible for the preparation of Financial Statements of the Company to reflect the state of its affairs. The Directors are of the view that Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows presented on pages No. 48 to 51 have been prepared in accordance with the requirements of the Sri Lanka Accounting Standards as mandated by the Sri Lanka Accounting and Auditing Standards Act No. 15 of 1995 and the Companies Act No. 07 of 2007. Further, these Financial

Statements are also comply with the requirements of listing rules of the Colombo Stock Exchange. The Report of "Directors' Responsibilities" appearing on pages No. 41 to 42 of this Annual Report forms an integral part of this report.

Report of the Board of Directors Contd..

6. Auditor's Report

The Auditors of the Company, Messrs. KPMG Chartered Accountants performed the audit on the Financial Statements for the year ended 31st March 2023 and the Independent Auditor's Report on the Financial Statements is given on pages No. 43 to 47 of this Annual Report as required by section 168(1) (c) of the Companies Act No. 07 of 2007.

7. Accounting Policies and Changes During the Year
The Company prepared its Financial Statements in accordance with Sri Lanka Accounting Standards (LKAS/ SLFRS) which were in effect up to year end under review. The significant accounting policies adopted in the preparation of Financial Statements of the Company are given on pages No. 52 to 62 to this Annual Report as required by Section 168 (1) (d) of the Companies Act No. 07 of 2007. The Board confirms that there were no changes to the Accounting Policies used by the Company during the year.

8. Financial Results and appropriations

The Company turnover for the year ended 31st March 2023 was Rs. 0.31 Mn compared to Rs. 36.66 Mn in the previous year. Further net profit after tax of the Company was Rs. 156.5 Mn compared with the net profit of Rs. 213.87 Mn for the previous year. Detailed analysis of the Revenue is given in Note No. 13 to the Financial Statements.

9. Dividends and Reserves

9.1 Profit appropriations

The Company had a profit of Rs. 156.5 Mn before tax for the year ended 31st March 2023 compared to Profit of Rs. 216.54 Mn in 2022 and Net Profit after tax was Rs. 156.5 Mn (2022 net profit after tax of Rs. 213.87 Mn).

9.2 Dividends on Ordinary Shares

The Board of Directors has recommended Rs 0.20 per share for 2022/23 (2021/22 Rs. 0.20 per share) by way of Scrip Dividend. The Directors are confident that the Company would meet the solvency test requirement under Section 56 (2) of the Companies Act of No. 7 of 2007 immediately after the proposed final dividend distribution.

9.2.1 Solvency Test

Solvency test has been carried out by the Board of Directors before the payment of the final dividend as required by the Companies Act No. 7 of 2007.

9.3 Provision for Taxation

The taxable income of the Company is taxed at 14% & 30% (2022 - 14% & 24%). Taxable income is arising from the operations of the Company and has been disclosed in accordance with Sri Lanka Accounting Standards. The Company has provided deferred tax on all known temporary differences under the liability method, as permitted by the Sri Lanka Accounting Standard - LKAS 12 on "Income Taxes" Information on Income Tax Expenses & Deferred Taxes are given in Notes No. 16 to the Financial Statements.

9.4 Reserves

The Reserves of the Company are given in the Changes in Equity Statement to the Financial Statements on page No. 50 to this Annual Report.

10. Investments

The Group has a share portfolio in quoted shares amounting to Rs. 566.74 Mn. Detailed portfolio of the investments held by the Company is given in Note No. 6.1 to the Financial Statements.

11. Property, Plant & Equipment and Capital Expenditure

There were no Property, Plant & Equipment held by the Company.

Report of the Board of Directors Contd..

12. Market value of Freehold Properties and Investment Properties

There are no Freehold or Investment Properties held by the Company.

13. Stated capital

The Stated capital of the Company as at 31st March 2023 was Rs. 913,011,900/- Comprised of 178,254,871 Ordinary shares (2022 - Rs. 878,252,200 comprising 173,798,500 Ordinary Shares).

14. Share Information

14.1 Information on earnings, net assets and market values

Information relating to earnings and net assets are given with five year summary appearing on page No. 80 to this Annual Report. Market value details of the ordinary shares are appearing with Shareholders' Information on pages No. 81 to 83 of this Annual Report.

14.2 Distribution schedule is given on pages No. 81 to 82 this Annual Report together with Shareholders' and investors' information.

15. Major Shareholdings

Details of the twenty largest shareholders with the percentage of their respective shareholdings as at 31st March 2023 are given on page No. 83 together with comparative shareholdings.

16. Interest Register

The Interests Register is maintained by the Company Secretary, as per the Section 168(1) (e) of the Companies Act No. 7 of 2007. All Directors have made their declarations as provided for in section 192(1) & (2) of the Companies Act aforesaid. The Share ownership of Directors is disclosed on page No. 12 to this Annual Report, Entries were made in the Interests Register on share transaction

and Directors' interest in contracts. The Interest Register is available for inspection by shareholders or their authorised representatives as required by the section 119 (1) (d) of the Companies Act No. 07 of 2007.

17. Equitable treatment to all shareholders

The Company has made every endeavor to ensure the equitable treatment to all shareholders and adopted adequate measures to prevent information asymmetry.

18. Public Holding

There were 2,860 (2022-2,935) registered shareholders as at 31st March 2023 out of which 2,859 (2022-2,934) were public shareholding with the percentage of shares held by the public, as per the Colombo Stock Exchange rules, being 49.94% (2022 - 49.94%).

19. Information to Shareholders

The Board strives to be transparent and provide accurate information to shareholders in all public material.

The quarterly financial information during the year has been sent to the Colombo Stock Exchange in a timely manner.

20. Board of Directors

20.1 List of Directors

The names of the Directors who held office during the financial year are given below. The brief profile of the Board of Directors appear on page No. 4 to this Annual Report.

The basis on which Directors are classified as Independent and Non-Executive directors is discussed in the Corporate Governance Report.

Report of the Board of Directors Contd..

Name of Director	Executive	Non-Executive	Independent
Mr. S. V. Rajaiyah	x		
Mr. T. A. P. Peiris		x	
Mr. M. R. Ratnasabapathy		x	x
Mr. K. Liyanagamage		x	x

20.2 Recommendation for re-election

To re-elect Mr. K. Liyanagamage as a Director who retires by rotation in terms of Article 28 (1)

To re-appoint T. A. P. Peiris as per Article 26(1) of the Article Association who has been appointed by the board since last AGM, as a Director.

20.3 Directors Meetings

Details of the meetings of the Board of Directors are presented on page No. 17 to this Annual Report.

20.4 Directors' Interest in transactions

The Company carried out transactions in the ordinary cause of business with the entities which a Director of the Company is a Director. The transactions with the entities where a Director of the Company either has control or exercises significant influence have been classified as related party transaction and disclosed in Note 18 to the Financial Statements. The Directors have no direct or indirect interest in any other contract or proposed contract with the Company.

20.5 Directors' Interest in Shares

Directors of the Company and who have relevant interest in shares of their respective companies have disclosed their shareholdings and any acquisitions/ disposals to their Boards, in compliance with section 200 of the Companies Act.

Directors holdings, in Ordinary Shares of the Company are given in the below table.

Name of Director	As at 31st March 2023	As at 1st April 2022
Mr S. V. Rajiyah	-	-
Mr. P. Gunathilake*	-	-
Mr. B. V. Selvanayagam**	-	-
Mr. M. R. Ratnasabapathy	-	-
Mr. T. A. P. Peiris***	-	-
Mr. K. Liyanagamage	-	-

* Resigned w.e.f. 31/08/2022

** Resigned w.e.f. 20/01/2023

*** Appointed w.e.f. 01/09/2022

Share dealings by Directors during the year were disclosed to Colombo Stock Exchange.

20.6 Remuneration of Directors

The remuneration of Directors in respect of the Company for the year ended 31st March 2023 is given in Note 18 to Financial Statements.

20.7 Directors Responsibility for Financial Reporting

The Directors are responsible for the preparation of Financial Statements of the Company to reflect a true & fair view of the status of its affairs. The Directors are of the view that these Financial Statements have been prepared in conformity with the requirements of the Sri Lanka Accounting Standards (SLFRS/LKAS) issued by the Institute of Chartered Accountants of Sri Lanka, Companies Act No. 7 of 2007, Sri Lanka Accounting and Auditing Standards Act No.15 of 1995 and the Listing Rules of Colombo Stock Exchange.

Report of the Board of Directors Contd..

20.8 Board Committees

The Board has established committees for better monitoring and guidance of different aspects of operations and control.

Audit Committee

The Audit Committee comprising of Non- Executive Directors are provided on pages No. 35 to 36 of this Annual Report. Detailed scope of the Audit Committee and their work during the year disclosed in Audit Committee Report given on page No. 35 of this Annual Report.

Related Party Transactions Review Committee (RPTR)

Related Party Transactions Review Committee (RPTR) comprise of three independent non-executive Directors. RPTR Committee of Renuka Holdings PLC, the ultimate parent company, act as the RPTR Committee of Shaw Wallace Investments PLC. Detailed scope and the meetings held during the year under review is given in the RPTR Committee Report on pages No 37 to 38 in this Annual Report.

Remuneration Committee

Remuneration Committee of ultimate parent company, Renuka Holdings PLC, act as the Remuneration Committee of Shaw Wallace Investments PLC. The scope and meetings of the Remuneration Committee is given in the Remuneration Committee report on pages No. 39 in this Annual Report.

Nomination Committee

Nomination Committee of ultimate parent company, Renuka Holdings PLC, act as the Nomination Committee of Shaw Wallace Investments PLC. The scope and meetings of the Nomination Committee is given in the Nomination Committee report on pages No. 40 in this Annual Report.

21. Related Party Transactions

The Board of Directors has given the statement in respect of the related party transactions. The related party transactions of the Company during

the financial year have been reviewed by the Related Party Transactions Review Committee and are in compliance with the Section 09 of the CSE Listing Rules.

22. Statutory Payment

The Directors, to the best of their knowledge and belief are satisfied that all statutory payments are due to the Government; other regulatory institutions have been made on time.

Declaration relating to statutory payments is made in the Statement of Directors' Responsibilities on the pages No. 41 to 42 to this Annual Report.

23. Environmental Protection

The Directors, to the best of their knowledge and belief are satisfied that the Company has not engaged in any activities, which have caused adverse effects on the environment and it has complied with the relevant environmental regulations.

24. Events Occurring After the Reporting Date

There are no events of material and significance nature that requires adjustment to the Financial Statements, occurred subsequent to the date of the reporting date, other than those disclosed in Note No. 21 to the Financial Statements.

25. Going Concern

The Directors, after considering the financial position, operating conditions, regulatory and other factors including matters addressed in the Corporate Governance code, have reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Therefore the going concern basis has been adopted in the preparation of the Financial Statements as disclosed in Note No. 2.7 to the Financial Statements.

26. Corporate Donations

The Company has not made any donations during the year under review.

Report of the Board of Directors Contd..

27. Risk Management

The Company has a structured risk management process in place to support its operations. The Shaw Wallace Investments PLC's Board, Audit Committee play a major role in this process. The Risk Management Report elaborates these processes and the Company's risk factors.

28. Internal Controls

The Directors acknowledge their responsibility for the Company's system of internal control. The system is designed to give assurance, inter alia, regarding the safeguarding of assets, the maintenance of proper accounting records and the reliability of financial information generated.

However, any system can only ensure reasonable and not absolute assurance that errors and irregularities are either prevented or detected within a reasonable time period. The Board, having reviewed the system of internal controls, is satisfied with the Group's adherence to and effectiveness of these controls for the year up to the date of signing the Financial Statements.

29. Capital Commitments

No significant capital commitments exist as at 31st March 2023 other than those disclosed in Note No. 20 to this Financial Statements.

30. Compliance with Laws and Regulations

The Company has complied with all applicable laws and regulations. A compliance checklist is signed-off on a quarterly basis by responsible officers and any violations are reported to the Board Audit Committee. Detailed report of the Audit Committee is given on pages No. 35 to 36 to this Annual Report.

31. Contingent Liabilities

There are no contingent liabilities existed as at the Balance Sheet date except what is disclosed in the Note No. 19 to the Financial Statements.

32. Outstanding Litigations

There are no litigations pending against the Company as at the Balance Sheet date.

33. Code of Conduct

The Company demands impeccable standards of conduct from its Directors and employees in the performance of their official duties and in situations that could affect the Company's image.

34. Corporate Governance

The Company has complied with the Corporate Governance rules laid down under the Listing Rules of the Colombo Stock Exchange. The Corporate Governance Report on pages 16 to 27 detailed this further.

35. Compliance with Transfer Pricing Regulations

All transactions entered into with associated persons during the period are comparable with transactions carried out with non-associated parties and are on arm's length basis.

36. Employees and industrial Relations

There are no employees attached to Shaw Wallace Investments PLC.

37. Appointment of Auditors

Messrs KPMG, Chartered Accountants, who are the Company Auditors during the year, are deemed reappointed, in terms of Section 158 of the Companies Act No.7 of 2007, as Auditors of the Company. The retired auditors have expressed their willingness to continue in office. A resolution to re-appoint them as Auditors of the company and authorizing directors to fix their remuneration will be proposed at the forthcoming Annual General Meeting.

38. Auditors' Remuneration and Interest in Contracts

The fee amount paid/payable for the services provided to the Company during the year with corresponding figures for the previous year is present in Note No. 15 to Financial Statements.

Report of the Board of Directors Contd..

39. Annual Report

The Board of Directors approved the Company Financial Statements on 24th July 2023. The appropriate No. of copies of this report will be submitted to Colombo Stock Exchange and to the Sri Lanka Accounting and Auditing Standards Monitoring Board.

Sgd.
S.V.Rajiyah
Chairman

40. Annual General Meeting

Following the issuance of guidelines by the Colombo Stock Exchange (CSE) the 66th Annual General Meeting of Shaw Wallace Investments PLC will be held on 7th September at 3.45 p.m.

Sgd.
T.A.P. Peiris
Director

41. Acknowledgment of the contents of the Report

As required by section 168(1) (k) of the Companies Act No.07 of 2007 the Board of Directors hereby acknowledge the contents of this report.

Sgd.
Renuka Enterprises (Pvt) Ltd.
Managers and Company Secretaries
11th August 2023

Report on the Corporate Governance

Shaw Wallace Investments PLC is involved in Investing and trading in equity and other alternative asset classes. Therefore, structured and sound Corporate Governance is required to mitigate the risk involved and to provide added value to its shareholders and other stakeholders. The Renuka Group Corporate Governance frame work facilitates Shaw Wallace Investments PLC too to adhere and adopt a well sound corporate governance framework that facilitates effective management of corporate relationship and deliver continuous values to its stakeholders. Core principles of accountability, participation and transparency have been in-built to the corporate governance system and manages the wider range of Companies in the Renuka Group.

This is a robust framework of structures, principles, policies, procedures, codes and processes to ensure that our Group values and standards are maintained throughout the Companies in the Group. Corporate Governance essentially involves balancing the interests of the shareholders and many stakeholders of the Company - which extend to Management, Customers, Suppliers, Financiers, Government and the Community. Since Corporate Governance also provides the framework for attaining the objectives of the Company, it encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure.

The Company holds itself accountable to the highest standards of Corporate Governance and provides public accessibility to the information of the Company. Corporate Governance has been institutionalized at all levels in the Group through a strong set of corporate values which have been adhered to by the Senior Management and Board of Directors in the performance of their official duties and in other situations which could affect the Company image.

The Company is committed to the highest standards of integrity, ethical values and professionalism in all its activities.

At the Group level, we set our framework of Corporate Governance in line with Code of Best Practice on Corporate Governance issued by the Institute of

Chartered Accountants of Sri Lanka and the rules set out in the Colombo Stock Exchange Listing Rules and also comply with the Country's Legislative and Regulatory requirement. This applies to Shaw Wallace Investments PLC as well.

Corporate Governance System

The Board of Directors who are appointed by the shareholders are the ultimate governing body of the Company having the highest decision making authority and overall responsibility for determining the strategic directions of the Company. In all actions taken, the Board of Directors are expected to exercise their business judgment considering the best interest of the Company. The Corporate Governance frame work is subject to continuous reviews, assessments and improvements to provide best interest to its stakeholders.

BOARD LEADERSHIP

Composition of the Board

The Board comprised of four Directors as at the date of Financial Statements are approved, of which one Director is Executive and three Directors are Non- Executive of which two Directors are Independent. The status of Directors are given below.

Executive Directors	Non – Executive and Directors
Mr. S. V. Rajiyah	Mr. T.A.P.Peiris
	Mr. M. R. Ratnasabapathy (Independent)
	Mr. K. Liyanagamage (Independent)

The Board determined that the Independence of the Directors are measured in accordance with the Colombo Stock Exchange Rules and the Independent Non-Executive Directors have submitted signed confirmation of their Independence. The profiles of the Directors are given in page No. 04 to this Annual Report which states that all the Directors are having diverse experience, being eminent professionals and dynamic entrepreneurs in the corporate world.

Report on the Corporate Governance Contd..

Role & Responsibilities of the Board

The Board aims at fulfilling its responsibilities by creating value for all the stakeholders that is sustainable and beneficial. Under the direction of the Executive Directors and oversight of the Board, the business of the Company is conducted by its managers to enhance the long term value of the Company. The Board gives leadership in setting the strategic direction and establishing a sound control framework for the successful functioning of the Company. The Board's composition reflects a sound balance of independence.

Whilst the management provides information to the Board on regular basis, relating to the Company operations, the Board meets quarterly and gives full consideration to the followings :

- Reviewing of strategic and key business performances
- Reviewing of profit/loss and asset position and quarterly management accounts
- Providing advice and guidelines to senior Managers
- Approving major Investments
- Approving the Interim and Annual Reports
- Risk management and adequacy of internal controls of the Company
- Seeking business developments and expansions in the Company
- Reviewing reports of Related Party Transactions, Compliance with legal and regulatory requirement

Board Composition

The composition of Executive and Non-Executive Independent Directors on the Board who are professionals / academics / business leaders holding senior positions in their respective fields ensures a right balance between executive expediency and independent judgment as no individual Director or small Group of Directors dominate the Board discussion and decision making.

Board Meetings and Attendance

The Board convened three times during the year ended 31st March 2023 and the Directors attendance at the meetings is as follows.

Name of the Director	Eligible to Attended	Attended
Mr. S. V. Rajiyah (Chairman)	3	3/3
Mr. P. Gunathilake*	2	2/2
Mr. M. R. Ratnasabapathy	3	3/3
Mr. B. V. Selvanayagam**	2	2/2
Mr. K. Liyanagamage	3	3/3
Mr. T. A. P. Peiris***	1	1/1

* Mr. P.Gunathilake resigned w.e.f.31/08/2022

**Mr. B.V.Selvanayagam resigned w.e.f.20/01/2023

*** Mr. T.A.P.Peiris appointed w.e.f.01/09/2022

Chairman's Role

The Chairman is responsible for ensuring the effectiveness and conduct of the Board whilst the Management has overall responsibilities over the operating units, organizational effectiveness of the implementation of Board policies and decisions.

The Chairman ensures that Board members have access to adequate information and are provided with sufficient opportunity to obtain clarifications on the matters before the meetings through presentations and documents prepared by the management and their teams. Board members also have access to key management personnel for any clarifications. Chief Financial Officer present the updates on performance of the Company, compliance with regulatory requirements such as Colombo Stock Exchange Listing rules, Companies Act requirements and compliance with tax regulations.

Financial Acumen

The Board constitutes with members who are having multiple disciplines and experiences in Finance, Marketing, Economic, Legal and Human Resources. As a result well balanced members in the Board have the capability in providing constructive debates and reviews to assist in developing capable strategies.

Report on the Corporate Governance Contd..

Information to the Board

Directors are provided with quarterly reports on the performance of the Company. Chairman ensures that Managers provide all clarifications and documentations to the Board with minutes and Board papers which are circulated among Directors prior to seven days of the Board meeting.

