ANNUAL 2024
REPORT 2025

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Financial Highlights

For year ended 31st March,	2025	2024	% Change
	Rs.	Rs.	
Net Finance Income	11,181,234	19,150,533	-42%
Profit before Tax	2,993,184	20,954,810	-86%
Income Tax Expense	(1,208,950)	(4,967,466)	-76%
Profit for the period	1,784,234	15,987,344	-89%
As at 31st March,			
Total Equity	203,110,618	185,450,489	9%
Market Value per share	168.25	131.00	28%
Market Capitalisation	126,187,500	98,250,000	28%

Chairman's Review

On behalf of the Board of Directors, I am pleased to welcome you to the 39th Annual General Meeting of York Arcade Holdings PLC and to present the Annual Report and Audited Financial Statements for the year ended 31st March 2025.

Economic Overview

The financial year under review marked a period of cautious optimism for Sri Lanka. Following the severe economic crisis of 2022, the nation has been on a recovery trajectory, bolstered by structural reforms and international support. The Central Bank of Sri Lanka implemented a series of monetary policy adjustments, reducing the Standing Deposit Facility Rate (SDFR) and the Standing Lending Facility Rate (SLFR) to 8.25% and 9.25%, respectively, by July 2024 . This easing of monetary policy aimed to stimulate economic activity and maintain inflation around the targeted 5% over the medium term.

Impact on Company Performance

The reduction in interest rates, while beneficial for borrowers and overall economic stimulation, had a direct impact on the Company's financial performance. Our finance income decreased to Rs. 11.18 million from Rs. 19.15 million in the previous year, reflecting the lower returns on our interest-bearing investments. Despite these challenges, the Company reported a net profit of Rs. 1.78 million for the year, compared to Rs. 15.99 million in the previous year. This decline underscores the sensitivity of our income streams to macroeconomic variables, particularly interest rate fluctuations.

Strategic Outlook

As Sri Lanka continues its path toward economic stability and growth, with projections indicating a GDP growth of approximately 5% in 2024, the Company remains committed to prudent financial management. The Company is also in the process of streamlining proper operations in order to generate a sustainable revenue source for the future.

We will continue to monitor the economic landscape closely, adapting our investment strategies to mitigate risks associated

with interest rate volatility and to capitalize on emerging opportunities that align with our risk profile and strategic objectives.

I extend my sincere gratitude to our stakeholders for their unwavering trust and confidence in the Company. I also thank my colleagues on the Board for their dedicated service and insightful guidance during this period of economic transition.

I would like to take this opportunity to formally acknowledge and thank the directors who have stepped down for their invaluable service and contributions

I extend our sincere gratitude to Mr. A.M. de S. Jayaratne and Mr. S. N. P. Palihena, who resigned from the Board effective 31 December 2024. Their leadership, strategic insight, and unwavering commitment to the organisation have been instrumental in guiding us through significant periods of growth and transformation. On behalf of the Board and the Company, I wish them every success in their future endeavours.

At the same time, we are pleased to welcome Mr. E.D.P. Soosaipillai and Mr. A.I. Piyadigama, to the Board. They each bring a wealth of experience in finance, operations, governance and I am confident that their expertise will be a valuable asset as we pursue our strategic priorities.

These changes reflect our continued commitment to strong governance and to maintaining a Board with the right mix of skills, perspectives, and experience to support the long-term success of the company.

S.D.R. Arupragasam

Chairman

02nd June, 2025

Board of Directors

Mr. S. D. R. Arudpragasam - Chairman *FCMA (UK)*

Mr. S.D.R. Arudpragasam is a fellow member of the Chartered Institute of Management Accountants (UK). He was appointed to the Board in 27th September 1999 and as Chairman on 15th July 2021. Further, whilst being associated with The Colombo Fort Land & Building Group of companies since 1982 and having served on the Board of The Colombo Fort Land & Building PLC (CFLB) since the year 2000 and as Deputy Chairman up to end June 2022 was appointed Chairman CFLB with effect from 1st July 2022. He also serves as Chairman of several subsidiaries of CFLB and holds the position of Chairman, Lankem Ceylon PLC and Chairman/Managing Director of E.B. Creasy & Company PLC in addition to holding other Directorships within the CFLB Group. He also functions as a member of several Board Sub-Committees of the CFLB Group.