Board Appointment and Re-election of Directors

The Board follows a formal process to appoint Directors to the Board mainly through the recommendation of the Nomination Committee.

The Articles of Association of the Company require one third of the Non-Executive Directors retire at each Annual General Meeting and the Directors who retire are those who have served the longest periods after their respective appointments/re-appointments.

Access to Independent Professional Advice

In the process of preserving the independence of the Board and the effective decision making, the Directors obtain independent and professional advice where necessary.

Access to Advice and Services of the Company Secretaries

All the Directors have access to the advice and services of the Company Secretarial function provided by Renuka Enterprises (Pvt) Ltd, which is responsible for ensuring that Board procedures are followed, compliance with rules and regulation, directions and statutes, recording minutes and maintaining required records of the Company.

Independent Judgment

Directors bring independent judgment to bearing on issues of strategy, performance, resources and standards on business conduct. Composition of the Board ensures that there is a sufficient balance of power and contribution by all the Directors without any domination by one or few Directors on Board processes or decision making.

Dedication of Adequate Time and Effort to Matters of the Board and the Company

Directors ensure that they dedicate adequate time and effort to the matters of the Board and the Company and that the duties and responsibilities owed to the Company are satisfactorily discharged. Accordingly dates of quarterly Board meetings and Board Sub- Committee meetings are scheduled well in advance and the relevant papers and documents are circulated a week prior to each meeting giving sufficient time for review. There is provision to circulate papers closer to the meeting on an exceptional basis.

Disclosure of information on Directors to Shareholders

Information relating to each Director is disclosed with the profile given on page No. 04 of this Annual Report. Director's profiles include name, qualifications, experience, material business interest.

Membership in sub-committees are given on pages No. 13 to 13 this Annual Report together with attendance at such meetings. Attendance at Board meeting is given on page No. 17 to this Annual Report.

Remunerations paid to Directors are disclosed in the Note No. 18 to the Financial Statements. Related Party Transactions had with Directors are disclosed in the Note No. 18.1 to the Financial Statements. Further any Directorships in Listed Companies established in Sri Lanka are included in the profile of each Director on page No. 04 to this Annual Report.

Directors' Remuneration Procedure

Remuneration Committee determines and sets out the guidelines for remuneration of the management staff in the Group. Scope of Remuneration Committee and its composition are included on page No. 39 of this Annual Report.

Report on the Corporate Governance Contd..

The Board determines the remuneration of Non- Executive Directors who are paid a Directors Fee for attending the Board meetings and sub-committee meetings. However they are not paid a performance based incentive payment.

Stakeholder Management and Shareholder Relationship Communication with Shareholders

The Board considers the Annual General Meeting as a prime opportunity to communicate with the shareholders of the Company. The Shareholders are given the opportunity of exercising their rights at the Annual General Meeting. The notice of the Annual General Meeting and the relevant documents required are published and circulated to the shareholders within the statutory period.

The Company circulates the agenda of the meeting and shareholders' vote on each issue separately. All the shareholders are invited and encouraged to participate the Annual General Meeting. The Annual General Meeting provides an opportunity for the shareholders to seek and obtain clarifications and information on the performance of the Company and to informally meet the Directors. The External Auditors are also present at the Annual General Meeting to render any professional assistance that may be required. Shareholders who are not in a position to attend the Annual General Meeting in person are entitled to have their voting rights exercised by a proxy of their choice. The Company publishes quarterly accounts and Annual Report in a timely manner as its principal mode of communication with shareholders and others. This enables stakeholders to make a rational judgment of the Company.

Disclosure of Material Proposed Transactions

During the year under review there were no material proposed transactions entered in to by Shaw Wallace Investments PLC which would materially affect the Net Assets base of the Company other than those disclosed in the Note No. 20 to this Annual Report.

Accountability and Audit

The Board through the Chief Financial Officer and the Management is responsible for the preparation and presentation of Financial Statements of the Company in Accordance with the Sri Lanka Accounting Standards comprising SLFRS and LKAS. This responsibility is monitored by the completion of a check list before finalizing the Interim and full year Financial Statements from the respective sector Financial Controllers and Chief Financial Officer.

The Directors' Responsibility Statement for Financial Reporting is included on pages No. 41 and 42 to this Annual Report.

Risk Management and Internal Controls

The Board is responsible for the Company's internal controls and their effectiveness. Internal controls are established with emphasis placed on safeguarding assets, making available accurate and timely information and imposing greater discipline on decision making. It covers all the controls, including financial, operational and compliance control and risk management. It is important to state, that any system can ensure only reasonable and not absolute assurance that errors and irregularities are prevented or detected within a reasonable time.

Board Sub Committees

To assist the Board in discharging its duties various Board Sub Committees are established. The functions and terms of references of the Board Sub-Committee are clearly defined where applicable and comply with the recommendation of the Code of Best Practice on Corporate Governance.

Report on the Corporate Governance Contd..

The Four Board Sub Committees are as follows.

- i. Audit Committee
- ii. Remuneration Committee
- iii. Related Party Transactions Review Committee
- iv. Nomination Committee

Audit Committee

The Board has established an Audit Committee which has oversight responsibility for financial reporting system of the Company considering how they should select and apply accounting policies, financial reporting, establish internal controls and maintain an appropriate relationship with the External Auditors.

The Members of the Audit Committee consist of Independent Non-executive Directors who are appointed by and responsible to the Board of Directors. The Executive Director and Chief Financial Officer attended the meetings by invitation. Other members of the Board, members of the Management as well as External Auditors were present when required. The Company Secretaries serve as Secretaries to the Committee.

The Audit Committee reviews the Accounting Policies and presentation for external audit function and ensures that the objectives and professional relationships are maintained with the External Auditors. Also Audit Committee reviews and assists the Board in maintaining a sound system of internal control.

The Committee has full access to the External Auditors who, in turn, have access at all times to the Chairman of the Committee. The Committee meets with the External Auditors without any executive Directors present at least once a year, in line with good Corporate Governance Practice.

The Report of the Audit Committee is present on pages No. 35 to 36 and the duties of the Audit Committee are included therein.

Related Party Transactions Review Committee

The objective of the Committee is to exercise oversight on behalf of the Board of Shaw Wallace Investments PLC and its listed associate Companies, to ensure compliance with the Code on Related Party Transactions, as issued by the Securities and Exchange Commission of Sri Lanka ("The Code") and with the Listing Rules of the Colombo Stock Exchange (CSE). The Committee has also adopted best practices as recommended by the Institute of Chartered Accountants of Sri Lanka and the CSE. The Related Party Transactions Review Committee of ultimate holding Company Renuka Holdings PLC, acts as the Related Party Transactions Review Committee of Shaw Wallace Investments PLC.

The Related Party Transactions Review Committee consists of three Independent Non-Executive Directors who are appointed by and responsible to the Board.

The Executive Director and Chief Financial Officer attended the meetings by invitation and the Company Secretaries serve as Secretaries to the Committee.

The Report of the RPTR Committee is presented on pages No. 37 to 38 and the duties of the Committee are included therein.

Remuneration Committee

The Remuneration Committee determines the remuneration of the Chairman and the Executive Directors and sets guidelines for the remuneration of the key management staff within the Group. The Remuneration Committee of ultimate holding Company Renuka Holdings PLC acts as the Remuneration Committee of Shaw Wallace Investments PLC.

The Remuneration Committee consists of three Directors who all are independent and Non-Executive. The Company Secretaries serve as Secretaries to the Committee.

The Report of the Remuneration Committee is presented on page No. 39 and the duties of the Remuneration Committee are included therein.

Report on the Corporate Governance Contd..

Nomination Committee

The Committee objective is to define and establishes the nomination process for Non-Executive Directors, lead the process of Board appointments and make recommendations to the Board. The Committee sets out the scope comprising tasks such as assessing skills required to be on the Board, periodic review of the extent of skills required to represent the Board, Review the clear description of role and capabilities required for a particular Board appointment and Identify and recommend suitable candidates to the Board. The Nomination Committee of ultimate holding company, Renuka Holding PLC, acts as the Nomination Committee of Shaw Wallace Investments PLC.

All three directors in the Nomination Committee are Non-Executive of which two Directors are Independent.

The Report of the Nomination Committee is presented on page No. 40 and the duties of the Committee are included therein.

Institutional Investors

The Shareholders are provided with Interim Financial Statements and Audited Financial Statements together with Annual Report which contains the periodic/ annual performance of the Company and its Associate Companies. This information is available in the web site of Colombo Stock Exchange. Further Board of Directors ensures that Shareholders are given a fair chance to communicate at the Annual General Meeting and clarify any information relating to the Company. Board also encourages discussions of a high level on the strategic decisions and achievement of goals of the Company at the Annual General Meeting. Further the Board disseminates any information which is price sensitive to the shareholders by announcing to the Colombo Stock Exchange.

Other Investors

The Board expects any investor to carry out analysis on the information published in the Colombo Stock Exchange web site and to seek independent advice on their investment decisions to invest or divest the shares.

Information Technology Governance

The Board is vigilant on the impact of the technology towards the business. The Board is concerned about the threat and the need for the management of IT and Cyber security risk. Chief Information Technology Officer in the Group is entrusted with formulation of the Group Information Technology policy and Information Security Policy.

Management of IT and Cyber security is reviewed at monthly meetings with Directors and they are informed of any risks, issues and precautionary.

Compliance Summary

Statement of compliance under Section 7.6 of the Listing Rules of Colombo Stock Exchange on Annual Report disclosures.

Corporate Governance Compliance Statement

Shaw Wallace Investments PLC has fully complied with the Corporate Governance listing requirements of the Colombo Stock Exchange and adheres to the different regulating authorities including,

- Companies Act No.7 of 2007
- Code of Best Practices on Corporate Governance issued jointly by the CA Sri Lanka and the Securities & Exchange Commission of Sri Lanka
- Inland Revenue Act
- Exchange Control Act

Report on the Corporate Governance Contd..

CSE Rule Reference	Corporate Governance Principles	Compliance Status	Company's Extent of Adoption
(i)	Names of persons who were Directors of the entity	Complied	Refer Report of the Board of Directors Report on pages No. 09 to 15 to this Annual Report.
(ii)	Principal activities of the entity during the year and any changes therein	Complied	Refer Note No. 1 to Financial Statements.
(iii)	The names and the No. of shares held by the 20 largest holders of voting shares and the percentage of such shares held	Complied	Refer Shareholders' and Investors' information on pages No. 80 to 82 to this Annual Report.
(iv)	The public holding percentage	Complied	Refer Shareholders details on page No. 80 to this Annual Report
(v)	A Statement of each Director 's holding and Chief Executive Officer 's holding in shares of the entity at the beginning and end of each Financial year	Complied	Refer pages No.12 to this Annual Report.
(vi)	Information pertaining to material foreseeable risk factors of the Entity	Complied	Refer Report on the Risk management on page No. 30 to 34 to this Annual Report.
(vii)	Details of material issues pertaining to employees and industrial relation of the Entity	Not Applicable	There are no employees in the Company.
(viii)	Extent, Locations, Valuations and the number of buildings of the Entity's land holding and investment properties	Not Applicable	
(ix)	Number of shares representing the Entity's Stated Capital	Complied	Refer Note No. 9 to Financial Statements.
(x)	A distribution schedule of the number of holders in each class of equity securities and the percentage of their total holdings	Complied	Refer Shareholders' and Investors' information on page No. 80 to 82 to this Annual Report.
(xi)	Financial ratios and market price information	Complied	Refer five years summary given on page No. 79 and 80 to this Annual Report
(xii)	Significant change in the Company's fixed assets and market value of Land, if the value differs substantially from the book value as at the end of the year	Not Applicable	
(xiii)	Details of funds raised through a public issue, rights issue and a private placement during the year	Not Applicable	
(xiv)	Information in respect of Employee Share Ownership or Stock Option scheme	Not Applicable	
(xv)	Disclosures pertaining to Corporate Governance practices in terms of Rules 7.10.3, 7.10.5 c. and	Complied	Refer Report on the Corporate Governance on page No. 16 to 27 to this Annual Report.
(xvi)	7.10.6.c. of Section 7 of the Listing Rules	Complied	Refer Note No. 18 to Financial Statements.

Report on the Corporate Governance Contd..

Compliance Summary Contd...

CSE Rule Reference	Corporate Governance Principles	Compliance Status	Company's Extent of Adoption
7.10	COMPLIANCE		
a./b./c.	Compliance with Corporate Governance Rules	Complied	This report declares the confirmation on compliance and refer Page No. 21 for "CORPORATE GOVERNANCE COMPLIANCE STATEMENT".
7.10.1	NON-EXECUTIVE DIRECTORS (NED)		
a.	At least 2 members or 1/3 of the Board, whichever is higher should be NEDs	Complied	Three out of four Directors are Non-Executive Directors.
b.	The Total number of Directors is to be calculated based on the number as at the conclusion of the immediately preceding Annual General Meeting	Complied	Calculation is based on number as at the conclusion of the immediately preceding Annual General Meeting.
c.	Any change occurring to this ratio shall be rectified within ninety (90) days from the date of the change	Not Applicable	
7.10.2	INDEPENDENT DIRECTORS		
a.	2 or 1/3 of NEDs, whichever is higher shall be 'Independent'	Complied	Two Non-Executive Directors are independent out of Three.
b.	Each NED to submit a signed and dated declaration annually of his/her independence or non-independence	Complied	All Non-Executive Independent Directors have submitted their confirmation on independence.
7.10.3	DISCLOSURES RELATING TO DIRECTORS		
a./b.	Board shall annually determine the independence or otherwise of NEDs	Complied	The Board assessed the independence declared by Directors and determined the Directors who are independent.
c.	A brief resume of each Director should be included in the Annual Report including the Directors' experience	Complied	Refer page No. 04 for a brief resume of each Director.
d.	Provide a resume of new Directors appointed to the Board along with details	Complied	Refer page No. 04 for a brief resume of each Director.
7.10.4	CRITERIA FOR DEFINING INDEPENDENCE		
a. - h.	Requirements for meeting the criteria to be an Independent Director	Complied	As per 7.10.2 a & b in determining of the independence or otherwise of NEDs, Board reviewed the criteria for defining independence as per 7.10.4 a to h

Report on the Corporate Governance Contd..

Compliance Summary Contd...

CSE Rule Reference	Corporate Governance Principles	Compliance Status	Company's Extent of Adoption
7.10.5	REMUNERATION COMMITTEE		
a.1	Remuneration Committee shall comprise of NEDs, a majority of whom will be independent	Complied	The Remuneration Committee Comprises of 3 Non-Executive Directors of all are Independent.
a.2	One Non-Executive Director shall be appointed as Chairman of the Committee by the Board of Directors	Complied	Refer page No. 39 for Chairman of Remuneration Committee.
b.	Remuneration Committee shall recommend the remuneration of the CEO and the Executive Directors	Complied	Refer page No. 39 for Remuneration Committee scope.
c.1	Names of Remuneration Committee members	Complied	Refer page No. 39 for names of the Committee members.
c.2	Statement of Remuneration policy	Complied	Refer pages No. 39.
c.3	Aggregate remuneration paid to EDs and NEDs	Complied	Refer to Note No. 18 of the Financial Statements.
7.10.6	AUDIT COMMITTEE		
a.1	Audit Committee shall comprise of NEDs, or a majority of whom should be independent	Complied	The Audit Committee comprises of three Non-Executive Directors of which two are independent.
a.2	A NED shall be the Chairman of the Committee	Complied	The Chairman of the Committee is an Independent Non-Executive Director.
a.3	CEO and CFO should attend Audit Committee meetings	Complied	Refer pages No. 35 to 36 of the Report of Audit Committee.
a.4	The Chairman of the Audit Committee or one member should be a member of a professional accounting body	Complied	One member of the Audit Committee is a Fellow Member of the Institute of Chartered Accountants of Sri Lanka.
b.	Functions of the Audit Committee		
b.1	Overseeing of the preparation, presentation and adequacy of disclosure in the financial statements	Complied	Refer pages No.35 to 36 for Audit Committee Report.
b.2	Overseeing the compliance with financial reporting requirements, information requirements as per the laws and regulations	Complied	Refer pages No.35 to 36 for Audit Committee Report.
b.3	Ensuring the internal controls and risk management are adequate to meet the requirements of the SLFRS/LKAS	Complied	Refer pages No.35 to 36 for Audit Committee Report.
b.4	Assessment of the independence and performance of the Entity's External Auditors	Complied	Refer pages No.35 to 36 for Audit Committee Report.

Report on the Corporate Governance Contd..

Compliance Summary Contd...

CSE Rule Reference	Corporate Governance Principles	Compliance Status	Company's Extent of Adoption
b.5	Make recommendations to the Board pertaining to appointment, re- appointment and removal of External Auditors and to approve the remuneration and terms of engagement of the External Auditors.	Complied	Refer pages No.35 to 36 for Audit Committee Report.
c.1	Names of the Audit Committee members shall be disclosed	Complied	Refer pages No. 35 to 36 for Audit Committee Report.
c.2	Audit Committee shall make a determination of the independence of the external Auditors	Complied	Refer pages No. 35 to 36 for Audit Committee Report.
c.3	Report on the manner in which Audit Committee carried out its functions	Complied	Refer pages No. 35 to 36 for Audit Committee Report.
9.2	RELATED PARTY TRANSACTIONS REVIEW COMMITTEE (RPTR)		
9.2.1	Reviewing of Related Party Transactions except the transactions mentioned under rule No. 9 should be carried out by the Committee prior to entering or completion of the transaction	Complied	Refer pages No. 37 to 38 for Audit Committee Report.
9.2.2	The Committee should comprise a combination of non-executive directors and independent non-executive directors. The composition of the Committee may also include executive directors, at the option of the Listed Entity. One independent non- executive director shall be appointed as Chairman of the Committee.	Complied	Refer pages No. 35 to 36 for Audit Committee Report.
9.2.3	Holding Company RPT Committee to function as the RPT Committee of subsidiaries	Complied	Refer pages No. 35 to 36 for Audit Committee Report.
9.2.4	Frequency of Meetings	Complied	Refer pages No. 35 to 36 for Audit Committee Report.

Report on the Corporate Governance Contd..

Compliance Summary Contd...

CSE Rule Reference	Corporate Governance Principles	Compliance Status	Company's Extent of Adoption
9.3	RPTR COMMITTEE DISCLOSURE IN THE ANNUAL REPORT		
9.3.1	<p>Immediate Disclosure:</p> <p>a) Any non-recurrent related Party transaction with a value exceeding 10 percent of the Equity or 5 percent of Total Assets which ever is lower, OR if the aggregate value of all non-recurrent Related Party Transactions entered in to with the same Related Party during the same Financial year amounts to 10 percent of the equity or 5 percent of the Total assets of the Entity as per the latest Audited Financial Statements</p> <p>b) Any subsequent Non-Recurrent Transaction after it exceeds 5 percent of Equity entered with the same related party</p>	Complied	Refer Note No. 18 to Financial Statements.
9.3.2 (a)	Details pertaining to Non-Recurrent Related Party Transactions	Complied	Refer Note No. 18 to the Financial Statements.
9.3.2 (b)	Details pertaining to Recurrent Related Party Transactions	Complied	Refer Note No. 18 to the Financial Statements.
9.3.2 (c)	Report of the Related Party Transactions Review Committee	Complied	Refer pages No. 37 to 38 for Report of the Related Party Transactions Review Committee.
9.3.2 (d)	Declaration by the Board of Directors as an affirmative statement of compliance with the rules pertaining to Related Party Transactions, or a negative statement otherwise	Complied	Refer pages No. 37 to 38 for Report of the Related Party Transactions Review Committee.

Report on the Corporate Governance Contd..

Below summary list the Company compliance with Companies Act No 7 of 2007

Section	Corporate Governance Principles	Compliance status	Reference
168 (1) (a)	The state of the Company's affairs and nature of the business of the Company together with any change thereof during the accounting period	Complied	Refer Note No. 01 to the Financial Statements.
168 (1) (b)	Signed Financial Statement of the Company for the accounting period completed	Complied	Refer page No. 48 of this Annual Report.
168 (1) (c)	Auditors Report on Financial Statements of the Company	Complied	Refer pages No. 43 to 47 of this Annual Report.
168 (1) (d)	Accounting Policies and any changes therein	Complied	Refer Note No. 02 to the Financial Statements.
168 (1) (e)	Particulars of the entries made in the Interests Register during the accounting period	Complied	Refer page No. 11 of this Annual Report.
168 (1) (f)	Remuneration and other benefits paid to Directors of the Company during the accounting period	Complied	Refer Note No. 18 to the Financial Statements.
168 (1) (g)	Corporate donations made by the Company during the accounting period	Complied	Refer page No. 13 of this Annual Report.
168 (1) (h)	Names of the Directors of the Company at the end of the accounting period and name of Directors who ceased to hold office during the accounting period	Complied	Refer page No. 12 of this Annual Report.
168 (1) (i)	Amounts paid/payable to the External Auditor as audit fees and fees for other services rendered during the accounting period	Complied	Refer Note No. 15 to the Financial Statements.
168 (1) (j)	Other relationships or any interest of Auditors with the Company.	Complied	Refer pages No. 35 to 36 of the Audit Committee Report.
168 (1) (k)	Acknowledgment of the content of this report and signature on behalf of the Board	Complied	Refer page No. 15 of the Annual Report for Report of the Board of Directors.

Report on the Sustainability of the Company

Overview

Sustainability of the Company is the key element which is incorporated to Corporate Governance frame work where the utilization of resources efficiently, environmentally responsible provision of services that deliver sustainability benefits which can leverage commercial advantage for the Company. Based on each stakeholder expectations and company desire to deliver sustainable stakeholder values over time, the Company designed appropriate strategies to face the challenge of fulfilling stakeholder expectations.

The key business drives for sustainability are internal operations and stakeholder engagement. The first focuses on our internal operations and provision of our services more efficiently using limited resources. This approach helps us to reduce costs of supply of services and at the same time reduces our impact on the environment. The second approach focuses on our partnerships with our stakeholders. Stakeholders are any individual or party that has an interest in our Group, and who are affected by or can affect our organizational activities. Partnerships help to build trust among our key stakeholders and to reach better understanding on a variety of issues. It can also pave the way for more successful solutions to problems, concerns and challenges.

Impact on Economic Performance

In economic performance, Company focused on operational excellence across all its business divisions and value addition to economic development. Operational excellence measured in terms of efficiency and effectiveness of internal process, improvements to processes and reduces waste. Further investment in IT/ ERP helps measurement of operational results on time with increase accuracy.

Shaw Wallace Investments PLC Sustainability Policy and Guidelines

Identify the stakeholders and rate them in line with the degree of influence and importance. Such stakeholders thus identified are,

- Investors
- Customers
- Key suppliers and business partners
- Environment

Shaw Wallace Investments PLC has formulated sustainability strategies to create value for those identified stakeholders. We have created formal and informal channels in line with ultimate Group (Renuka Holdings PLC) policies to develop effective communication systems and engagement programs to involve our stakeholders and implement continuous monitoring systems through the management team in order to gauge our impact on the stakeholders.

Shaw Wallace Investments PLC has strive to ensure that all processes will not knowingly harm people and will minimize the negative impact our businesses will have on human life as well as environment.

Our Stakeholder Engagement Process

Investors Support

Shareholder engagement is important to have access to growth capital and in turn provide a sound return to them. In meeting global challenges and evolving consumer needs we must be geared to be proactive with new ideas and investment opportunities and ready with the output as well. When we operate according to these principles the shareholders should realize a fair return.

Report on the Sustainability of the Company Contd..

Method of Engagement

- We have open doors policy which enables shareholders to keep in contact, visit and obtain information from the Company Secretaries and engage in dialogue.
- Further e-mail address has been provided for comments and suggestions.
- Update with latest financials for shareholders/ investor to take rational decisions which is very important.
- We report company performance in timely and relevant manner through quarterly Financial Reports and Annual Report published in the Colombo Stock Exchange web site.
- We hold Annual General and Extra Ordinary meetings to communicate with our shareholders.

Our Concern

Our concern is to increase the return on investment, sustainable profitability, good governance and transparency in carrying out group operations.

Customers Support

The Company uses its competencies and decades of experiences to identify the needs and wants of our customers in order to provide quality product and services creating value-for-money.

Suppliers Support

We always try to build business relationships all over the world and not only centered in Sri Lanka.

Renuka Group considers engagement to be an increasingly important component of its corporate citizenship strategy. Our engagement efforts help Renuka Group identify those issues that are most material to our business operations and shape our approach to addressing a range of areas relating to the financial, social and environmental performance of the organization.

Report on the Risk Management

Risk Management is an integral part of our business, since management of risks against returns is a critical trade off decision, businesses have to make every day when it comes to investment and operational decision making. Proactive risk management is vital for the Group since our business is exposed risk arising out of economic, demographic and political factors.

Each Business sector of the Company carries out sector risk assessments on periodic basis and reviewed at the Group management meetings.

We reviewed and refined our investment and business processes balancing objectively with responsiveness and flexibility. The aim was to lay a sound foundation to integrate our risk management activities as part and parcel of our business operations.

Our Approach to Risk Management

Our definition for risk is the potential occurrence of an external or internal event that may negatively impact our ability to achieve the Company's business objectives. The process of embedding risk management system within our company systems and procedure can be outlined as below:

1. Identify Controls that are already operating
2. Monitor those controls to ensure their effectiveness
3. Improve and refine as per the requirement
4. Document evidence of monitoring and control operation

Shaw Wallace Investments PLC follows the risk management governance framework of Renuka Group set by the Ultimate Parent Company.

Company's risk management framework takes into account the range of risks to be managed, and summary in to below categories.

01. **Strategic Risk** - A possible source of loss that might arise from an unsuccessful strategic decision taken by the organization. These content strategies related to growth and strategic positioning which ultimately affect the overall mission of the Company.

02. **Operational Risk** - is the potential loss that might arise in business operation resulting from inadequate or failed internal processes, people and system or external events which ultimately affect the day to day activities of the Company.

03. **Financial Risk**- The likelihood of loss inherent in financing procedures which may weaken the ability to deliver adequate return to the Company. This may include liquidity risk, currency risk, and interest rate risk.

The systems and standard operating procedures and processes are in place to deal with these risks, and the chain of responsibility within the organization to monitor the effectiveness of our mitigation measures.

Enterprise Risk Management Process

Risk Identification, Prioritization and Assessment

As the initial step of the risk framework, it is important to identify risks for effective management. Shaw Wallace Investments PLC identifies all the risks by key stakeholders. We consider risk identification to be a key component of a robust risk management framework. In the absence of a proper risk identification process, the organization is incapable of effectively managing its key risks.

We evaluate risks according to the likelihood of occurrence and magnitude of impact. This assessment provides a prioritized risk list, identifying those risks that need the most urgent attention.

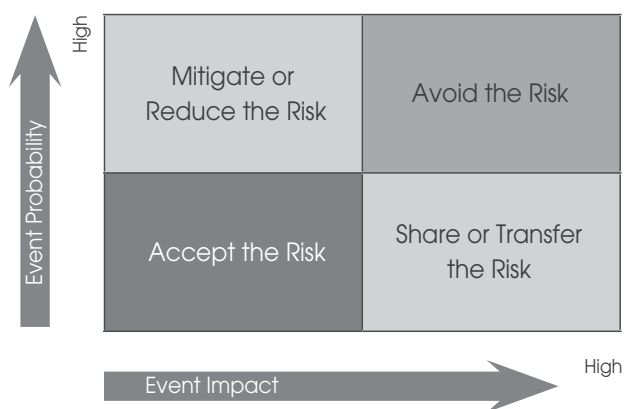
		Impact		
		Low	Medium	High
Probability	High			
	Medium			
	Low			

Report on the Risk Management Contd..

Develop Risk management Strategy

The Risk management strategies address how Group intend to assess risk, respond to risk and making explicit and transparent the risk perceptions that organization routinely use in making both investment and operational decisions.

The above concept has been embedded with risk mapping in order to develop a robust framework to determine an appropriate risk management strategy as shown below.



The Risk Management process in place ensures the clear allocation and segregation of responsibilities relating to risk identification, assessment, mitigation, monitoring, control and communication. We have in place several measures to strengthen our risk management process which are linked to our business processes. These include policies to mitigate business risks along with the upgrading of the support system that enable easy monitoring and management risks.

The main categories of risks that we take into account in the pursuit of our business goals are detailed below

Strategic Risk

Risk	Impact	Risk Management Strategies
Competitive Risk		
Risk to the Group's reputation and Brand image	<p>Reduced market share and rates reducing revenue, cash flow and profitability.</p> <p>Increased promotional expenditure.</p> <p>The positive correlation between cost of resources and competition.</p>	<p>Aim to have a broad appeal in price, range and format in a way that allows us to compete effectively in different markets.</p> <p>Formed strategic relationships with a diverse pool of suppliers, enabling flexibility in pricing contracts and hedging mechanisms are used wherever possible to mitigate exposure to commodity price fluctuations.</p> <p>The Company's service excellence, uniqueness of properties, innovative product and service developments and the strength of its brands enables the Group to eliminate threats from new and existing players.</p>

Report on the Risk Management Contd..

Strategic Risk

Risk	Impact	Risk Management Strategies
Operational Risk		
IT systems and infrastructure	<p>Inability to obtain timely and accurate information due to failures in IT systems.</p> <p>Potential disruption to operations.</p> <p>Significant financial losses.</p>	<p>Implementation of effective IT infrastructure and to ensure consistency of delivery.</p> <p>Engage with service providers to mitigate IT related risks through effective policy and procedures as well as increased awareness.</p> <p>Implementation of a comprehensive IT policy within the Group, supported by adequate systems and controls, ensure the safety and security of data. Contingency plans are in place to mitigate any short term loss on IT services.</p> <p>All shared service divisions are bound by the code of conduct to safeguard the Group's information, irrespective of its physical form.</p> <p>A dedicated central IT team is in place to support all IT related aspects of the Group.</p>

Report on the Risk Management Contd..

Operational risk contd...

Risk	Impact	Risk Management Strategies
Operational Risk		
Legal Regulatory Compliance	<p>Risk of legal action due to non performance of legal and statutory requirements.</p> <p>Result high cost of legal and penalty fees that reduce profitability.</p> <p>Adversely impact to the Groups' reputation and brand image.</p>	<p>The legal support services to Renuka Group management come through the legal department which ensure all legal and regulatory provisions are complied with.</p> <p>The legal function pro-actively identified and sets up appropriate system and processes for legal regulatory compliance in any foreign country that we operate in, and in such instances through legal council retained in those environments.</p> <p>Internal audit function of the Group ensures the safeguarding of company assets and recommends process improvements in areas where process control failure are noted.</p> <p>The operations of the Shaw Wallace Investments PLC come within the rules and regulations applicable to companies listed on the CSE and regulations applicable to securities trading set by the Securities and Exchange Commission of Sri Lanka. Our systems and processes are structured to satisfy the criteria set by these regulations.</p>

Report on the Risk Management Contd..

Operational risk contd...

Risk	Impact	Risk Management Strategies
Breakdown of Internal Controls	<p>Wastage of management Time and resources.</p> <p>Possible loss of data.</p> <p>Increased possibility of fraud and misuse.</p> <p>Disruptions to the normal course of operations.</p> <p>lack of ability to track performance against budgets, forecasts and schedules.</p>	<p>Regular reviews of the effectiveness of internal controls by the corporate internal audit department supplemented by regular management audits carried out by internal teams within the Group ensures the robustness of internal controls. The Company uses comprehensive general and specific reporting and monitoring systems to identify, assess and manage risks.</p> <p>Internal auditors are also engaged to carry out special reviews wherever necessary.</p> <p>The Company uses comprehensive general and specific reporting and monitoring systems to identify, assess and manage risks.</p> <p>Ensuring that only trained, trustworthy, knowledgeable and competent personnel perform tasks which in turn, prevents errors, irregularities and fraud.</p>

Financial Risk

Financial risk management obligations and policies have been described in note No. 23 to the Financial Statements.

Report of the Audit Committee

The Board appointed the Audit Committee to be in line with the Code of the Best Practice on Corporate Governance and the requirement of the Securities and Exchange Commission for Public Listed Companies. The Audit committee functions, authority and duties have been clearly identified in the Audit Committee Charter.

Role of the Audit Committee

The main role and the responsibilities of the Audit Committee include;

- Assisting the Board in discharging its responsibilities by satisfying the Board oversight responsibilities in relation to quality and integrity of the Financial Statements of the Company. This includes preparation, presentation and adequacy of disclosures in the Financial Statements in accordance with Sri Lanka Accounting Standards.
- The overall responsibility in ensuring that the Internal controls systems and risk management systems of the Company are adequate and comply with legal and regulatory requirements.
- Oversight responsibility to ensure compliance in relation to financial reporting requirement and the information requirement as required by Companies Act No. 07 of 2007 and other relevant financial reporting related regulations and requirements.
- Assessing the independence, qualifications and performance of External Auditors.
- Making recommendations to the board pertaining to appointment, re-appointment and removal of external auditors and approval of the remuneration and terms of engagement of the external auditors.
- Discussion of the audit plan, key audit issues and their resolution and management responses.
- Discussion of the Company's Annual Audited Financial Statements and Interim Financial Statements with management and the Auditors.

The Audit Committee also reviews the nature and extent of non-audit services provided by the auditors to ensure that auditors are able to maintain objectivity and independence.

Composition of the Audit Committee

The Audit Committee consists of three Non- Executive Directors of which two directors are independent who are appointed by, and are responsible to the Board of Directors.

Audit Committee Members

Mr. M. R. Ratnasabapathy – Chairman
(Independent Non-Executive Director)

Mr. B. V. Selvanayagam*
(Independent Non-Executive Director)

Mr. K. Liyanagamage
(Independent Non-Executive Director)

Mr. T. A. P. Peiris**
(Non-Executive Director)

* Mr. B.V. Selvanayagam ceased w.e.f.20/01/2023

** Mr.T.A.P.Peris appointed w.e.f.20/01/2023

Brief profiles of each member are given on page 4 of this Annual Report. Their individual and collective financial knowledge and business acumen and the independence of the Committee are brought to bear on their deliberations and judgments on the matters that come within the Committee's purview.

Audit Committee Meetings

The committee has met 4 times during the year under review. The attendance of the members of Audit Committee meeting is stated in the table below.

Name of Director	Eligible to Attend	Attended
Mr. M. R. Ratnasabapathy	4	4/4
Mr. B. V. Selvanayagam	3	3/3
Mr. K. Liyanagamage	4	4/4
Mr. T. A. P. Peiris	1	1/1

Report of the Audit Committee Contd...

Company Secretary acts as the Secretary to the Audit Committee. The Executive Director and Chief Financial Officer, attended the meetings by invitation. Other members of the Board, Management members as well as External Auditors were presented when required.

Charter of the Audit Committee

“Rules on Corporate Governance” under the listing rules of Colombo Stock Exchange and “Code of Best Practice on Corporate Governance” issued jointly by Institute of Chartered Accountants of Sri Lanka and the Securities and Exchange Commission of Sri Lanka are followed.

Functions of the Audit Committee

The proceedings of the Audit Committee are regularly reported to the Board of Directors.

Controls and Risks

During the year, the Committee reviewed the effectiveness of the Company’s system of Internal Control. The Committee also assessed the major business and control risks and the control environment prevalent in the Company and advised the Board on action to be taken where weaknesses were observed. The Audit Committee is satisfied that the Company’s accounting policies and operational controls provide reasonable assurance that affairs of the company are managed in accordance with company policies and that Company assets are properly accounted for and adequately safeguarded.

External Audit

The Committee met with the External Auditors in relation to the scope of the audit and also to discuss the Key Findings at the conclusion of the Audit.

The Committee reviewed the Audited Financial Statements with the External Auditors who are responsible to express an opinion on its conformity with the Sri Lanka Accounting Standards. The External Auditors kept the Audit Committee advised on an on-going basis regarding any unresolved matters of significance.

The Audit Committee undertook the evaluation of the independence and objectivity of the external auditor and the effectiveness of the audit process. As far as the Audit Committee is aware, Auditors do not have any relationship (other than of Auditors) with the Company.

In addition, as required by the Company’s Act No 07 of 2007, the Committee has received a declaration from Messrs. KPMG confirming that they do not have any relationship with the Company, which may have a bearing on their independence.

The Audit Committee recommended to the Board of Directors that Messrs. KPMG to be appointed as Auditors for the financial year ending 31st March 2024 and to authorize the Directors to determine their remuneration complying with code of best practices issued by SEC and CASL subject to the approval of the shareholders at the Annual General Meeting to be held on xxxxx 2023.

Conclusion

The Audit Committee is satisfied that the internal controls and procedures in place for assessing and managing risks are adequately designed and operate effectively and is of the view that they provide reasonable assurance that the Company’s assets are safeguarded and that the financial statements of the Company are reliable. The Company’s External Auditors have been effective and independent throughout the year.

Sgd.
M. R. Ratanasabapathy
Chairman
11th August 2023

Report of Related Party Transactions Review Committee

The Related Party Transactions Review Committee (RPTR) was constituted with an objective of keeping in line with the Code of Best Practice on Corporate Governance and the requirement of the Securities and Exchange Commission with a view to ensure that the interests of shareholders as a whole are taken into account by Shaw Wallace Investments PLC and are consistent with the Code when entering into Related Party Transactions and made required disclosures in a timely manner. The committee has also adopted the Best Practices as recommended by the Institute of Chartered Accountants of Sri Lanka and Colombo Stock Exchange.

RPTR Committee of ultimate parent Company, Renuka Holdings PLC acts as the RPTR Committee of Shaw Wallace Investments PLC.

Composition of the Related Party Transactions Review Committee (RPTR)

The committee comprises three Independent Non executive Directors who are appointed by and responsible to the Board of Directors.

The Committee comprised of following members as at 31st March 2023.

Mr. T. K. Bandaranayake – Chairman
(Independent Non-Executive Director)

Mr. M. S. Dominic
(Independent Non-Executive Director)

Dr. J. M. Swaminathan
(Independent Non-Executive Director)

Brief profiles of each members are given below.

Mr T. K. Bandaranayake

Mr.T.K. Bandaranayake is an Independent Non- Executive Director of Renuka Holdings PLC which is the ultimate parent Company. He is a Fellow Member of the Institute of Chartered Accountants of Sri Lanka. He was in public practice with Ernst & Young for 27 years since 1982. He was a Senior Partner managing a large portfolio of clients. He is also a Director of Nawaloka Hospitals PLC, Overseas Realty (Ceylon) PLC, Havelock City (Pvt) Ltd, Mireka Capital Land (Pvt) Ltd, Mireka Homes (Pvt) Ltd, Samson International PLC, Harischandra Mills PLC, Micro Holdings Ltd. and Browns & Company PLC.

Mr. M. S. Dominic

Mr. M.S. Dominic is an Independent Non-Executive Director and holds a BSc (Hons) degree in Computer Science from the University of South Bank, United Kingdom. He has over 38 years of experience in the Information Technology field. He is also Director of Renuka Foods PLC, Galle Face Capital Partners PLC and Sithijaya Fund. He is a trustee of the George Keyt Foundation. He is also Council of the University of Visual and Performance Art Colombo.

Dr. J. M. Swaminathan

Dr. J. M. Swaminathan is an Attorney-at-Law with over 57 years in practice. He was the former Senior Partner of Messrs. Julius & Creasy. He was a Member of the Office for Reparations Sri Lanka. He has served as a Member of the Law Commission of Sri Lanka and Member of the Council of Legal Education and the Council of the University of Council. He is also a Member of the Company Law Advisory Commission and The Intellectual Property Law Advisory Commission. He is the Chairman of the Board of Studies of the Council of Legal Education and also a Consultant at the Institute of Advanced Legal Studies of the Council of Legal Education. He is a Member of the Visiting Faculty of the LLM Course of the University of Colombo. He also serves on the Boards of several public and private companies.