Mr. S. Shanmugalingam - Director

Mr. S. Shanmugalingam was appointed to the Board in 23rd April 2003. He has over 25 years experience in Share Trading and Capital Market and has worked for many years as a Senior Stock Broker. He currently functions as an Adviser. He holds a Higher Diploma in Information Technology. He has also functioned as a member of the Board Sub-Committee of the Company.

Mr. S. Rajaratnam - Director

B.Sc, CA

Mr. S. Rajaratnam was appointed to the Board as a Non-Executive Director on 14th May, 2013. He holds a Bachelor of Science Degree in Business Administration from Boston College, USA and is a member of the Institute of Chartered Accountants in Australia. He has been associated with overseas Companies in the field of Finance and currently holds the position of Joint Managing Director of E.B. Creasy & Company PLC amongst other Directorships in The Colombo Fort Land & Building Group. He also functions as a member of the Board Sub-Committees of the CFLB Group. He is also Sub-Committee member of two associate companies of CFLB.

Mr. Amrit Rajaratnam - Director

LLB (Notts.), Barrister- at - Law

Mr. Amrit Rajaratnam was appointed to the Board as a Non-Executive Director on 1st July 2021. He holds a Bachelor's Degree in Law from the University of Nottingham and is a Barrister at Law (Lincoln's Inn). He began his career at the Law Firm of Julius & Creasy and later joined Lankem Ceylon PLC. He is also a Director of Beruwala Resorts PLC, Marawila Resorts PLC and Sigiriya Village Hotels PLC, amongst other Directorships in The Colombo Fort Land & Building Group.

Mr. Anushman Rajaratnam - Director

B.Sc. (Hons,), CPA, MBA

Mr. Anushman Rajaratnam was appointed to the Board of Directors on 9th June, 2022 as a Non-Executive Director. He is at present the Group Managing Director of The Colombo Fort Land & Building PLC (CFLB). In addition, he serves on the Board of several subsidiary companies of the CFLB Group and also functions as a member on several Board Sub-Committees of the CFLB Group. Prior to joining the CFLB Group, he worked overseas for a leading global Accountancy Firm.

Mr. E.D.P. Soosaipillai - Director FCA(SL), ACMA(SL)

Mr. E.D.P. Soosaipillai was appointed to the Board on 10th February 2025 as an Independent Non-Executive Director. He chairs the Board Audit Committee, the Related Part Transaction Review Committee, the Remuneration Committee and the Nomination and Governance Committee of the Company.

Mr. Soosaipillai is a fellow of the Institute of Chartered Accountants of Sri Lanka and the Institute of Certified Management Accountants of Sri Lanka.

In a career spanning over 35 years in the governance of financial and reporting systems both at the operational and strategic levels, Mr. Soosaipillai brings to the table a core discipline in finance, a core competency in Risk Identification, Assessment and Management at operational levels and Forward Risk Assessment at a strategic level and three decades of experience in senior management in the financial services industry.

His decade and a half of board level executive experience spans that of several leading specialised leasing companies in the capacity of Finance Director, Chief Executive Officer and Managing Director, whilst his experience as a Non-Executive Director includes the boards of LFC's, a Systemically Important LCB and Regional Plantation Companies.

He is currently an Independent Non-Executive Director on the Board of Finlays Colombo Ltd. since January 2021 and an Independent Non-Executive Director on the Board of C M Holdings PLC since 10th February 2025, where he chairs the Board Audit Committee, the Related Part Transaction Review Committee, the Remuneration Committee and the Nomination and Governance Committee of the company.

Mr. Soosaipillai previously served on the Board of Hatton National Bank PLC as an Independent Non-Executive Director, principally as Chair of the Board Integrated Risk Management Committee and the Board Procurement Committee as well as an active member of the Board Strategy and Investment Committee, the Board Recoveries Committee and the Board Human Resources and Remuneration Committee.