Related Party Transactions Review Committee Meetings

The Committee has met four times during the year under review. The attendance of the members of Committee meeting is stated in the table below.

NAME OF DIRECTOR	ELIGIBLE TO ATTEND	ATTENDED
Mr. T.K.Bandaranayake	4	4/4
Mr. M.S.Dominic	4	3/4
Dr. J.M.Swaminathan	4	4/4

Company Secretary acts as the Secretary to the Related Party Transactions Review Committee. The Executive Chairman and the Chief Financial Office attended the meetings by invitation.

Report of Related Party Transactions Review Committee Contd..

Policies and procedures of Related Party Transactions Review Committee

- Establishing and defining the threshold values of each listed related party transaction as per the Code which require discussion in detail and disclose.
- Identifying related party transactions that need pre-approval from the Board of Directors and need immediate market disclosure. And identify transactions that need shareholder approval and disclosure in the Annual Report.
- Formulating a standard template to implement to all listed subsidiaries in the Group to follow when documenting RPT when presenting to RPTR Committee.
- Establishing proper guide lines to identify recurrent & non-recurrent Related party transactions to review economic and commercial substance of the related party transaction.
- Establishing a method of having access to adequate knowledge or expertise to assess all aspects of proposed related party transactions where necessary and procedure for obtaining appropriate professional and expert advice from appropriately qualified persons.

- Providing guidelines which senior management must follow dealing with related parties.
- Quarterly review to ensure that adequate disclosures have been done in the market or Annual Report as required by the Code.
- The Committee communicates its comments/ observations to the Board of Directors after each review of related party transactions.

Task of the Committee

The Committee reviewed the related party transaction presented to them by the management and their compliance in Shaw Wallace Investments PLC and communicated the same to the Board of Directors.

The Board of Directors declared that no RPT falling within the scope of the Code was entered into by the Company during the financial year 2021/2022 other than discuss in Note No. 18 to the Financial Statements.

Sgd.
T. K. Bandaranayake
Chairman
11th August 2023

Report of the Remuneration Committee

Composition of the Committee

The committee consists of three non-executive directors who are independent. The members of the committee have wide experience and knowledge of the business industry we are engage in.

The Remuneration Committee of ultimate parent Company, Renuka Holdings PLC, acts as the Remuneration Committee of Shaw Wallace Investments PLC.

Members of Remuneration Committee

Mr. M. S. Dominic - Chairman
(Independent Non- Executive)

Mr. T. K. Bandaranayake
(Independent Non-Executive)

Dr. J. M. Swaminathan
(Independent Non-Executive)

The brief profiles of Mr. M.S.Dominic, Mr. T.K. Bandaranayake and Dr. J.M.Swaminathan are given on page No 37 of this Annual Report.

Remuneration Committee Meeting Attendance

The Committee met once during the financial year under review. Attendances of the directors in such meetings are given below.

NAME OF DIRECTORS	ELIGIBLE TO ATTEND	ATTENDED
Mr. M. S. Dominic	1	1/1
Mr. T. K. Bandaranayake	1	1/1
Dr. J. M. Swaminathan	1	1/1

The Managing Director may attend the committee meetings on invitation and consult on the performance and remuneration of the Key management staff to make recommendations.

Independence of the Committee

The committee is independent from the management of the business and not involve in any business operations.

The scope of the Committee

- The committee study and recommends the remuneration policy of Directors & Key Management Personnel.
- Review the performances of Key Management personnel on periodic basis.
- The Committee recommends the remuneration based on the prevailing market rates and perquisites applicable to the Key Management personnel of the Company and makes appropriate recommendations to the Board of Directors for Approval.
- The Committee also carries out periodic reviews to ensure that the remunerations are in line with market conditions.

The Remuneration Policy is to attract and retain best professional managerial talent within the Renuka Group and also to motivate and encourage them to perform at the highest possible level. The Group has a structure and professional methodology in evaluate the performance of employees. The policy ensure equally and fairness between the various employees is maintained.

Activities during 2023

The Remuneration Committee reviewed the remuneration policy for Key Management Personnel and was satisfied that the existing framework was satisfactory. The total sum that was paid as Directors Remunerations in the year under review is set out in Note 18 to the Financial Statements.

Sgd.
M.S. Dominic
Chairman
11th August 2023

Report of the Nomination Committee

The Nomination Committee of Shaw Wallace Investments PLC as at 31st March 2023 was consist of three Non- Executive Directors of which two Directors are independent.

The Nomination Committee of ultimate parent Company, Renuka Holdings PLC, acts as the Nomination Committee of Shaw Wallace Investments PLC.

Members of the Nomination Committee

Mr. M. S. Dominic - Chairman (Independent Non-Executive)

Mr. T. K. Bandaranayake (Independent Non-Executive)

Mrs. J.J.B.A.Rajiah (Non Executive Director)

Brief profiles of Mr. T. K. Bandaranayake and Mr. M. S. Dominic are given on page No. 37 and of profiles of Mrs. J.J.B.A.Rajiah is given Below.

Mrs. J. J. B.A. Rajiyah

Mrs. J. J. B. A. Rajiyah is a Non - Executive Director of Renuka Holdings PLC which is the ultimate parent Company. She has earned her B.Sc in Law with Management from the University of London and holds a MBA from the Postgraduate Institute of Management, University of Sri Jayawardenepura. She is an Executive Director on the Board of The Autodrome PLC since 2004 and serves in the capacity of the Marketing Director. She is also a Director of Renuka Group Limited, Renuka Enterprises (Pvt) Limited, Galle Face Properties Ltd and other Companies of the Renuka Group. She is also a Director of Mercury Ltd., and Tourama (Pvt) Ltd.

Attendance of Nomination Committee Meetings

During the financial year under review, the Committee had met once, with all members in attendance. The attendances of the meetings are given below.

NAME OF DIRECTORS	ELIGIBLE TO ATTEND	ATTENDED
Mr. M. S. Dominic (Chairman)	1	1/1
Mr. T. K. Bandaranayake	1	1/1
Mrs. J. J. B. A. Rajiyah	1	1/1

The Company Secretary Acts as the Secretary to the Committee.

The directives of the Committee are,

- To identify suitable persons who could be considered to become Board member as a Non-Executive Director.
- To recommend to the Board the process of selection of Chairman and Deputy Chairman
- Make necessary recommendation to the board as and when needed by the Board

The Scope of the Committee is;

- To define and establish the nomination process for Non-Executive Directors,
- Lead the process of Board appointments and make recommendations to the Board.
- The Committee scope out the tasks such as assess skills required to be on the Board.
- Periodic review of the extent of skills required which are represent on the Board.
- Review description of role and capabilities required for a particular Board appointment and Identify and recommend suitable candidate to the Board.

Company Secretaries act as the secretaries to the Committee.

Sgd.
M.S.Dominic
Chairman
Nomination Committee
11th August 2023

Statement of Directors' Responsibility

The Board of Directors of the Company is responsible for preparation and presentation of Financial Statements for the year ended 31st March 2023 in accordance with the requirements of the Sri Lanka Accounting Standards, the Listing Rules of the Colombo Stock Exchange and the Companies Act No. 7 of 2007.

As per the provisions of the Companies Act No. 7 of 2007, the Directors are required to prepare Financial Statements, for each financial year and presented before a General Meeting comprising:

- a. A statement of Income and Statement of Comprehensive Income of the Company which present a true and fair view of the profit or loss of the Company for the financial year
- b. A Statement of Financial Position, which presents a true and fair view of the state of affairs of the Company as at the end of the financial year together with explanatory notes to the Financial Statements
- c. A statement of changes in Equity which presents a true and fair view of the changes in the Company's retained earnings for the financial year
- d. A Cash Flow Statement which presents a true and fair view of the flow of cash in and out of the Company for the financial year; and notes to the Financial Statements and which comply with the requirements of the Act.

The Board of Directors are of the view that prevailing Corporate Governance frame, Internal Control systems, risk management policies established in the Company ensure that there are reasonable assurance that all assets are safeguard and all transactions are properly authorized by the management and recorded on time, hence any material misstatements or irregularities are prevented or bring to the notice of the management within a reasonable time.

The Directors are of the view that, in preparing these Financial Statements:

- a. The appropriate accounting policies have been selected and applied in a consistent manner, material deviations if any have been disclosed and explained;
- b. All applicable Accounting Standards, in accordance with the Sri Lanka Accounting Standards (SLFRS/LKAS) as relevant have been applied.
- c. Reasonable and prudent judgments and estimates have been made so that the form and substance of transactions properly reflected.
- d. It provide the information required by and otherwise complies with the Companies Act No. 7 of 2007, Listing Rules of Colombo Stock Exchange and requirement of any other regulatory authority as applicable to the Company.

Further the Directors have a responsibility to ensure that the Company maintains sufficient accounting records to disclose, with reasonable accuracy of the financial position of the Company and also to reflect the transparency of transactions and to ensure that the Financial Statements presented comply with the requirements of the Companies Act.

The External Auditors, Messrs. KPMG, Chartered Accountants, who were deemed reappointed in terms of the Companies Act No. 07 of 2007 were provided with every opportunity to undertake the inspections they considered appropriate to enable them to form their opinion the Financial Statements. The Report of the Auditors, shown on page 43-47 set out their responsibilities in relation to the Financial Statements. The Directors are also of the view that the Company have adequate resources to continue in operations and have applied the going concern basis in preparing these Financial Statements.

Statement of Directors' Responsibility Contd..

As required by Companies Act, the Board of Directors has authorized distribution of the dividend now proposed, being satisfied based on information available to it that the Company would satisfy the solvency test after such distribution in accordance with the Section 57 of the Companies Act, and have obtained/sought in respect of the dividend now proposed, a certificate of solvency from the Auditors.

Compliance Report

The Directors confirm that to the best of their knowledge, all taxes, duties and levies payable by the company, all contributions, levies and taxes payable on behalf of the Company and all other known statutory dues as were due and payable by the company as at the reporting date have been paid or where relevant provided for.

By order of the Board
Renuka Enterprises (Pvt) Ltd

Sgd.
Managers and Company Secretaries
11th August 2023



KPMG
(Chartered Accountants)
32A, Sir Mohamed Macan Markar Mawatha,
P. O. Box 186,
Colombo 00300, Sri Lanka.

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Internet www.kpmg.com/lk

Independent Auditor's Report

TO THE SHAREHOLDERS OF SHAW WALLACE INVESTMENTS PLC

Opinion

We have audited the financial statements of Shaw Wallace Investments PLC ("the Company"), and the consolidated financial statements of the Company and its subsidiary ("the Group"), which comprise the statement of financial position as at 31 March 2023, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements of the Company and the Group give a true and fair view of the financial position of the Company and the Group as at 31 March 2023, and of their financial performance and cash flows for the year then ended in accordance with Sri Lanka Accounting Standards.

Basis for opinion

We conducted our audit in accordance with Sri Lanka Auditing Standards ("SLAuSs"). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by CA Sri Lanka (Code of Ethics) and we have fulfilled our other ethical responsibilities in accordance

with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company financial statements and the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Company financial statements and the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KPMG, a Sri Lankan partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee. All rights reserved.

C.P. Jayatilake FCA	T.J.S. Rajakarier FCA	W.W.J.C. Perera FCA
Ms. S. Joseph FCA	Ms. S.M.B. Jayasekara FCA	W.K.D.C. Abeyrathne FCA
S.T.D.L. Perera FCA	G.A.U. Karunaratne FCA	R.M.D.B. Rajapakse FCA
Ms. B.K.D.T.N. Rodrigo FCA	R.H. Rajan FCA	M.N.M. Shameel FCA
Ms. C.T.K.N. Perera ACA	A.M.R.P. Alahakoon ACA	Ms. P.M.K. Sumanasekara FCA

Principals - S.R.I. Perera FCMA(UK), LLB, Attorney-at-Law, H.S. Goonewardene ACA, Ms. F.R. Ziyad FCMA (UK), FTII



Independent Auditor’s Report Contd..

Key audit matters

01. Valuation of Investments in Equity – accounted investees	
<p><i>Refer to the accounting policies in “Note No 1.11 to the Financial Statements: Investments in Equity – Accounted Investees”, “Note No 2.6 to the Financial Statements: Use of Estimates and Judgments” and “Note No. 04 to the Financial Statements: Investments in Equity-accounted investees”</i></p>	
Risk Description	Our responses
<p>At 31 March 2023, the Company recorded Rs. 2,257,858,662/- as Investment in equity accounted investees.</p> <p>The identification of impairment events and the determination of the impairment charge require the application of significant judgment by management. Accordingly, the Company performed an impairment assessment on the cash generating units (“CGUs”) relating to the equity accounted investees, which had an indication of impairment.</p> <p>The Company estimated the recoverable amounts of the CGUs based on its value in use (“VIU”) and where it is difficult to plot cash flows, the Company has used adjusted net asset value as a reasonable estimation of the fair value. Estimating the VIU involves discounting the estimated future cash inflows and outflows expected to be derived from the CGUs to its present value using an appropriate discount rate. When determining the cash inflows and outflows the Company had to also estimate long term growth rates.</p> <p>We identified this as an area of audit focus as the cash flow projections with a set of assumptions that require significant judgments are prepared by the management to determine if there is any impairment of the Company’s investment in equity accounted investee which could be subject to management bias.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> Assessing cash flow forecast prepared by the management against our own expectations based on our knowledge of the Company and experience of the industry in which it operates. Testing the mathematical accuracy of the underlying calculations in the discounted cash flow valuation models. With the assistance of our own internal business valuation specialists, challenging the reasonableness of the key assumptions in the valuation models. Assessing the adequacy of disclosures in the financial statements.



Independent Auditor’s Report Contd..

02. Investments - Measured at fair value through profit or loss	
<p><i>Refer to the accounting policies in “Note 2.14 to the Financial Statements: Investments - Measured at fair value through profit or loss”, “Note 2.6 to the Financial Statements: Use of Estimates and Judgments” and “Note No. 06 to the Financial Statements: Investments - Measured at fair value through profit or loss”.</i></p>	
Risk Description	Our responses
<p>The financial investments of the Group as at 31 March 2023 comprises of FVTPL financial assets amounting to Rs. 566,747,384/-. As at the reporting date, the Group’s FVTPL portfolio is made up of listed equity investments amounting to Rs. 566,747,384/-.</p> <p>Investments are measured based on quoted market prices which is a key driver of operations and performance results. As a result of the prevailing uncertain and volatile macro-economic environment, volatility in the financial markets has increased.</p> <p>Due to the materiality of the FVTPL financial instruments in the context of the financial statements, degree of judgement involved in making assumptions in arriving at valuations and measurement uncertainty created due to the prevailing uncertain macro-economic environment, we considered valuation of FVTPL financial instruments as a Key Audit Matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Obtaining an understanding of and assessing the design, implementation, and operating effectiveness of management’s key controls in relation to the investment valuation process. • Checking the Central Depository Systems (CDS) statements to verify the existence, completeness, and accuracy of the number of quoted shares and agreeing the market price as of 31st March 2023 with the Colombo Stock Exchange (CSE) prices. • Assessing the adequacy of disclosure in the financial statements in relation to the fair valuation of the financial investments as required by the accounting standards.



Independent Auditor's Report Contd..

Other Information

The Directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with Sri Lanka Accounting Standards, and for such internal control as the management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's and the Group financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SLAuSs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SLAuSs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



Independent Auditor's Report Contd..

- Conclude on the appropriateness of management use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements in accordance with Code of Ethics regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charge with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by section 163 (2) of the Companies Act No. 07 of 2007, we have obtained all the information and explanations that were required for the audit and as far as appears from our examination, proper accounting records have been kept by the Company.

CA Sri Lanka membership number of the engagement partner responsible for signing this independent auditor's report is 3707.

KPMG
Chartered Accountants
14th August 2023

Statement of Financial Position

AS AT 31ST MARCH

	Note	Group		Company	
		2023 Rs	2022 Rs.	2023 Rs	2022 Rs.
ASSETS					
Non current assets					
Equity - Accounted Investees	4	2,257,858,662	1,498,888,167	2,257,858,662	1,498,888,167
Investment in Subsidiary	5	-	-	434,155,314	421,626,786
Investments - Measured at Fair Value Through Profit or Loss	6	566,747,384	339,737,453	-	2,516,106
Total non current assets		2,824,606,046	1,838,625,620	2,692,013,976	1,923,031,059
Current Assets					
Trade and other receivables	7	3,147,792	26,400,961	12,500	-
Investments in Treasury Bills		398,393,216	-	-	-
Cash and cash equivalents	8	23,601,910	212,667,900	944,338	17,742,514
Assets Held for Sale	4.3	-	143,829,312	-	-
Total Current Assets		425,142,918	382,898,173	956,838	17,742,514
Total Assets		3,249,748,964	2,221,523,793	2,692,970,814	1,940,773,573
EQUITY & LIABILITIES					
Equity					
Stated capital	9	913,011,900	878,252,200	913,011,900	878,252,200
Retained earnings		1,194,008,822	989,727,628	1,182,182,004	1,060,429,873
Equity Attributable to the Owners of the Company		2,107,020,722	1,867,979,828	2,095,193,904	1,938,682,073
Non Controlling Interest		401,768,812	349,523,644	-	-
Total Equity		2,508,789,534	2,217,503,472	2,095,193,904	1,938,682,073
Current Liabilities					
Trade and other payables	10	1,350,818	1,549,534	758,735	940,784
Amounts due to related company	11	698,018,175	-	597,018,175	-
Income tax payable	12	26,422,684	2,432,812	-	1,150,716
Bank overdrafts	8	15,167,753	37,975	-	-
Total Current Liabilities		740,959,430	4,020,321	597,776,910	2,091,500
Total Liabilities		740,959,430	4,020,321	597,776,910	2,091,500
Total Equity and Liabilities		3,249,748,964	2,221,523,793	2,692,970,814	1,940,773,573

The financial statements are to be read in conjunction with the related notes, on pages 52 to 79 which form an integral part of these financial statements.

I certify that the Financial Statements have been prepared in compliance with the requirements of the Companies Act No. 7 of 2007.



Dilshan Perera
Chief Financial Officer

The Board of Directors is responsible for the preparation and presentation of these financial statements.

Approved and signed for and on behalf of the Board of Directors.



S. V. Rajiyah
Director

11th August 2023
Colombo



T.A.P. Peiris
Director

Statement of Profit or Loss and Other Comprehensive Income

FOR THE YEAR ENDED 31 MARCH	Note	Group		Company	
		2023 Rs	2022 Rs.	2023 Rs	2022 Rs.
Revenue	13	34,575,329	37,135,425	305,662	36,662,818
Gross profit		34,575,329	37,135,425	305,662	36,662,818
Administrative Expenses		(10,328,699)	(5,362,103)	(7,679,786)	(5,069,697)
Gain on Fair Value of Investments Measured at Fair Value Through Profit or Loss		53,832,969	46,705,530	(443,710)	147,740,712
Share of profit from Equity - Accounted Investees		163,970,495	43,142,952	163,970,495	43,142,952
Loss on disposal of Investment in Associates		-	(4,296,343)	-	(4,296,343)
Results from operating activities		242,050,094	117,325,461	156,152,661	218,180,442
Net Finance Income/(Expense)	14	88,211,944	113,524	359,170	(1,638,213)
Profit before tax	15	330,262,038	117,438,985	156,511,831	216,542,229
Income Tax Expenses	16	(26,447,448)	(3,088,074)	-	(2,668,074)
Profit for the year		303,814,590	114,350,911	156,511,831	213,874,155
Profit Attributable to :					
Owners of the company		231,607,667	164,013,010	156,511,831	213,874,155
Non-controlling interest		72,206,923	(49,662,099)	-	-
		303,814,590	114,350,911	156,511,831	213,874,155
Total Comprehensive Income Attributable to :					
Owners of the company		231,607,667	164,013,010	156,511,831	213,874,155
Non-controlling interest		72,206,923	(49,662,099)	-	-
		303,814,590	114,350,911	156,511,831	213,874,155
Basic earnings per share	17	1.30	0.92	0.88	1.23

The accounting policies and notes on pages 52 to 79 form an integral part of these Financial Statements.

Statement of Changes In Equity

	Stated Capital Rs.	Retained Earnings Rs.	Total Rs.
Company			
Balance as at 1st April 2021	878,252,200	881,315,418	1,759,567,618
Total Comprehensive Income			
Profit for the year	-	213,874,155	213,874,155
Total Comprehensive income	-	213,874,155	213,874,155
Transactions with the Owners of the Company			
Dividends paid	-	(34,759,700)	(34,759,700)
Balance as at 31st March 2022	878,252,200	1,060,429,873	1,938,682,073
Total Comprehensive Income			
Profit for the year	-	156,511,831	156,511,831
Total Comprehensive income	-	156,511,831	156,511,831
Transactions with the Owners of the Company			
Shares issued during the year	34,759,700	(34,759,700)	-
Balance as at 31st March 2023	913,011,900	1,182,182,004	2,095,193,904

	Stated Capital Rs.	Retained Earnings Rs.	Total Rs.	Non Controlling Interest Rs.	Total Rs.
Group					
Balance as at 1st April 2021	878,252,200	881,315,418	1,759,567,618	-	1,759,567,618
Total Comprehensive Income					
Profit for the year	-	164,013,010	164,013,010	(49,662,099)	114,350,911
Total Comprehensive Income	-	164,013,010	164,013,010	(49,662,099)	114,350,911
Transactions with the Owners of the Company					
Dividends paid	-	(34,759,700)	(34,759,700)	-	(34,759,700)
Acquisition of Subsidiary -Common Control Transactions	-	(20,841,100)	(20,841,100)	399,185,743	378,344,643
Balance as at 31st March 2022	878,252,200	989,727,628	1,867,979,828	349,523,644	2,217,503,472
Total Comprehensive Income					
Profit for the year	-	231,607,667	231,607,667	72,206,923	303,814,590
Total Comprehensive Income	-	231,607,667	231,607,667	72,206,923	303,814,590
Transactions with the Owners of the Company					
Shares issued during the year	34,759,700	(34,759,700)	-	-	-
Acquisition of NCI without change in control	-	7,433,227	7,433,227	(19,961,755)	(12,528,528)
Balance as at 31st March 2023	913,011,900	1,194,008,822	2,107,020,722	401,768,812	2,508,789,534

In 30th June 2022, the Group acquired an additional 2.56% interest in Galle Face Capital Partners PLC increasing its ownership from 50.1% to 52.6%.

Carrying amount of NCI Acquired	19,961,755
Consideration paid to NCI	(12,528,528)
Increase in Equity attributable to owners of the company	7,433,227

The notes to the Financial Statements are on pages 52 to 79 form an integral part of these Financial Statements.

Statement of Cash Flows

FOR THE YEAR ENDED 31ST MARCH	Note	Group		Company	
		2023 Rs	2022 Rs.	2023 Rs	2022 Rs.
Cash flows from operating activities					
Profit before tax		330,262,038	117,438,985	156,511,831	216,542,229
Adjustments for:					
Gains on Disposal of Quoted Shares		(21,632,208)	(28,012,588)	(245,040)	(28,443,428)
Fair value (Gains) / Losses on FVTPL Investments	6	(53,832,969)	(46,705,530)	443,710	(147,740,712)
Share of profit in Equity accounted Investee	4	(163,970,495)	(43,142,952)	(163,970,495)	(43,142,952)
(Gain) / Loss on Disposal of Investment in Associates		-	4,296,343	-	4,296,343
Dividend income	13	(12,943,121)	-	(60,622)	-
Interest income	14	(88,311,648)	(2,173,134)	(449,024)	(419,396)
Interest expenses	14	99,704	2,059,610	89,854	2,057,609
Operating Profit/(Loss) before working capital changes		(10,328,699)	3,760,734	(7,679,786)	3,149,693
Changes in working capital					
Change in trade and other receivables	7	23,253,169	9,757,396	(12,500)	-
Change in amounts due to related company	11	103,018,175	-	2,018,175	-
Change in trade and other payables	10	(198,715)	790,563	(182,049)	515,649
Net cash flows from operations		115,743,930	14,308,693	5,856,160	3,665,342
Interest paid		(99,704)	(2,059,610)	(89,854)	(2,057,609)
Income tax paid	12	(2,457,576)	(2,571,816)	(1,150,716)	(2,571,815)
Net cash from / (used in) operating activities		113,186,650	9,677,267	7,096,730	(964,082)
Cash flows from investing activities					
Interest received		88,311,648	(2,173,134)	449,024	419,396
Dividend received		12,943,121	-	60,622	-
Investment in Quoted Shares		(219,625,277)	(187,025,185)	-	(12,258,530)
Proceeds from disposal of Quoted Shares		68,080,522	806,920,958	2,317,435	739,484,798
Investment in Equity accounted investee		-	(397,760,000)	-	(397,760,000)
Cash Proceeds from Disposal of Assets held for sale		143,829,312	-	-	-
Investment in subsidiary	5	-	(131,803,971)	(12,528,527)	(421,626,786)
Proceeds from Disposal of Equity account investees		-	143,829,312	-	143,829,312
Net investment in Short Term investments		(398,393,216)	-	-	-
Net cash flows generated from/(used in) investing activities		(304,853,890)	231,987,980	(9,701,446)	52,088,190
Cash flows from financing activities					
Dividend Paid		-	(34,759,700)	-	(34,759,700)
Acquisition of NCI without change in control		(12,528,528)	-	-	-
Net cash flows generated from/(used in) financing activities		(12,528,528)	(34,759,700)	-	(34,759,700)
Net (decrease) / increase in cash and cash equivalents		(204,195,768)	211,151,818	(16,798,176)	16,364,407
Cash and cash equivalents at the beginning of the year		212,629,925	1,378,107	17,742,514	1,378,107
Cash and cash equivalent at the end of the year		8,434,157	212,629,925	944,338	17,742,514
Note A					
Analysis of cash and cash equivalents					
Cash at bank	8	23,601,910	212,667,900	944,338	17,742,514
Bank overdraft		(15,167,753)	(37,975)	-	-
		8,434,157	212,629,925	944,338	17,742,514

The notes to the Financial Statements are on pages 52 to 79 form an integral part of these Financial Statements.

Notes To The Financial Statements

1. CORPORATE INFORMATION

1.1. REPORTING ENTITY

Shaw Wallace Investments PLC is a public limited liability Company incorporated and domiciled in Sri Lanka and listed on Colombo Stock Exchange. The Company's Registered Office and the Principal Place of Business is located at "RENUKA HOUSE", No. 69, Sri Jinaratana Road, Colombo 02.

The consolidated financial statements of the Company as at and for the year ended 31st March 2023 comprise the Company and its subsidiary. The Subsidiary Company, Galle Face Capital Partners PLC is engaged in the Business of investing and trading in debt, equity and other alternative asset classes.

1.2. PRINCIPAL ACTIVITIES AND NATURE OF OPERATIONS

The Company is in the Business of investing and trading in debt, equity and other alternative asset classes.

1.3. PARENT ENTERPRISE AND ULTIMATE PARENT ENTERPRISE

The Company's parent company is Renuka Enterprises (Pvt) Ltd and the Company's ultimate parent Enterprise is Renuka Holdings PLC which effectively holds 50.06% of the shares of the Company.

1.4. STATEMENT OF COMPLIANCE

The Consolidated Financial Statements of the Group as at 31st March 2023 and for the year then ended, comply with the Sri Lanka Accounting Standards (SLFRSs/ LKASs) as laid down by the Institute of Chartered Accountants of Sri Lanka and the requirements of the Companies Act No. 07 of 2007.

1.5. BASIS OF PREPARATION

These consolidated financial statements for the year ended 31st March 2023 are prepared in accordance with Sri Lanka Accounting Standards (SLFRS & LKAS) effective for the periods beginning on or after 01st January 2012.

The consolidated Financial Statements have been prepared on a historical cost basis, except for the financial instruments which have been measured at fair value.

The preparation and presentation of these Financial Statements is in compliance with the Companies Act No. 07 of 2007.

1.6. MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Sri Lanka Accounting Standards.

This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

1.7. COMMON CONTROL COMBINATION

The Group adopted the Statement of Recommended Practice (SORP) for Merger Accounting for Common Control Combinations approved by the Council of The Institute of Chartered Accountants of Sri Lanka on 19 December 2012, on merger accounting for common control combinations for annual periods beginning on or after 1 April 2020. The SORP is applicable for Consolidated Financial Statements. The Group adopted the SORP for Merger Accounting for Common Control Combinations, in preparing the Consolidated Financial Statements.

1.8. CONSOLIDATED FINANCIAL STATEMENTS

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling parties' perspective. The assets and liabilities of the acquired entity should be recorded at the book values as stated in the financial statements of the controlling party. No amount is recognized as goodwill which arises as a result of

Notes To The Financial Statements Cont..

difference between the consideration and the net asset acquired. In applying book value accounting no entries are recognized in profit or loss. Instead the result of the transaction is recognized in equity as arising from a transaction with shareholders.

1.9 ASSETS HELD FOR SALE

Non-Current assets or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets or disposal groups are generally measured at the lower of their carrying amount and fair value less cost to sell. Once any Equity Accounted Investees is classified as held for sale those assets are not categorized under Equity Accounted Investees.

1.10. BUSINESS COMBINATIONS

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

If share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based measure of the replacement awards compared with the market-based measure of the acquiree's awards and the extent to which the replacement awards relate to pre-combination service.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group "controls" an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Financial Statements of subsidiaries are included in the Consolidated Financial Statements from the date on which control commences until the date on which control ceases.

Non-Controlling Interests

NCI are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Notes To The Financial Statements Cont..

Loss of Control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Transactions eliminated on consolidation

Intra-group balances and transactions and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment

1.11 INVESTMENT IN ASSOCIATES (EQUITY-ACCOUNTED INVESTEES)

The Group/Company Investment in Associate Companies are accounted for using the equity method. An associate is an entity in which the Group/Company has significant influence.

Under the equity method, the investment is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group/Company's share of net assets of investment since acquisition date. Goodwill relating to the investment is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The Income Statement reflects the Group/Company's share of results of operations of the equity accounted investees. When there has been a change recognized directly in the equity of associates, the Group/Company recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group/Company and associates are eliminated to the extent of the interest in the associate.

The Group/Company's share of the profit or loss of an associate is shown on the face of the Income Statement.

The Financial Statements of associates are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group/Company determines whether it is necessary to recognize an impairment loss on its investment in its associates. The Group/Company determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group/Company calculates the amount of impairment as the difference between the recoverable amount of the investment and its carrying value and recognizes the amount in 'share of losses of an associate in the Income Statement.

Upon loss of significant influence over the associate, the Group/Company measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the investment upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in profit or loss.

Summarised financial information of the equity-accounted investee of the Group/Company together with the Company's interests is given in Note 4 of the Financial Statements.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 FOREIGN CURRENCY TRANSLATION

The Group's financial statements are presented in Sri Lankan Rupees, which is also the Parent Company's functional currency.

2.2. CHANGES IN ACCOUNTING POLICIES

The accounting policies applied by the Company are consistent with those used in the previous year.

Notes To The Financial Statements Cont..

2.3 RELATED PARTY TRANSACTIONS

Disclosures are made in respect of the transactions in which one party has the ability to control or exercise significant influence over the financial and operating policies or decisions of the other irrespective of whether price is being charged.

2.4 EVENTS OCCURRING AFTER THE REPORTING PERIOD

All material events occurring after the Reporting period have been considered and where necessary adjustments to or disclosure have been made in the Financial Statements.

2.5 GOING CONCERN

The Management has made an assessment on the Company's ability to continue as a going concern and is satisfied that it has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Companies' ability to continue as a going concern.

2.6 USE OF ESTIMATES & JUDGMENTS

The preparation of the Consolidated Financial Statements in conformity with SLFRSs Financial Statements requires management to make judgments estimates and assumptions that affect the application of accounting policies and the reported amounts of Assets, Liabilities, Income and Expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Information about critical Judgment in applying accounting policies that have the most significant effect on the amounts recognized in the Financial Statements is included in the following Note No. 19 - Contingent Liabilities.

2.7 TRANSFER PRICING REGULATION

The Group is subject to income taxes and other taxes including transfer pricing regulations. Prevailing uncertainties with respect to the interpretation of respective transfer pricing regulations, necessitated using management judgment to determine the impact of transfer pricing regulations. Accordingly critical judgments and estimates were used in applying the regulations in aspects including but not limited to identifying associated undertakings, estimation of the respective prices and selection of appropriate pricing mechanism. The current tax charge is subject to such judgments. Differences between estimated income tax charge and actual payable may arise as a result of management's interpretation and application of transfer pricing regulation.

2.8 CASH AND CASH EQUIVALENTS

Cash and cash equivalents are defined as cash in hand, demand deposits and short-term highly liquid investments, readily convertible to known amounts of cash and subject to insignificant risk of changes in value.

For the purpose of Cash Flow Statement, Cash and Cash Equivalents consist of cash in hand and deposits in banks net of outstanding bank overdrafts.

2.9 PROVISIONS

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

2.10 CAPITAL COMMITMENTS AND CONTINGENCIES

All material capital commitments and contingencies of the Group as at the Statement of Financial Position date are disclosed in the notes to the Financial Statements.

Notes To The Financial Statements Cont..

2.11 CONTINGENT ASSETS AND CONTINGENT LIABILITIES

All contingent liabilities are disclosed as a note to the financial statements unless the outflow of resources is remote. Contingent assets are disclosed, where inflow of economic benefit is probable.

2.12 FINANCIAL INSTRUMENTS-INITIAL RECOGNITION AND SUBSEQUENT MEASUREMENT

Financial Assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI) and fair value through profit or loss (FVTPL).

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through Other Comprehensive Income (OCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through OCI (debt instruments)

The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the Statement of Profit or Loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

The Group does not classify any instrument under this category as of 31 March 2023.

Notes To The Financial Statements Cont..

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under LKAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to Statement of Profit or Loss.

Dividends are recognised as revenue in the Statement of Profit or Loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group does not classify any instrument under this category as at 31st March 2023.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing

so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the Statement of Financial Position at fair value with net changes in fair value recognised in the Statement of Profit or Loss.

Derecognition

A financial asset is derecognised when:

- The rights to receive cash flows from the asset have expired.
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - (a) the Group has transferred substantially all the risks and rewards of the asset, or
 - (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of it, the asset is recognised to the extent of the Group's continuing involvement in it.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings,

Notes To The Financial Statements Cont..

carried at amortised cost. This includes directly attributable transaction costs.

The Group's financial liabilities include trade and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as measured at amortised cost or FVPL. A financial liability is classified as at FVPL, if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit or Loss. This category generally applies to interest bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Statement of Financial Position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.13 IMPAIRMENT OF FINANCIAL ASSETS

The Group recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost.

Loss allowance for debt instruments is measured at 12-month ECL unless credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) of the debt instrument has not increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held) Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Notes To The Financial Statements Cont..

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures to recovery of amounts due.

2.14 DETERMINATION OF FAIR VALUE

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Level 1

When available, the Group measures the fair value of an instrument using active quoted prices or dealer price quotations (assets and long positions are measured at a bid price; liabilities and short positions are measured at an asking price), without any deduction for transaction costs. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions.

Level 2

If a market for a financial instrument is not active, then the Group establishes fair value using a valuation technique. Valuation techniques include using recent reference to the current fair value of other instruments that are substantially the same, discounted cash flow analyses, credit models, option pricing models and other relevant valuation models. The chosen valuation technique makes maximum use of market inputs, relies as little as possible on

Notes To The Financial Statements Cont..

estimates specific to the Group, incorporates all factors that market participants would consider in setting a price, and is consistent with accepted economic methodologies for pricing financial instruments. Inputs to valuation techniques reasonably represent market expectations and measures of the risk-return factors inherent in the financial instrument. The Group calibrates valuation techniques and tests them for validity using prices from observable current market transactions in the same instrument or based on other available observable market data.

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price, i.e. the fair value of the consideration given or received, unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument, i.e. without modification or repackaging, or based on a valuation technique whose variables include only data from observable markets. When transaction price provides the best evidence of fair value at initial recognition, the financial instrument is initially measured at the transaction price and any difference between this price and the value initially obtained from a valuation model is subsequently recognised in profit or loss on an appropriate basis over the life of the instrument but not later than when the valuation is supported wholly by observable market data or the transaction is closed out.

Level 3

Certain financial instruments are recorded at fair value using valuation techniques in which current market transactions or observable market data are not available. Their fair value is determined by using valuation models that have been tested against prices or inputs to actual market transactions and also using the best estimate of the most appropriate model assumptions. Models are adjusted to reflect the spread for bid and ask prices to reflect costs to close out positions, credit and debit valuation adjustments, liquidity spread and limitations in

the models. Also, profit or loss calculated when such financial instruments are first recorded ('Day 1' profit or loss) is deferred and recognised only when the inputs become observable or on derecognition of the instrument.

2.15 EARNINGS PER SHARE

The financial statements present earnings per share (EPS) for its ordinary shareholders. The EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period.

2.16 IMPAIRMENT OF NON-FINANCIAL ASSETS

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is higher of asset's or cash generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognized in the income statement in those expense categories consistent with the function of the impaired asset.

For assets, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of the recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case the carrying

Notes To The Financial Statements Cont..

amount of the asset is increased to its recoverable amount. That the increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the income statement.

2.17 REVENUE RECOGNITION

a) Revenue

Revenue is measured based on consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a good or service to a customer.

Revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognition will not occur.

b) Other Income

Other Income is recognized on an accrual basis.

c) Dividend Income

Dividend income is recognised in the income statement on the date that the Group's right to receive payment is established, which is generally when the dividend is declared.

2.18 EXPENDITURE RECOGNITION

a) Revenue Expenditure

All expenditure incurred in the running of the business and in maintaining the capital assets in a state of efficiency, has been charged to revenue in arriving at the profit or loss for the year.

b) Capital Expenditure

Expenditure incurred for the purpose of acquiring, extending or improving assets of a permanent nature by means of which to carry on the business or for the purpose of increasing the earning capacity of the business has been

treated as capital expenditure. For the purpose of presentation of the Income Statement, the Directors are of the opinion that function of expenses method fairly present the elements of the Group's performance, hence such presentation method is adopted.

c) Finance Cost

Finance Cost comprise interest expense on borrowings, unwinding of the discount on provisions and contingent consideration.

2.19 INCOME TAX

Income Tax expense comprises current and deferred tax. Income tax expense is recognized in income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Income Tax has been computed in accordance with the provisions of the Inland Revenue Act No.24 of 2017 and amendments thereto.

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under LKAS 37 Provisions, Contingent Liabilities and Contingent Assets.

3. NEW STANDARDS AND INTERPRETATION NOT YET ADOPTED AS AT REPORTING DATE

A number of new standards are effective for annual periods beginning after 1 April 2023 and earlier application is permitted. However, the Company has not early adopted the new and amended standards in preparing these consolidated financial statements.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to LKAS 12)

The amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting temporary differences – e.g. leases and decommissioning

Notes To The Financial Statements Cont..

liabilities. The amendments apply for annual reporting periods beginning on or after 1 April 2023. For leases and decommissioning liabilities, the associated deferred tax asset and liabilities will need to be recognized from the beginning of the earliest comparative period presented, with any cumulative effect recognized as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments apply to transactions that occur after the beginning of the earliest period presented.

Other standards

The following new and amended standards are not expected to have a significant impact on the financial statements.

- Classification of Liabilities as Current or Non-current (Amendments to LKAS 1).c
- Disclosure of Accounting Policies (Amendments to LKAS 1 and SLFRS Practice Statement 2).
- Definition of Accounting Estimates (Amendments to LAKS 8).

Notes To The Financial Statements Cont..