Board of Directors (*Contd.***)**

Appointed as an Independent Non-Executive Director of Commercial Credit and Finance PLC in January 2014, he was elected Chairman in March 2020, until his resignation from the Board in November 2022. During his Chairmanship at Commercial Credit and Finance PLC he chaired the Board Nomination Committee and the Board Remuneration Committee. He previously chaired the Board Audit Committee and was an active member of the Board Integrated Risk Management Committee and the Board Related Party Transactions Review Committee.

Mr Soosaipillai was a board member of the Colombo Port City Economic Commission and Acting Director General from June 2023 to November 2024, and Chairman and Independent Non-Executive Director of HDFC Bank of Sri Lanka from April 2023 to October 2024. He served as an Independent Non-Executive Director of the two Regional Plantation Companies of James Finlays Plantation Holdings (Lanka) Ltd from May 2017 to March 2022 and was the Chair of the Board Audit Committee and a member of the Board Related Party Transaction Review Committee and the Board Remuneration Committee

He was briefly engaged by the World Bank as a Short-Term Consultant on a Payables Assessment assignment in the Maldives as part of a wider Public Finance Management project in 2012. He also served as the Managing Director of the Maldives Finance Leasing Company Ltd., for over 7 years and as the Chief Executive Officer of Ceylease Financial Services Ltd., a subsidiary of the Bank of Ceylon, prior to that.

Mr. A. I. Piyadigama - Director

FCA (SL), CPA (Aust)

Mr. Asoka Piyadigama joined the Board on 10th February 2025 He serves on the Boards of C.M. Holdings PLC and York Arcade Holdings PLC.

With extensive experience in operational and finance roles, Mr. Piyadigama has progressed from Manager to Chief Financial Officer at prominent conglomerates, including Carsons Cumberbatch PLC, Lankem Ceylon PLC, and C.W. Mackie PLC. He currently serves as a member of the Audit Committee, Related Party Transactions Review committee, Remuneration Committee and Nominations & Governance Committee of the Companies. In addition has also functions a member of certain Board Sub-Committee of the CFLB Group Companies.

He has also held positions as Audit and Business Advisory Manager at KPMG Sri Lanka and Deloitte Fiji and worked in key finance roles within the Manufacturing and FMCG sectors in Australia. Most recently, he was the Chief Executive Officer of the Institute of Chartered Accountants of Sri Lanka.

Mr. Piyadigama is a Fellow Member (FCA) of the Institute of Chartered Accountants of Sri Lanka and a Member of CPA Australia.

Annual Report of the Board of Directors

The Board of Directors of York Arcade Holdings PLC present their Report on the affairs of the Company together with the Audited Financial Statements for the year ended 31st March, 2025

Principal Activities and Business Review

The principal activity of the Company is Real Estate Development. The Chairman's Review, together with the Financial Statements reflects the state of affairs of the Company.

The Directors to the best of their knowledge and belief confirm that the Company has not engaged in any activities that contravene laws, regulations and prudential requirements and that details relating to non-Compliance and remedial action taken has been disclosed under the section Corporate Governance.

Financial Statements

The Financial Statements of the Company are given on pages 34 to 57

Auditors Report

The Auditors Report on the Financial Statements is given on pages 32 to 33

Accounting Policies

The Company has prepared the accounts in accordance with the new SLFRSs/LKASs issued by the Institute of Chartered Accountants of Sri Lanka.

Interest Register

Directors' Interest In Transactions

The Directors have made general disclosures as provided for in Section 192(2) of the Companies Act No. 07 of 2007. Arising from this, details of contracts in which they have an interest are disclosed in Note 22 to the Financial Statements on pages 50 and 51.

During the financial year the Company has not entered into any contracts in which the Directors have had a material interest. Neither the Directors nor their close family members have had any material business relationships with other Directors.

Directors' Interest in Shares

Directors of the Company who have an interest in the shares have disclosed their shareholdings and any acquisitions/disposals to the Board in compliance with Section 200 of the Companies Act. The acquisitions/disposals are routinely notified to the Colombo Stock Exchange.

Details pertaining to Directors' Direct Shareholdings are set out below:

	No. of Shares		
	31.03.2025	31.03.2024	
Mr. S.D.R. Arudpragasam	-	-	
Mr. S. Shanmugalingam	195*	195*	
Mr. A.M. de S. Jayaratne (Resingned w.e.f. 31.12.2024)	-	-	
Mr. S.N.P. Palihena (Resingned w.e.f. 31.12.2024)	-	-	
Mr. S. Rajaratnam	-	-	
Mr. Amrit Rajaratnam	30	30	
Mr. Anushman Rajaratnam	-	-	
Mr. E.D.P. Soosaipillai (Appointed w.e.f. 10.02.2025)	-	-	
Mr. A. I Piyadigama (Appointed w.e.f. 10.02.2025)	-	-	

(*16 shares are held in personal capacity. Consequent to the Consolidation of Shares, in 2018 Fractional Shares aggregating 179 shares are held in trust).

Key Management Personnel Compensation

Key Management Personnel Compensation in respect of the Company for the financial year 2024/2025 is given in Note 10 to the Financial Statements on page 44.

Corporate Donations

No donations were made during the year.

Directorate

The names of the Directors who held office during the financial year are given below and are profiled on pages 3 and 4.

Mr. S.D.R. Arudpragasam - Chairman Non-Executive Mr. S. Shanmugalingam - Non-Executive

Mr. A.M. de S. Jayaratne - Independent Non-Executive

Mr. S.N.P. Palihena (Resigned on 31/12/2024)
- Independent Non-Executive (Resigned on 31/12/2024)

Mr. S. Rajaratnam - Non-Executive
Mr. Amrit Rajaratnam - Non-Executive
Mr. Anushman Rajaratnam - Non-Executive

Mr. E.D.P. Soosaipillai - Independent/ Non-Executive (Appointed on 10/2/2025)

Mr. A.I.Piyadigama - Independent/ Non-Executive (Appointed on 10/2/2025)

In terms of Articles 84 and 85 of the Articles of Association, Mr. Anushman Rajaratnam retires by rotation and being eligible, offers himself for re-election.

Mr.A.M.de S. Jayaratne and Mr. S.N.P. Palihena who served as Independent Non-Executive Directors on the Board of York Arcade Holdings PLC resigned as at the close of business on 31st December 2024.

In terms of Article 92 of the Articles of Association Mr. E. D. P. Soosaipillai and Mr. A. I. Piyadigama the Directors appointed during the year retire and offer themselves for re- election as Directors.

Mr. S.D.R. Arudpragasam who is over 70 years of age offers himself for reappointment under and by virtue of the Special Notice received from a shareholder of the Company which is referred to in the Notice of Meeting.

Mr. S. Shanmugalingam who has attained 70 years of age offers himself for reappointment under and by virtue of the Special Notice received from a shareholder of the Company which is referred to to in the Notice of Meeting.

Corporate Governance

The Corporate Governance Principles adhered to by the Company are given on pages 7 to 21.

Auditors

The Financial Statements of the Company for the year have been audited by Messrs. KPMG the retiring Auditors who have expressed their willingness to continue as Auditors of the Company and have been recommended for reappointment by the Board of Directors. A resolution to reappoint them and to authorise the Directors to determine their remuneration will be proposed at the Annual General Meeting.

Annual Report of the Board of Directors (*Contd.***)**

The Auditors, Messrs. KPMG were paid Rs. 400,000/- (2024 - Rs. 365,000/-) as audit fees by the Company. In addition they were paid Rs. 234,502/- (2024 - Rs.213,184/-) by the Company for non-audit related work, which consisted mainly of tax related work.

As far as the Directors are aware the Auditors do not have any relationship (other than that of an Auditor) with the Company. The Auditors do not have any interests in the Company.