4. EQUITY - ACCOUNTED INVESTEEES

	Group						Company					
	Percentage of Holding	No of Shares	Balance as at	Percentage of Holding	No of Shares	Balance as at	Percentage of Holding	No of Shares	Balance as at	Percentage of Holding	No of Shares	Balance as at
	31.03.2023	31.03.2023	31.03.2023	31.03.2022	31.03.2022	31.03.2022	31.03.2023	31.03.2023	31.03.2023	31.03.2022	31.03.2022	31.03.2022
			Rs.			Rs.						Rs.
The Cargo Boat Despatch Investments (Pvt) Ltd (Note 4.1.1)	-	-	-	-	-	-	-	-	-	-	-	-
Shaw Wallace & Hedges Ltd (Note 4.1.2)	31.3%	172,635,000	2,257,858,662	22.3%	122,635,000	1,498,888,167	31.3%	172,635,000	2,257,858,662	22.3%	122,635,000	1,498,888,167
			2,257,858,662			1,498,888,167			2,257,858,662			1,498,888,167

Notes To The Financial Statements Cont..

4.1.1 THE CARGO BOAT DESPATCH INVESTMENTS (PRIVATE) LIMITED

	Group		Company	
	2023	2022	2023	2022
Balance on 1st April	-	151,027,411	-	151,027,411
Share of Comprehensive Income (Net of Tax)	-	(2,901,756)	-	(2,901,756)
Disposal of Shares	-	(143,829,312)	-	(143,829,312)
Loss of Disposal of shares	-	(4,296,343)	-	(4,296,343)
Balance on 31st March	-	-	-	-

LOSS ON DISPOSAL OF EQUITY-ACCOUNTED INVESTEEES

	Group		Company	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Proceeds from the disposal	-	143,829,312	-	143,829,312
The Cargo Boat Despatch Investments (Private) Limited	-	(148,125,655)	-	(148,125,655)
Loss on disposal of equity accounted investees	-	(4,296,343)	-	(4,296,343)

4.1.2 SHAW WALLACE & HEDGES LIMITED

	Group		Company	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Balance on 1st April	1,498,888,167	1,055,083,459	1,498,888,167	1,055,083,459
Amount Invested during the year	595,000,000	397,760,000	595,000,000	397,760,000
Share of Comprehensive Income (Net of Tax)	99,760,145	46,044,708	99,760,145	46,044,708
Gain on bargain purchase	64,210,350	-	64,210,350	-
Balance on 31st March	2,257,858,662	1,498,888,167	2,257,858,662	1,498,888,167

During the year the Company has invested in 50,000,000 shares of Shaw Wallace & Hedges Ltd for a value of Rs. 595,000,000 on 31st March 2023 increasing the holding percentage to 31.3% from 22.3% when compared to last year.

4.2 Share of Profit and Summarized Financial Information of Associates

Share of Profit Before Tax of Associates

	Group		Company	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Shaw Wallace & Hedges Ltd (4.2.1)	163,970,495	46,044,708	163,970,495	46,044,708
	163,970,495	46,044,708	163,970,495	46,044,708

Notes To The Financial Statements Cont..

4.2.1. SHAW WALLACE & HEDGES LIMITED

	Group		Company	
	2023	2022	2023	2022
	Rs.		Rs.	Rs.
Share of profit				
For the year ended 31st March				
Revenue	-	-	-	-
Profit Before Tax	481,391,026	257,551,486	481,391,027	257,551,486
Company's Share of profit before Tax	107,337,070	57,433,981	107,337,070	57,433,981
(-) Company's share of Tax on Associate Results	(7,576,925)	(11,389,273)	(7,576,925)	(11,389,273)
Company's Share of profit after Tax	99,760,145	99,760,145	99,760,145	46,044,708
Gain on bargain purchase	64,210,350	-	64,210,350	-
	163,970,495	99,760,145	163,970,495	46,044,708
Balance as at 01.04.2022	1,498,888,167	-	1,498,888,167	-
Invested During the year	595,000,000	-	595,000,000	-
Company's share of profit	99,760,145	-	99,760,145	-
	2,193,648,312	-	2,193,648,312	-
Net assets acquired	2,257,858,662	-	2,257,858,662	-
Gain on Bargain Purchase	64,210,350	-	64,210,350	-
Shaw Wallace and Hedges Ltd				
Summarized Financial Information	Balance as at	Balance as at	Balance as at	Balance as at
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
	Rs.	Rs.	Rs.	Rs.
Non Current Assets	6,036,760,763	4,478,442,272	6,036,760,763	4,478,442,272
Current Assets	1,575,976,196	2,681,919,884	1,575,976,196	2,681,919,884
Total Asset	7,612,736,959	7,160,362,156	7,612,736,959	7,160,362,156
Non Current Liabilities	311,238,360	310,759,291	311,238,360	310,759,291
Current Liabilities	108,158,523	103,672,419	108,158,523	103,672,419
Total Liabilities	419,396,883	414,431,710	419,396,883	414,431,710
Net Asset	7,193,340,076	6,745,930,446	7,193,340,076	6,745,930,446
Company Share of net Asset	2,257,858,662	1,504,342,490	2,257,858,662	1,504,342,490
	2,257,858,662	1,504,342,490	2,257,858,662	1,504,342,490

Notes To The Financial Statements Cont..

4.3 ASSETS HELD FOR SALE

	Group				Company				
	Percentage of Holding	No of Shares	Balance as at	Percentage of Holding	No of Shares	Balance as at	Percentage of Holding	No of Shares	Balance as at
	31.03.2023	31.03.2023	31.03.2023	31.03.2022	31.03.2022	31.03.2022	31.03.2022	31.03.2022	31.03.2022
			Rs.			Rs.			Rs.
The Cargo Boat Despatch Investments (Pvt) Ltd	-	-	-	38%	99,056	143,829,312	-	-	-
						143,829,312			

Galle Face Capital Partners

The Management has disposed All shares held of The Cargo Boat Despatch Company Investments (Private) Limited on 31st May 2022 as consideration of Rs. 143,829,313

Notes To The Financial Statements Cont..

5. INVESTMENT IN SUBSIDIARY

	Group		Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Galle Face Capital Partners PLC	-	-	434,155,314	421,626,786
	-	-	434,155,314	421,626,786

Principal Activities and Nature of Operation is investing and trading in debt, equity and other alternative asset classes.

5.1 INVESTMENT IN SUBSIDIARY

	31.03.2023			31.03.2022		
	Holding percentage	No. of shares	Cost Rs.	Holding percentage	No. of shares	Cost Rs.
Galle Face Capital Partners PLC	52.6%	13,590,578	434,155,314	50.10%	12,942,750	421,626,786

The Company has further invested in 647,828 ordinary voting share of Galle Face Capital Partners PLC on 17th June 2022. Subsequent to the said investment the holding percentage has been increased to 52.6% from 50.10%

5.2 NON CONTROLLING INTEREST IN MATERIAL SUBSIDIARIES

Summarized Financial Information	Company	
	31.03.2023	31.03.2022
	Rs.	Rs.
NCI %	47.4%	49.9%
Non Current Assets	566,747,384	475,186,185
Current Assets	425,186,081	325,981,176
Total Assets	991,933,465	801,167,361
Current Liabilities	144,001,221	1,195,932
Total Liabilities	144,001,221	1,195,932
Net Asset	847,932,244	799,971,429
Non Controlling Interest	415,317,213	399,185,743

Net Assets attributable to NCI before adjustments.

6. INVESTMENTS - MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

	Group		Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Balance on 1st April	339,737,452	553,558,234	2,516,106	553,558,234
Additions during the year	219,625,277	135,886,463	-	12,258,530
Acquisition of Subsidiary	-	475,186,185	-	-
Disposals during the year	(46,448,314)	(871,598,959)	(2,072,396)	(711,041,370)
Fair Value Gain / (Loss) on Investments	53,832,969	46,705,530	(443,710)	147,740,712
Balance on 31st March	566,747,564	339,737,453	-	2,516,106

Notes To The Financial Statements Cont..

6.1 INVESTMENTS - MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

Name of the Company	GROUP				COMPANY			
	31.03.2023		31.03.2022		31.03.2023		31.03.2022	
	No. of Shares	Market Value Rs.	No. of Shares	Market Value Rs.	No. of Shares	Market Value Rs.	No. of Shares	Market Value Rs.
Quoted Shares								
ACCESS ENGINEERING PLC	395,642	5,618,116	395,642	5,934,630	-	-	-	-
AITKEN SPENCE PLC	-	-	100	7,370	-	-	100	7,370
ASIRI HOSPITAL HOLDINGS PLC	-	-	824	30,900	-	-	824	30,900
ASIRI SURGICAL HOSPITAL PLC	-	-	11,000	165,000	-	-	11,000	165,000
BLUE DIAMONDS JEWELLERY WORLDWIDE PLC	100	-	100	50	100	-	100	50
BROWN & COMPANY PLC	-	-	100	13,350	-	-	100	13,350
CAPITAL ALLIANCE PLC	-	-	15,000	142,500	-	-	15,000	142,500
CARGILLS (CEYLON) PLC	263,275	61,343,075	50,589	9,232,493	-	-	114	20,805
CARGO BOAT DEVELOPMENT COMPANY PLC	-	-	1,167	65,469	-	-	1,167	65,469
CARSON CUMBERBATCH PLC	-	-	100	27,000	-	-	100	27,000
CENTRAL FINANCE COMPANY PLC	-	-	215	14,641	-	-	215	14,642
CEYLON HOSPITALS PLC (DURDANS)	447,774	59,218,112	400,000	41,800,000	-	-	-	-
CHEVRON LUBRICANTS LANKA PLC	-	-	200	17,420	-	-	200	17,420
CIC HOLDINGS PLC	-	-	328,573	11,494,565	-	-	400	15,240
COMMERCIAL BANK OF CEYLON PLC	519,011	33,009,100	501,910	31,469,757	-	-	1,910	119,757
DFCC BANK PLC	-	-	-	5,232	-	-	109	5,232
DIALOG AXIATA PLC	1,000,000	10,400,000	1,000,000	10,001,000	-	-	100	1,000
DIESEL & MOTOR ENGINEERING PLC	-	-	104	50,752	-	-	104	50,752
EXPOLANKA HOLDINGS PLC	-	-	100	20,775	-	-	100	20,775
HEMAS HOLDINGS PLC	416,831	27,094,015	416,831	19,262,351	-	-	103	4,759
HAYLEYS PLC	32,762	2,358,864	225,850	17,367,865	-	-	-	-
HELA APPAREL HOLDINGS PLC	134,500	1,076,000	134,500	1,735,050	-	-	-	-
JOHN KEELLS HOLDINGS PLC	522,000	73,080,000	322,000	46,690,000	-	-	-	-
L B FINANCE PLC	-	-	720	41,760	-	-	720	41,760
LANKEM CEYLON PLC	-	-	100	2,800	-	-	100	2,800
LEE HEDGES PLC	-	-	500	41,900	-	-	500	41,900
MTD. WALKERS PLC	7,500	-	7,500	111,000	7,500	-	7,500	111,000
NATIONAL DEVELOPMENT BANK PLC	-	-	2,354	131,118	-	-	2,354	131,118
NATIONS TRUST BANK PLC	589,497	37,727,808	43,376	1,956,258	-	-	110	4,961
NESTLE LANKA PLC	-	-	100	93,875	-	-	100	93,875
OVERSEAS REALTY (CEYLON) PLC	-	-	10,140	158,184	-	-	10,140	158,184
PRINTCARE PLC	-	-	100	2,700	-	-	100	2,700
RENUKA CITY HOTEL PLC	-	-	1,036	304,584	-	-	1,036	304,584
RENUKA HOTELS PLC	2,015,000	141,050,000	2,015,000	138,946,909	-	-	1,646	113,409
RICHARD PIERIS AND COMPANY PLC	-	-	100	1,330	-	-	100	1,330
SAMPATH BANK PLC	-	-	2,766	126,683	-	-	2,766	126,683
SINGER (SRI LANKA) PLC	-	-	900	12,600	-	-	900	12,600
SOFTLOGIC HOLDINGS PLC	-	-	124	4,662	-	-	124	4,662
SRI LANKA TELECOM PLC	-	-	100	3,490	-	-	100	3,490
SUNSHINE HOLDINGS PLC	-	-	303	11,090	-	-	303	11,090
THE AUTODROME PLC	-	-	5,377	618,355	-	-	5,377	618,355
THE COLOMBO FORT LAND & BUILDING PLC	-	-	122,100	1,611,720	-	-	100	1,320
UNITED MOTORS LANKA PLC	-	-	150	8,265	-	-	150	8,265
CEYLON TOBACCO PLC	125,000	85,093,750	-	-	-	-	-	-
RENUKA AGRI FOODS PLC	3,024,700	15,728,440	-	-	-	-	-	-
RENUKA FOODS PLC	651,874	13,950,104	-	-	-	-	-	-
		566,747,384		339,737,453				2,516,106

Notes To The Financial Statements Cont..

7.	TRADE AND OTHER RECEIVABLES	Group		Company	
		2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
	Trade receivables	3,062,926	-	-	-
	Investment in Money Market Funds	-	26,400,961	-	-
	WHT Receivable	59,866	-	-	-
	Advance Payments	25,000	-	12,500	-
		3,147,792	26,400,961	12,500	-
8.	CASH AND CASH EQUIVALENTS				
	Favorable balances				
	Cash at bank	21,389,150	26,116,948	943,232	17,742,514
	Investment in Capital Alliance Investment Grade Fund (AA-)	2,210,387	7,171,368	-	-
	Investment in NDB Wealth Management Ltd (A+(Ika))	2,373	179,379,584	1,106	-
		23,601,910	212,667,900	944,338	17,742,514
	Unfavorable balances				
	Bank overdraft	(15,167,753)	(37,975)	-	-
	Cash and cash equivalents for the cash flows purpose	8,434,157	212,629,925	944,338	17,742,514

Cash and cash equivalents includes bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

9.	STATED CAPITAL	No. of shares	No. of shares
		2023	2022
	Number of Ordinary Shares Issued and Fully Paid		
	Balance as at 1st April	173,798,500	173,798,500
	Share issue for scrip dividend	4,456,371	-
	Balance as at 31st March	178,254,871	173,798,500
		2023	2022
		Rs.	Rs.
	Stated Capital		
	Stated Capital on 1st April	878,252,200	878,252,200
	Share issued during the year	34,759,700	-
	Stated Capital on 31 st March	913,011,900	878,252,200

The holders of ordinary shares are entitled to receive dividend as declared from time to time and one vote per individual present at the meeting of the shareholders or one vote per share in the case of a poll.

10 .	TRADE AND OTHER PAYABLES	Group		Company	
		2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
	Financial Liabilities				
	Director Fee Payable	2,000	60,000	2,000	-
	Audit Fee	601,003	214,915	342,003	-
	Expense Creditors	-	940,784	-	940,784
	WHT Payable	948	-	948	-
	Dividend Payables	746,867	333,835	413,784	-
		1,350,818	1,549,534	758,735	940,784

Notes To The Financial Statements Cont..

11. AMOUNTS DUE TO RELATED PARTIES	Group		Company	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Galle Face Capital Partners PLC	-	-	1,000,000	-
Galle Face Properties Limited	80,000,000	-	-	-
Shaw Wallace and Hedges Limited	23,018,175	-	1,018,175	-
Shaw Wallace Ceylon Ltd	595,000,000	-	595,000,000	-
	698,018,175	-	597,018,175	-

12. INCOME TAX PAYABLE	Group		Company	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Balance on 1st April	2,432,814	1,738,686	1,150,716	1,054,457
Provision for the year	26,422,683	6,675,496	-	1,150,715
Under provision in respect of previous year	24,765	1,517,359	-	1,517,359
	28,880,262	9,931,541	1,150,716	3,722,531
Payments made during the year	(2,457,578)	(7,498,729)	(1,150,716)	(2,571,815)
Balance on 31st March	26,422,684	2,432,812	-	1,150,716

13. REVENUE	Group		Company	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Dividend Income	12,943,121	9,122,837	60,622	8,219,390
Gain on disposal of Quoted Shares	21,632,208	28,012,588	245,040	28,443,428
	34,575,329	37,135,425	305,662	36,662,818

14. NET FINANCE INCOME/ EXPENSE	Group		Company	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Finance income				
Interest Income from Fixed Deposits	-	26,964	-	26,964
Interest Income from Money Market Investments	448,849	584,375	448,849	391,574
Interest Income from Unit Trust Investments	9,411,050	1,561,795	-	858
Interest Income on Treasury Bills	67,820,325	-	-	-
Interest income on savings	31,787	-	175	-
Repo interest income	10,599,637	-	-	-
	88,311,648	2,173,134	449,024	419,396
Finance costs				
Other finance charges	(99,704)	(2,059,610)	(89,854)	(2,057,609)
	(99,704)	(2,059,610)	(89,854)	(2,057,609)
	88,211,944	113,524	359,170	(1,638,213)

Notes To The Financial Statements Cont..

15. PROFIT BEFORE TAX

	Group		Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Profit Before Tax is stated after charging all expenses including the following;				
Directors' Remuneration	310,000	450,000	210,000	390,000
Auditor's remuneration	750,391	500,665	401,289	285,000

16. INCOME TAX EXPENSES

	Group		Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Current Tax Expense				
Income tax for the year	26,422,683	1,570,715	-	1,150,715
Over provision in respect of previous year	24,765	1,517,359	-	1,517,359
Total Income Tax Expense	26,447,448	3,088,074	-	2,668,074

16.1 RECONCILIATION BETWEEN THE TAX EXPENSE AND THE ACCOUNTING PROFIT TAX EXPENSES

	Group		Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Accounting Profit Before Tax	330,262,038	117,438,985	156,511,831	216,542,229
(-) Profit from Associate Companies	(163,970,495)	(43,142,952)	(163,970,495)	(43,142,952)
(-) Gain/(+) Loss on FVTPL investments	(53,832,969)	(46,705,530)	443,710	(147,740,712)
	112,458,574	27,590,503	(7,014,954)	25,658,565
Add: Aggregate Disallowable Expenses	-	7,127,306	-	7,127,306
Less: Non-business income and Exempt income	(21,632,208)	(24,329,023)	245,040	(24,147,085)
Other sources of income	(509,646)	(10,388,786)	(509,646)	(8,638,786)
	90,316,720	-	(7,769,640)	-
Other income	509,646	10,388,786	509,646	8,638,786
Tax Loss Claimed	(509,646)	(419,396)	(509,646)	(419,396)
Business Loss	7,769,640	-	-	-
Taxable Income	98,086,360	9,969,390	(7,769,640)	8,219,390
Income tax @ 14%	1,253,881	1,570,715	-	1,150,715
Income tax @ 24%	6,280,874	-	-	-
Income tax @ 30%	18,887,928	-	-	-
	26,422,683	1,570,715	-	1,150,715
Tax Loss				
Losses Brought forward from Previous year	21,594,388	14,886,479	21,594,388	14,886,479
Loss incurred during the year	7,769,640	7,127,305	7,769,640	7,127,305
	29,364,028	22,013,784	29,364,028	22,013,784
Loss set off for the period	(509,646)	(419,396)	(509,646)	(419,396)
Balance losses carried forward to next year	28,854,382	21,594,388	28,854,382	21,594,388

Notes To The Financial Statements Cont..

17. EARNINGS PER SHARE

17.1 EARNING PER SHARE

The calculation of basic earnings per share is based on the profit after tax attributable to ordinary shareholders divided by the weighted average number of ordinary shares outstanding during the year.

	Group		Company	
	2023	2022 Restated	2023	2022 Restated
	Rs.	Rs.	Rs.	Rs.
Amounts used as Numerator				
Profit after tax attributable to ordinary shareholders (Rs.)	231,607,667	164,013,010	156,511,831	213,874,156
Weighted average number of shares (Nos)	178,254,871	178,254,871	178,254,871	178,254,871
Basic earnings per share (Rs.)	1.30	0.92	0.88	1.23

Weighted average number of shares as at 31st March 2022 has been restated based on the number of shares issued as scrip dividend in September 2022 in accordance with Sri Lanka Accounting Standard LKAS 33 - Earnings Per Share.

17.2 DILUTED EARNINGS PER SHARE

Diluted earnings per share is calculated by dividing the net profit for the year attributable to ordinary shareholders by the number of ordinary shares outstanding during the year after adjustment for the effects of all dilutive potential ordinary shares.

There were no dilutive potential ordinary shares as at 31 March 2023. Hence, diluted earnings per share is same as basic earnings per share.

	Group		Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
DIVIDEND PER SHARE				
Total Dividend paid (Rs.)	34,759,700	34,759,700	34,759,700	34,759,700
Number of Ordinary shares	178,254,871	173,798,500	178,254,871	173,798,500
Dividend per share	0.20	0.20	0.20	0.20

17.3 DIVIDEND PER SHARE

Total Dividend paid (Rs.)	34,759,700	34,759,700	34,759,700	34,759,700
Number of Ordinary shares	178,254,871	173,798,500	178,254,871	173,798,500
Dividend per share	0.20	0.20	0.20	0.20

18. KEY MANAGEMENT PERSONNEL

Key management personnel (KMP) are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. All the members of the Board of Directors of the Company have been classified as KMP of the Company.

There are no transactions with Key Managerial persons during the year other than transaction listed below :

	Group		Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Directors' Remuneration	310,000	450,000	210,000	390,000

Notes To The Financial Statements Cont..

18.1 RELATED PARTY TRANSACTION

The Group carries out transactions in the ordinary course of its business with parties who are defined as related parties in Sri Lanka Accounting Standard (LKAS) 24 - "Related Party Disclosures". Transactions with related parties were made on the basis of the price lists in force with non-related parties (at Arm's Length), but subject to approved discounts. Outstanding balances with related parties other than balances relating to investment related transactions as at the reporting date are unsecured. Settlement will take place in cash. Such outstanding balances have been included under respective assets and liabilities. Details of related party transactions are reported below:

Name of the Company	Nature of relationship	Name of the common Directors	Nature of transactions	Aggregate value of the related party transactions entered in to during the financial year	Balance as at 31.03.2023	Balance as at 31.03.2022
Renuka Enterprises (Pvt) Ltd	Subsidiary of Ultimate Parent	Mr. S. V. Rajiyah	Shared Services	(1,986,643)	-	-
	Renuka Holdings PLC		Settlement of Invoice	1,986,643	-	-
Galle Face Capital Partners PLC	Subsidiary of the Company	Mr. S. V. Rajiyah	Expenses incurred by the subsidiary on behalf of the company	(1,000,000)	(1,000,000)	-
Shaw Wallace & Hedges Ltd	Associate	Mr. S. V. Rajiyah	Loan grant	1,000,000		
			Interest charged	18,175	1,018,175	-

18.2 DISCLOSURE IN TERMS OF SECTION 9.3.2 OF THE LISTING RULES OF COLOMBO STOCK EXCHANGE

Related Party Transactions - Recurrent

Related Company	Relationship	Nature of Transactions	Name of the Common Directors	Aggregate Value of related Party transactions Entered in to During the year Rs.	Aggregate Value of Related party Transactions as a % of Net Income	Terms and Conditions of the Related Party Transactions
Renuka Enterprises (Pvt) Ltd	Subsidiary of Ultimate Parent	Shared Services	Mr. S. V. Rajiyah	(1,986,643)	-10.13%	Comparable uncontrolled price Actual Basis
	Renuka Holdings PLC	Settlement of Invoices		1,986,643	10.13%	

There are no recurrent transactions other than stated above, that have been entered in to with Related Entities during the year which are more than 10% of the Company turnover that require disclosure in this Annual Report in Terms of Section 9.3.2 of the Listing Rules of Colombo Stock Exchange.

Similarly there are no non-recurrent transactions other than stated below, that have been entered in to with Related Entities during the year which are more than 10% of Equity and 5% of Total assets which ever is lower that require disclosure under the same provision.

Notes To The Financial Statements Cont..

Related Party Transactions - Non Recurrent

Related Company	Relationship	Description of transaction	Aggregate Value of related Party transactions Entered in to During the year Rs.	Value of Related party Transactions as a % of Equity %	Value of Related party Transactions as a % of Total Assets %	Terms and Conditions of the Related Party Transactions	Rationale for entering in to the transaction
Shaw Wallace Ceylon Ltd	Affiliate	Purchase of 50,000,000 new ordinary voting shares of Shaw Wallace and Hedges Ltd @ Rs. 11.90 per share	595,000,000	28.40%	22.09%	Based on Net Assets Value per share	Investment

19. CONTINGENT LIABILITIES

There are no material contingent liabilities which would require adjustments to or disclosure in the Financial Statements as at the reporting date.

20. CAPITAL COMMITMENTS

There were no material capital commitments which have been approved as at the reporting date.

21. EVENTS OCCURRING AFTER THE REPORTING DATE

There are no other instances which would require adjustments to or disclosure in the financial statements other than following,

The Directors have recommended Rs. 0.20 per share for the year ended 31.03.2023 by way of scrip dividend which will be declared at the Annual General Meeting to be held on 07.09.2023. In accordance with the Sri Lanka Accounting Standard 10 - "Event Occurring after the Reporting Date" this proposed First and Final dividend has not been recognised as a liability in the Financial Statements for the year ended 31.03.2023.

22. FINANCIAL RISK MANAGEMENT

Introduction and overview

The Group has exposure to the following risks from its use of financial instruments:

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk
 - a. Interest risk
 - b. Currency risk

Introduction and overview

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk and the Group's management of capital. Further quantitative disclosures are included throughout this financial statements.

Notes To The Financial Statements Cont..

22.1 RISK MANAGEMENT FRAMEWORK

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Credit risk

Credit risk is the risk of financial loss to the Group if a shareholder or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investment securities.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each shareholders.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows;

	Group		Company	
	Carrying Amount		Carrying Amount	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Standard Chartered Bank - A+	20,346,451	8,374,434	-	-
Commercial Bank of Ceylon PLC - A (lka)	99,467	-	-	-
National Development Bank PLC - A-(lka)	534,390	337,554	534,390	337,554
Hatton Nationa Bank PLC - A(lka)	380,339	17,372,526	380,339	17,372,526
Habib Bank Limited - (A-1+)	28,503	31,503	28,503	31,503
Investments in Treasury Bills	398,393,216	-	-	-
Investment in Capital Alliance Investment Grade Fund (AA-)	2,210,387	7,171,368	-	-
Investment in NDB Wealth Management Ltd (A+(lka))	2,373	179,360,515	1,106	931
	421,995,126	212,667,900	944,338	17,742,514

Liquidity risk

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

	Group		Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Bank Overdraft	15,167,753	37,975	-	-
Amount due to Related party	698,018,175	-	597,018,175	-
Trade and Other payable	1,350,818	1,549,534	758,735	940,784
	714,536,746	1,587,509	597,776,910	940,784

Notes To The Financial Statements Cont..

Market risk

The market risk is the risk that changes in market prices, such as interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

a. Interest rate risk

Interest rate risk is the risk that the fair value of the cash flows of financial instruments will fluctuate because of changes in market interest rates. Interest rate risk arises on interest bearing financial instruments recognized in the statement of financial position.

The interest rate risk of the Group arises from financial instruments which are exposed to variable or fixed rate interest rates. Variable interest rates expose the Group to cash flow due to the impact on the quantum of interest payable. Financial instruments with fixed interest rates are subject to variations in fair values due to market interest movements.

As at 31 March 2023, the group does not have any exposure to any interest rate risk as its term deposits interest rates are fixed. The Group's remaining financial assets and liabilities are non-interest sensitive. The Group's has no variable rate interest instruments.

At the reporting date, the Group's interest-bearing financial instruments were as follows:

As at 31 March	Note	Group		Company	
		2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Fixed Rate Instruments					
Financial Assets					
Investments in Treasury Bills		398,393,216	-	-	-
Cash at Bank	8	23,601,910	212,667,901	944,338	17,742,514
		421,995,126	212,667,901	944,338	17,742,514
Financial Liabilities					
Amount due to related parties	11	(698,018,175)	-	(597,018,175)	-
Bank Overdraft	8	(15,167,753)	(37,915)	-	-
		(713,185,928)	(37,915)	(597,018,175)	-
		(291,190,802)	212,629,986	(596,073,837)	17,742,514

Sensitivity analysis for variable rate Instruments

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the profit before tax.

As at 31 March	2023 Profit or Loss	2022 Profit or Loss	2023 Profit or Loss	2022 Profit or Loss
Variable Rate Instruments (1% decrease)				
Variable Rate Instruments (1% Increase)	2,911,908	(2,126,300)	5,960,738	(177,425)
	(2,911,908)	2,126,300	(5,960,738)	177,425

Notes To The Financial Statements Cont..

23.2 FAIR VALUE HIERARCHY

Level 1 - Quoted (unadjusted) Market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Group

31 March 2023	Carrying amount				Carrying amount				
	Financial assets at amortized cost	FVTPL	FVTOCI	Financial liabilities at amortized cost	Total	Level 1	Level 2	Level 3	Total
	Rs.		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Financial assets measured at fair value									
Investments - Measured at Fair Value Through Profit or Loss	-	566,747,384	-	-	566,747,384	566,747,384	-	-	566,747,384
	-	566,747,384	-	-	566,747,384	566,747,384	-	-	566,747,384
Financial assets not measured at fair value									
Trade And other Receivables	3,147,792	-	-	-	3,147,792	-	-	-	-
Short term investments	398,393,216	-	-	-	398,393,216	-	-	-	-
Cash and cash equivalents	23,601,910	-	-	-	23,601,910	-	-	-	-
	425,142,918	-	-	-	425,142,918	-	-	-	-
Financial liabilities not measured at fair value									
Bank overdrafts	-	-	-	15,167,753	15,167,753	-	-	-	-
Amount due to Related party	-	-	-	698,018,175	698,018,175	-	-	-	-
Trade Other payable	-	-	-	27,773,502	27,773,502	-	-	-	-
	-	-	-	740,959,430	740,959,430	-	-	-	-

Notes To The Financial Statements Contd..

23.2 Fair Value Hierarchy Contd..

31 March 2022	Carrying amount				Carrying amount				
	Financial assets at amortized cost Rs.	FVTPL	FVTOCI Rs.	Financial liabilities at amortized cost Rs.	Total Rs.	Level 1 Rs.	Level 2 Rs.	Level 3 Rs.	Total Rs.
Financial assets measured at fair value									
Investments - Measured at Fair Value Through Profit or Loss	-	339,737,453	-	-	339,737,453	339,737,453	-	-	339,737,453
	-	339,737,453	-	-	339,737,453	339,737,453	-	-	339,737,453
Financial assets not measured at fair value									
Cash and cash equivalents	212,667,900	-	-	-	212,667,900	-	-	-	-
	212,667,900	-	-	-	212,667,900	-	-	-	-
Financial liabilities not measured at fair value									
Bank overdrafts	-	-	-	34,975	34,975	-	-	-	-
Trade Other payable	-	-	-	1,549,534	1,549,534	-	-	-	-
	-	-	-	1,587,509	1,587,509	-	-	-	-

In determining the fair value, highest and best use of the property including the current condition of the properties, future usability and associated redevelopment requirements have been considered. Also, the values have made reference to market evidence of transaction prices for similar properties, with appropriate adjustments for size and location. The appraised fair values are rounded within the range of values.

Company

31 March 2023	Carrying amount				Carrying amount				
	Financial assets at amortized cost Rs.	FVTPL	FVTOCI Rs.	Financial liabilities at amortized cost Rs.	Total Rs.	Level 1 Rs.	Level 2 Rs.	Level 3 Rs.	Total Rs.
Financial assets measured at fair value									
Investments - Measured at Fair Value Through Profit or Loss	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
Financial assets not measured at fair value									
Cash and cash equivalents	944,338	-	-	-	944,338	-	-	-	-
	944,338	-	-	-	944,338	-	-	-	-
Financial liabilities not measured at fair value									
Amount due to Related Party	-	-	-	597,018,175	597,018,175	-	-	-	-
Trade Other payable	-	-	-	758,435	758,435	-	-	-	-
	-	-	-	597,776,910	597,776,910	-	-	-	-

Notes To The Financial Statements Contd..

23.2 Fair Value Hierarchy Contd..

Company

31 March 2022	Carrying amount				Carrying amount				
	Financial assets at amortized cost Rs.	FVTPL	FVTOCI Rs.	Financial liabilities at amortized cost Rs.	Total Rs.	Level 1 Rs.	Level 2 Rs.	Level 3 Rs.	Total Rs.
Financial assets measured at fair value									
Investments - Measured at Fair Value Through Profit or Loss	-	2,516,106	-	-	2,516,106	-	2,516,106	-	2,516,106
	-	2,516,106	-	-	2,516,106	-	2,516,106	-	2,516,106
Financial assets not measured at fair value									
Cash and cash equivalents	17,742,514	-	-	-	17,742,514	-	-	-	-
	17,742,514	-	-	-	22,774,725	-	-	-	-
Financial liabilities not measured at fair value									
Bank overdrafts	-	-	-	-	-	-	-	-	-
Trade Other payable	-	-	-	940,784	940,784	-	-	-	-
	-	-	-	940,784	940,784	-	-	-	-

In determining the fair value, highest and best use of the property including the current condition of the properties, future usability and associated redevelopment requirements have been considered. Also, the values have made reference to market evidence of transaction prices for similar properties, with appropriate adjustments for size and location. The appraised fair values are rounded within the range of values.

Five year Summary

Year Ended 31st March	2023	2022	2021	2020	2019
	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000
a) Summary of Operation					
Revenue	306	36,662	17,741	4,689	5,771
Profit/(Loss) before net finance cost and tax	156,152	218,180	423,422	55,338	109,238
Profit/ (Loss) before taxation	156,511	216,542	427,133	55,524	115,801
Taxation	-	(2,668)	(3,873)	(5,309)	(177,881)
Profit /(Loss) after tax	156,511	213,874	423,260	50,215	(62,079)
Profit/(Loss) attributable to equity holders of the company	156,511	213,874	423,260	50,215	(62,079)
b) Summary of Financial Position					
As At 31 March	2023	2022	2021	2020	2019
	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000
Equity					
Stated Capital	913,012	878,252	878,252	878,252	878,252
Retained Earnings	1,182,182	1,060,430	881,315	475,354	447,038
Total Equity	2,095,193	1,938,682	1,759,567	1,353,606	1,325,290
Liabilities					
Current Liabilities	597,776	2,091	2,000	451	253
Total Liabilities	597,776	2,091	2,000	451	253
Total Equity and Liabilities	2,692,969	1,940,773	1,761,567	1,354,057	1,325,543
Assets					
Investment in Equity - Accounted Investees	2,257,858	1,498,888	1,206,111	1,095,752	1,188,461
Investment in Subsidiary	434,155	421,627	553,558	254,726	130,200
Investment measured at FVTPL	-	2,516	553,558	254,726	130,200
Deferred Tax Asset	-	-	-	2,862	2,482
Current assets	957	17,743	1,898	717	4,400
Total Assets	2,692,971	1,519,147	1,761,567	1,354,057	1,325,543
c) Key Indicators					
Earnings /(Loss) per share (Rs.)	1.3	0.92	2.44	0.29	(0.36)
Net assets value per share (Rs.)	12.09	11.15	10.12	7.79	7.63
Current ratio (times)	0.0001	8.41	0.95	1.59	17.39
d) Dividend per share (Rs.)	0.20	0.2	0.10	0.13	0.13
e) Dividend Payout (%)	22.72	16.26	4.09	44.83	-

Shareholders' and Investors' information

SHARE INFORMATION

	2023	2022
Total No. of shareholders	2,860	2,935
Total No. of Shares	178,254,871	173,798,500

PUBLIC SHARE HOLDING

	2023	2022
The percentage of Ordinary Shares held by the public	49.94%	49.94%
Total number of shareholders representing the public holding	2,859	2,934

The float adjusted market capitalization was Rs. 614.20 Mn as at 31st March 2023. The company has over 20% public shareholding and over 500 public shareholders meeting the minimum thresholds for compliance on minimum public holding under the option "5" of Section 7.13.1 (a) of continuing listing requirements.

SHARE TRADING INFORMATION

1st of April to 31 st March	2023	2022
	Voting	Voting
Share Price		
Highest (Rs.)	10.90	18.80
Lowest (Rs.)	4.30	5.40
As at 31st March	6.90	7.30
Market Capitalization	2023	2022
As at 31st March (Rs. '000)	1,229,958,610	1,268,729,050
No. of Traders	14,679	16,692
No. of Shares Traded	62,651,929	80,168,366
Value of Shares Traded (Rs)	509,273,360	1,195,855,549

Voting Shares Details

VOTING SHARES

No of Shares Held	31st March 2023			31st March 2022		
	No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%
1 - 1,000	1,096	260,234	0.15%	1,216	412,957	0.24%
1,001 - 10,000	1,084	4,007,440	2.25%	1,081	4,962,775	2.86%
10,001 - 100,000	572	16,628,873	9.33%	539	17,159,471	9.87%
100,001 - 1,000,000	103	23,562,612	13.22%	94	24,993,146	14.38%
1,000,001 & Over	5	133,795,712	75.06%	5	126,270,151	72.65%
Total	2,860	178,254,871	100%	2,935	173,798,500	100%

VOTING SHARES

Analysis of Shareholders	31st March 2023			31st March 2022		
	No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%
Individuals	2,690	31,244,316	17.53%	2,739	30,651,012	17.64%
Institutions	170	147,010,555	82.47%	196	143,147,488	82.36%
Total	2,860	178,254,871	100.00%	2,935	173,798,500	100.00%

ANALYSIS OF SHAREHOLDERS - VOTING

Analysis of Shareholders	31st March 2023			31st March 2022		
	No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%
Resident	2,845	177,961,648	99.84%	2,922	173,595,825	99.88%
Non Resident	15	293,122	0.16%	13	202,675	0.12%
Total	2,860	178,254,871	100.00%	2,935	173,798,500	100.00%

ANALYSIS OF SHAREHOLDERS - VOTING

Analysis of Shareholders	31st March 2023			31st March 2022		
	No. of Shareholders	No. of Shares	%	No. of Shareholders	No. of Shares	%
Related Companies	1	89,230,768	50.06%	1	87,000,000	50.06%
Directors and Spouses	-	-	-	-	-	-
Public	2,859	89,024,103	49.94%	2,934	86,798,500	49.94%
Total	2,860	178,254,871	100.00%	2,935	173,798,500	100.00%

Top 20 Major Shareholders

No	Name	Voting as at 31.03.2023		Voting as at 31.03.2022	
		No. of Shares	%	No. of Shares	%
1	RENUKA ENTERPRISES (PVT) LTD	89,230,768	50.06%	87,000,000	50.06%
2	HATTON NATIONAL BANK PLC/ALMAS HOLDINGS (PRIVATE) LIMITED	33,644,649	18.87%	-	-
3	HATTON NATIONAL BANK PLC/ ALMAS CAPITAL	5,111,302	2.87%	-	-
4	COMMERCIAL BANK OF CEYLON PLC/A.N.WEERAKKODY	3,793,555	2.13%	2,501,481	1.44%
5	DR. N. D. GUNAWARDENA	2,015,438	1.13%	1,963,151	1.13%
6	DIALOG FINANCE PLC/ B.M.A.FERNANDO	822,666	0.46%	-	-
7	DFCC BANK PLC/MASKELIYA TEA EXPORTS (PVT) LTD	790,665	0.44%	770,899	0.44%
8	CITIZENS DEVELOPMENT BUSINESS FINANCE PLC/C.U.GAMAGE	771,335	0.43%	903,168	0.52%
9	PEOPLE'S LEASING & FINANCE PLC/MR. D.C. UDAGE	730,256	0.41%	712,000	0.41%
10	MERCHANT BANK OF SRI LANKA & FINANCE PLC/A.C. SENANKA	564,102	0.32%	550,000	0.32%
11	CITIZENS DEVELOPMENT BUSINESS FINANCE PLC/H.D.D. GAYAN	528,000	0.30%	610,000	0.35%
12	THREAD CAPITAL (PRIVATE) LIMITED	447,356	0.25%	-	-
13	MR. A.M. ILYAS	440,007	0.25%	487,507	0.28%
14	MR. S.D. DIVAKARAGE	439,318	0.25%	-	-
15	SEYLAN BANK PLC/MILLAWITANA ARACHCHIGE DON CHANDIMA NALIN WICKRAMARATNA	421,538	0.24%	411,000	0.24%
15	DFCC BANK PLC/M.I.I. AHAMED	410,485	0.23%	-	-
17	MR. D.N.P. RATHNAYAKE	380,820	0.21%	-	-
18	MERCHANT BANK OF SRI LANKA & FINANCE PLC/ W.A.D.S.G. WIJESINGHE AND U.C. LIYANAGAMA	364,205	0.20%	-	-
19	DFCC BANK PLC/MOHAMED ISMAIL MOHAMED MARZOOK	343,335	0.19%	-	-
20	M.D.S.GOONATILLEKE	320,618	0.18%	-	-
		141,570,418	79.42%	141,177,959	79.20%

Notice of Meeting

Notice is hereby given that the Sixty Sixth (66th) Annual General Meeting (AGM) of Shaw Wallace Investments PLC (the 'Company') will be held on Thursday, September 7th, 2023 at 2.30 p.m. as a virtual meeting using a digital platform for the following purposes:

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company, the statement of Compliance and the Financial Statement for year ended 31st March 2023 with the Report of the Auditors thereon.
2. To declare a dividend as recommended by the Board of Directors and to consider to pass the following resolutions:

a. Declaration of a first and final dividend

THAT a first and final dividend of Rs. 0.20 cents per issued and fully paid ordinary shares constituting a total sum of Rs. 35,650,974 based on the issued ordinary shares as at 31st July, 2023;

THAT the shareholders entitled to such dividend would be those shareholders, whose names have been duly registered in the Shareholders' Register maintained by the Registrars of the Company [i.e. SSP Corporate Services (Pvt) Ltd., No. 101, Inner Flower Road, Colombo 03] and also those shareholders whose names appear on the Central Depository Systems (Pvt) Ltd. ('CDS') as at end of trading on the Record Date [i.e. the third (3rd) market day from and excluding the date of the meeting] (the 'Entitled Shareholders');

THAT subject to the shareholders and (a) approving the proposed allotment and issue of new ordinary shares by passing the resolutions set out in Items 2(i) and 2(ii) below, the declared first and final dividend of Rs. 0.20 cents per issued and fully paid ordinary share be distributed and satisfied by the allotment and issue of new ordinary shares (the 'distribution scheme') based on the share prices of ordinary shares as at July 31st, 2023 to the Entitled Shareholders;

- The allotment and issue of new ordinary shares of Rs. 0.20 cents per share dividend entitlement (subject to applicable government taxes).