Revenue

There was no revenue generated by the Company during the last consecutive years.

Results

The Company made a profit before Tax of Rs. 3 Mn. against a profit of Rs. 20.9 Mn. in the previous year.

Investments

Details of investments are listed in Note 13 to the Financial Statements.

Stated Capital & Reserves

The Stated Capital of the Company as at 31st March, 2025 is Rs.14.4 Mn. and is represented by 750,000 issued and fully paid ordinary shares.

Reserves

The total equity of the Company as at 31st March, 2025 amounts to Rs. 203.1 Mn., (31st March, 2024- Rs. 185.4 Mn) comprising General Reserve of Rs. 10 Mn. (31st March, 2024 - Rs. 10 Mn.), Retained Profits of Rs. 153.1 Mn. (31st March, 2024 - Rs. 151.4 Mn.) and Fair Value Reserve of Rs. 25.5 Mn. (31st March, 2024- Rs. 9.7 Mn.).

The movements are shown in the Statement of Changes in Equity in the Financial Statements.

Taxation

Taxation has been computed at the rates, given in Note 11 on pages 44 to 45 of the Financial Statements.

Share Information

Information relating to earnings, net assets, market value per share and share trading are given on pages 59 and 60.

Events After the Reporting Period

No circumstances have arisen since the Reporting Date that would require adjustments to or disclosures in the Financial Statements, other than those disclosed in Note 25 to the Financial Statement on page 52.

Capital Commitments and Contingent Liabilities

Capital Commitments and Contingent Liabilities as at the date of the Statement of Financial Position are disclosed in Note 24 to the Financial Statements on page 52.

Employment Policy

The Company does not employ any staff. All operational services are provided by Corporate Managers & Secretaries (Private) Limited.

Related Party Transactions

During the financial year there were no Non- Recurrent Related Party Transactions which exceeded the respective disclosure thresholds mentioned in Section 9 of the Colombo Stock Exchange Listing Rules.

Recurrent Related Party Transactions although exempt which exceeded the respective disclosure threshold are disclosed in Note 22.2 to the Financial Statements.

The Directors declare that the Company has complied with the requirements of the Listing Rules on Related Party Transactions.

The Related Party Transactions presented in the financial statements are disclosed in Note 22 on pages 50 to 51.

Shareholders

It is the Company's policy to endeavor to ensure equitable treatment to its shareholders.

Statutory Payments

The Directors, to the best of their knowledge and belief, are satisfied that all statutory payments due to the Government have been paid or where relevant, provided.

Environmental Protection

The Company's business activities can have direct and indirect effects on the environment. Therefore, it is the Company's policy to minimise any adverse effects its activities have on the environment and to promote co-operation and compliance with the relevant authorities and regulations. We confirm that the Company has not undertaken any activities which have caused or are detrimental to the environment.

Internal Control

The Board of Directors takes overall responsibility for the Company's system of internal controls and for reviewing its effectiveness. The system is designed to safeguard assets against unauthorized use or disposal and to ensure that proper records are maintained. It includes all controls including financial, operational and compliance controls and risk management.

However, any system can ensure only reasonable and not absolute assurance that errors and Irregularities are prevented or detected within a reasonable time frame.

The Board of Directors has ensured that the financial reporting system has been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes which have been carried out in accordance with Sri Lanka Accounting Standards and regulatory requirements.

Going Concern

The Board of Directors are satisfied that the Company has adequate resources to continue its operations in the foreseeable future to justify the going concern basis adopted in preparing these Financial Statements.

For and on behalf of the Board,

S. D. R. Arudpragasam

Chairman

Anushman Rajaratnam

Directo

By Order of the Board,

数17-

Corporate Managers & Secretaries (Private) LimitedSecretaries

Colombo 02nd June, 2025

Corporate Governance

Corporate Governance ensures fairness, transparency and integrity of the Management. Corporate Governance is the culture of the Company, rather than a mere legal compulsion. It further inspires and strengthens investor confidence and commitment to the Company.