THAT accordingly and subject to the approval of the shareholders being obtained in the manner aforementioned the implementation of the said distribution scheme shall be as follows:

By way of the allotment and issue of new shares:

The sum of:

- Rs. 35,650,974 to which the ordinary shareholders are entitled (subject to applicable government taxes); and

Notice of Meeting Cont..

shall be satisfied by the allotment and issue of new ordinary shares to the entitled shareholders of the ordinary shares respectively, on the basis of the following ratios:

- 01 new fully paid ordinary (voting) share for every 51.3966745714 existing issued and fully paid ordinary shares calculated on the basis of the market value of the ordinary shares as at end of trading on July 31st, 2023;

THAT the ordinary residual share fractions, respectively, arising in pursuance of the aforementioned allotment and issue of new ordinary shares after applying the formulas referred to in the sub heading “Residual fractions of shares” in the “Circular to the shareholders on the first and final dividend for 2023” dated August 11, 2023 the residual fractions arising from the aforementioned allotment and issue of new ordinary shares respectively, will be aggregated and the shares arising consequent thereto will, subject to receiving the approval of the Shareholders therefor, such shares will be sold and the net sale proceeds arising therefrom be distributed to a charity/ charities approved by the Board of Directors. The donation will be effected by the Company within a reasonable period of time.

THAT the new shares to be issued in pursuance of the said distribution scheme constituting a total issue of 3,468,218 new ordinary shares, based on the issued and fully paid ordinary shares as at July 31st, 2023, shall, immediately consequent to due allotment thereof to the entitled shareholders rank equal and pari passu in all respects with the existing issued and fully paid ordinary shares and the existing issued and fully paid ordinary shares of the Company respectively including the entitlement to participate in any dividend that may be declared after the date of allotment thereof and shall be listed on the Colombo Stock Exchange; and

a. (Dividend Resolution No. 2 i):

THAT a new issue of shares provided for by Article 5 (b) of the Articles of Association of Shaw Wallace Investments PLC (the ‘Company’), be and is hereby issue of new shares to be effected by the Company for purposes of satisfying in first and final dividend for the year ended March 31, 2023:

“The allotment and issue of 3,468,218 new ordinary shares, credited as fully paid to entitled shareholders and which new shares shall rank equal and pari passu with the existing issued and fully paid ordinary shares of the Company including the right to participate in any dividend which may be declared after the date of allotment of such shares”.

Notice of Meeting Cont..

- a. Approval of an issue of ordinary shares (Dividend Resolution No. 2 (ii)):

THAT the proposed allotment and issue of 3,468,218 new ordinary shares credited as fully paid to entitled shareholders and which new shares shall rank equal and pari passu with the existing issued and fully paid ordinary shares of the Company including the right to participate in any dividend which may be declared after the date of allotment of such shares be and is hereby approved in pursuance of Article 3 5 (b) and 12 (3) of the Articles of Association of the Company; and

THAT accordingly the Company's management be and is hereby authorized to take all necessary steps to give effect to the aforesaid proposed issue of new ordinary shares of the Company.

- b. To re-elect Mr. K.Liyanagamage as a Director who retires by rotation in terms of Article 28 (1).
- c. To re-elect Mr. T.A.P.Peiris as a Director who retires and eligible for re-election in terms of Article 26 (1).
- d. (i) To reappoint Messrs KPMG, Chartered Accountants, as recommended by the Board of Directors as the Company's Auditors for the financial year ending March 31, 2023; and
(ii) To authorize the Board of Directors to determine the remuneration of the Auditors for the financial year ending March 31, 2023
- e. To authorize the Board of Directors to determine donations for the year 2023.

Notes

- (i) A duly registered and entitled holder of the Company's ordinary (voting) shares is entitled to participate at the meeting by virtual means, speak and vote at the AGM and is entitled to appoint a proxy holder to participate by virtual means, speak, and vote in his/her stead.
- (ii) A duly registered and entitled holder of the Company's ordinary (non-voting) shares is entitled only to participate at the meeting by virtual means and speak at the AGM and to vote only on the resolutions set out in items 2 (i) and 2 (ii) of the Notice of Meeting. Such a shareholder is entitled to appoint a proxy holder to participate at the meeting by virtual means, and speak on his/her behalf and to vote only on the resolutions set out in items 2 (i) and 2 (ii) of the Notice of Meeting.
- (iii) A proxy holder need not be a shareholder of the Company.
- (iv) A Form of Proxy is sent along with this Report. The Form of Proxy should be completed legibly and forwarded to the Company, Company Secretary, to No. 69, Sri Jinaratana Road Colombo 02, not later than forty-eight (48) hours before the time appointed for the holding of the AGM.

By Order of the Board of Shaw Wallace Investments PLC,

Renuka Enterprises (Pvt) Ltd

Managers and Company Secretaries

August 11, 2023 Colombo

Circular to the Shareholders on the First and Final Dividend for 2023

Dear Shareholder/s,

First and Final Dividend for the year ended March 31, 2023 to be Satisfied by the Allotment and Issue of New Shares.

The Board of Directors of the Company, is pleased to inform its Shareholders that, a first and final dividend distribution of Rs. 0. 20 cents per each existing issued and fully paid ordinary shares has been recommended for the financial year ended March 31, 2023 for due declaration by the Shareholders at the Annual General Meeting ('AGM') to be held on Thursday, September 7th , 2023 (the date of the AGM) at 2.30 p.m. to be held, virtually, by using a digital platform and such dividend so declared be paid out using a combination of Dividend received and profits of the Company for the financial year ended March 31, 2023, which would be subject to applicable government taxes.

The Board of Directors is confident that, the Company will be able to satisfy the solvency test set out in Section 57 of the Companies Act No. 07 of 2007 (as amended) ['CA 2007'] immediately post- allotment of such dividend. A Certificate of Solvency has been provided by the Company's Auditors, Messrs KPMG, Chartered Accountants.

Subject to obtaining the approval of the Shareholders, the said dividend will be satisfied in accordance with a distribution scheme whereby:

- (i) New ordinary shares will be allotted and issued, in satisfaction of the dividend entitlement, constituting a total sum of Rs. 35,650,974/- based on the issued and fully paid shares of the Company as at July 31st, 2023.

Accordingly, and in pursuance of the aforesaid distribution scheme, the Company proposes to issue:

3,468,218 number of new ordinary shares, calculated based on the issued and fully paid ordinary shares as at July 31st , 2023 and on the basis of their market value (closing price) as at end of trading on 31st July 2023;

Circular to the Shareholders on the First and Final Dividend for 2023 Contd...

The said shares shall be issued in the following ratios to the entitled Shareholders of the Company:

- a. 01 new fully paid ordinary share for every 51.3966745714 existing issued and fully paid ordinary shares calculated on the basis of the market value of the ordinary shares as at end of trading on July 31st, 2023; and

The above share ratio is based on a value of Rs. 9.40 per ordinary share (subject to applicable government taxes) as at the end of trading on July 31st, 2023. The Board of Directors is satisfied that the aforementioned values which constitute the consideration for which the new shares are to be allotted and issued is fair and reasonable to the Company and to all its existing Shareholders.

Entitled Shareholders

Shareholders entitled to participate in the said dividend are those who are duly registered in the Company's Share Register and also those shareholders whose names appear on the Central Depository Systems (Pvt) Ltd ('CDS') as at end of trading on the Record Date [i.e. the third (3rd) market day from and excluding the date of the meeting] (the 'Entitled Shareholders').

In calculating the number of shares held by a shareholder as at the relevant date for the proposed allotment and issue of new shares, the shareholding of the shareholder as appearing in the CDS and the Shareholders' Register maintained by the Registrars of the Company [SSP Corporate Services (Pvt) Ltd,

No. 101, Inner Flower Road, Colombo 03] will not be aggregated. However, if a shareholder holds shares with multiple stockbrokers, the shares held with multiple stockbrokers will be aggregated for calculation purposes, and the shares arising as a result of the proposed issue and allotment of new shares will be uploaded proportionately to the respective CDS accounts held with each broker. The Company has obtained the approval in principle of the Colombo Stock Exchange ('CSE') for the proposed allotment and issue of new shares.

Residual Fractions of Shares

The residual fractions arising from the aforementioned allotment and issue of new ordinary shares respectively, will be aggregated and the shares arising consequent thereto will, subject to receiving the approval of the Shareholders therefor, such shares will be sold and the net sale proceeds arising therefrom be distributed to a charity/ charities approved by the Board of Directors. The donation will be effected by the Company within a reasonable period of time.

Residual fractions of ordinary shares above-mentioned shall mean the above-mentioned fractions arising after applying the following formula:

For Ordinary shares shareholders -

$$\frac{\text{Number of shares held by a shareholder as at end of trading on the Record Date} \times 1}{51.3966745714}$$

Status of the New Shares

The new ordinary shares to be so issued, immediately consequent to due allotment thereof to the entitled Shareholders, shall rank equal and pari passu in all respects with the existing issued and fully paid ordinary shares, of the Company.

Circular to the Shareholders on the First and Final Dividend for 2023 Contd...

Listing approval

An application has been made to the CSE for listing the new ordinary shares on the official list of the CSE. This application has been approved 'in principle' by the CSE.

Shareholder Approvals

The proposed method of satisfying the above mentioned first and final dividend is subject to Shareholders granting approval therefor by passing the resolutions set out in the attached Notice of Meeting pertaining to the following matters:

- Authorization to satisfy the first and final dividend by an allotment and issue of new shares:

Article 3 5 (b) and 12 (3) of the Company's Articles of Association provides, in effect, that, subject to the provisions of CA 2007, the Board is empowered to pay a dividend by way of shares. The Board seeks the authorization of Shareholders for the satisfaction of the first and final dividend by the issue of new ordinary shares in the manner set out above.

The relevant resolution to be passed by the Shareholders in this regard is set out in item 2(i) of the attached Notice of Meeting.

As mentioned previously, the first and final dividend is proposed to be satisfied, by the allotment and issue of new ordinary shares in the manner set out above and on the above-mentioned application of the above-mentioned share proportion.

The relevant resolution to be passed by the Shareholders in this regard is set out in item 2(i) of the attached Notice of Meeting.

The Company is required, in compliance with the above provisions, to seek Shareholder approval by an ordinary resolution for the proposed method of satisfaction of the first and final dividend by an allotment and issue of new ordinary shares in the manner set out above.

The relevant ordinary resolution to be passed by the Shareholders in this regard is set out in item 2(ii) of the attached Notice of Meeting.

Confirmation of Compliance

The Board of Directors hereby confirms that the allotment and issue of new shares is in compliance with the Articles of Association of the Company, the Listing Rules of the CSE and the provisions of the CA 2007.

Allotment of the New Shares

The Board of Directors emphasizes that the aforementioned allotment and issue of new shares is in satisfaction of the first and final dividend for the year ended March 31, 2023 and shall be dependent on and subject to the Shareholders passing the requisite resolutions.

Uploading of Shares in to CDS Accounts

In the event that the requisite resolution declaring the dividend (including its manner of satisfaction thereof) by way of the issue and allotment of new shares is passed by the Shareholders, the accounts of the Shareholders whose shares are deposited in the CDS would be directly uploaded with the new shares to the extent that such Shareholder has become entitled thereto.

Circular to the Shareholders on the First and Final Dividend for 2023 Contd...

The shares would be uploaded within five (05) market days from and excluding the Record Date. If a Shareholder holds multiple CDS accounts the total entitlement will be directly deposited to the respective CDS accounts proportionately. Pursuant to a Direction issued by the Securities and Exchange Commission of Sri Lanka ('SEC') pertaining to the de-materialisation of listed securities, the Shareholders who hold shares in scrip form (i.e. Share Certificates) as per the Share Register maintained by the Registrars of the Company, will not be issued Share Certificates for the new shares allotted and issued in their favour. Such Shareholders are accordingly requested to open an account with the CDS and to deposit their Share Certificates in the CDS prior to the date of the AGM of the Company. This will enable the Company to deposit the new shares directly into the Shareholder's CDS Account.

If a Shareholder fails to deposit his/her existing ordinary shares in the CDS prior to the date of the AGM, such Shareholder's entitlement of new ordinary shares will be deposited by the Company after such Shareholder has opened a CDS Account and has informed the Company's Registrars in writing of his/her CDS account number. Until such CDS account is opened by a Shareholder as aforementioned, the new ordinary shares that are allotted in his/ her favour will be registered in such shareholder's account in the Share Register maintained by the Registrars of the Company. Consequent to the opening of the CDS account by such Shareholder, the new shares will be credited to such CDS account. Direct uploads pertaining to written requests received from Shareholders to deposit such shares will be done on a weekly basis.

Annual General Meeting (AGM)

Attached hereto is the Annual Report comprising the Notice convening the AGM for September 7th, 2023 and setting out in item 2 thereof, the relevant resolutions to be passed by the Shareholders in the above regard.

Form of Proxy

Shareholders who are unable to participate at the meeting by virtual means are entitled to appoint a proxy to participate at the said meeting by virtual means and speak and also vote on their behalf, depending on their voting rights. If you wish to appoint such a proxy, kindly complete and return the enclosed Form of Proxy (in accordance with instructions to No. 69 Sri Jinaratana Road, Colombo 02, not later than forty-eight (48) hours before the time appointed for the holding of the AGM.

Yours faithfully,

By Order of the Board of Shaw Wallace Investments PLC

Renuka Enterprices (Pvt) Ltd
Managers and Company Secretaries

August 11, 2023

Form of Proxy

I / We of
 being a member/members
 of Shaw Wallace Investments PLC, hereby appoint;
 (NIC No.) of

Or failing her/him

Mr. S.V. Rajiyah or failing him
 Mr. K.Liyanagamage or failing him
 Mr. T.A.P.Peiris or failing him
 Mr. M.R. Ratnasabapathy

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 7th day of September 2023 and at 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, the Statement of Compliance and the Financial Statements for the year ended March 31, 2023 together with the Report of the Auditors thereon		
2.	To declare a dividend as recommended by the Directors and to pass the following resolutions set out in the attached Notice of Meeting: i. Declaration of a first and final dividend and approval of its method of satisfaction (Dividend Resolution No. 2 (i)) ii. Approval of an issue of ordinary shares (Dividend Resolution No. 2 (ii))		
3.	To re-elect Mr. K.Liyanagamage as a Director		
4.	To re-elect Mr. T.A.P.Peiris as a Director		
5.	i. To re-appoint Messrs KPMG, Chartered Accountants as recommended by the Board of Directors, as Auditors to the Company for the Financial Year ending March 31, 2023. ii. To authorize the Board of Directors to determine the remuneration of the Auditors for the Financial Year ending March 31, 2023.		
6.	To authorize the Board of Directors to		

Dated this day of 2023.

.....
 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 2.30p.m. on 5th September 2023 being not less than 48 hours before the time appointed for the holding of the Meeting.
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.

CORPORATE INFORMATION

Name of Company

Shaw Wallace Investments PLC

Registration No.

PQ 149

Legal Form

Quoted Public Company with Limited Liability

Principal Activity

Investment

Direct Subsidiary

Galle Face Capital Partners PLC

Board of Directors

Mr. S. V. Rajiyah
Mr. M. R. Ratnasabapathy
Mr. K. Liyanagamage
Mr. T. A. P. Peiris

Audit Committee

Mr. M. R. Ratnasabapathy - Chairman
Mr. K. Liyanagamage
Mr. B. V. Selvanayagam (Resigned on 20/01/2023)
Mr. T. A. P. Peiris (Appointed on 01/09/2022)

Related Party Transactions review Committee *

Mr. T. K. Bandaranayake - Chairman
Mr. M. S. Dominic
Dr. J. M. Swaminathan

Remuneration Committee *

Mr. M. S. Dominic – Chairman
Mr. T. K. Bandaranayake
Dr. J. M. Swaminathan

Nomination Committee *

Mr. M. S. Dominic- Chairman
Mr. T. K. Bandaranayake
Mrs. J. J. B. A. Rajiyah

Managers & Company Secretaries

Renuka Enterprises (Pvt) Ltd
69 Sri Jinaratana Road,
Colombo 2

Registrars

S S P Corporate Services (Pvt) Ltd
546 Galle Road,
Colombo 3

Ultimate Parent Company

Renuka Holdings PLC

Registered Office

“Renuka House”
69 Sri Jinaratana Road,
Colombo 2
Telephone: 0094-11-2314750-5
Email: info@renukagroup.com
Fax: 0094- 11-2445549

Postal Address

P.O.Box 25, Colombo

Stock Exchange Listing

Colombo Stock Exchange

Auditors

KPMG Chartered Accountants

Legal Consultants

Nithya Partners – Attorneys- at-Law
Heritage Partners – Attorneys- at-Law

Bankers

National Development Bank PLC
Hatton National Bank PLC
Habib Bank Limited

*Related Party Transactions review Committee, Remuneration Committee & Nomination Committee are represented by Ultimate Parent Company Directors.



“Renuka House” No. 69, Sri Jinarathana Road, Colombo 02, Sri Lanka.
Telephone : 0094-11-2314750-5 Fax : 0094-11-2445549
Email: info@renukagroup.com Website: www.renukagroup.com