The Company through its Board and Committees, endeavours to strike and deliver the highest governing standards for the benefit of its stakeholders. Values have been applicable at all levels in the organisation guaranteeing business transparency to its valuable stakeholders and corporate society. The Corporate Governance policies and practices ensure that there is compliance with relevant rules and regulations.

Board Composition

Presently the Board consists of seven Non- Executive Directors of whom two are Independent Non-Executive Directors. The Directors possess the necessary expertise in finance, corporate management, the hospitality trade and varied business and professional experience in order to direct, lead and control the Company's business activities successfully. This balanced composition enables each Director to contribute effectively to the Board's decision-making process, fostering a collaborative environment that supports the Company's long-term strategic objectives and sustainable value creation for shareholders and stakeholders.

The Details of the present Directors are given below.

Mr. S.D.R. Arudpragasam Mr. S. Shanmugalingam Mr. S. Rajaratnam Mr. Amrit Rajaratnam Mr. Anushman Rajaratnam Mr. E.D.P. Soosaipillai

Mr. A.I. Piyadigama

Position Held

- Chairman/ Non-Executive
- Non-Executive
- Non-Executive
- Non-Executive
- Non-Executive
- Independent Non-Executive -(Appointed w.e.f. 10/2/2025)
- Independent Non-Executive -(Appointed w.e.f. 10/2/2025)

The Independent Non-Executive Directors have submitted signed and dated Declarations of their Independence or Non-Independence to the Board of Directors.

The Board makes a determination annually as to the independence or non-independence of each Independent Non-Executive Director based on such declarations made on the defined criteria and other information available to the Board.

Despite Mr. A.M. de S. Jayaratne and Mr. S.N.P. Palihena being over seventy years of age, and these Independent Directors having served on the Board of the Listed Entity and on the Boards of some subsidiaries of The Colombo Fort Land & Building Group for a period exceeding nine years and Mr. A. M. de S. Jayaratne having served on certain other Companies where a majority of the Directors of the Listed Entity are Directors, the Board having considered the fact that the said Directors are independent of management and having taken into consideration all other circumstances listed in the Rules pertaining to the Criteria for Defining Independence was of the view that the said Directors were nevertheless Independent, and accordingly Mr. A.M. de S. Jayaratne and Mr. S.N.P. Palihena who were thus determined to be nevertheless independent served as Independent Non-Executive Directors until the close of business on 31st December 2024.

Consequent to the revision of the Colombo Stock Exchange (CSE) Listing Rules in relation to Independent Directors, Mr.A.M.de S. Jayaratne and Mr. S.N.P. Palihena who were over 70 years of age and served as Independent Non-Executive Directors on the Board of York Arcade Holdings PLC resigned with effect from the close of business on 31st December 2024.

Mr. E.D.P. Soosaipillai and Mr. A.I. Piyadigama who were appointed to the Board as Independent Non-Executive Directors meets the criteria for defining independence as set out in Listing Rule 9.8.3 of the Colombo Stock Exchange and were determined to be independent by the Board.

Nominations & Governance Committee and Appointments to the **Board**

There is a formal and transparent procedure for the appointment of new Directors to the Board, which is in accordance with the recommendations made by the Nominations & Governance Committee, in consultation with the Chairman and in compliance with the provisions of the Articles of Association of the Company, the Policies adopted by the Company and the Rules on Corporate Governance.

The Board as a whole annually assesses the Board-composition to ascertain whether the combined knowledge and experience of the Board matches the strategic demands facing the Company.

The findings of such assessments are taken into account when new Board appointments are considered and when incumbent Directors come up for re-election. Upon the appointment of a new Director to the Board, the Company makes the required disclosures of such Director to the shareholders by making announcements to the Colombo Stock Exchange.

The Nominations & Governance Committee Report is set out on page 28 to 30 of the Annual Report.

Re-election and Reappointment of Directors

In terms of the Articles of the Association any Director appointed by the Board holds office until the next Annual General Meeting at which he seeks re-election by the Shareholders.

The Articles of Association require one of the Directors in office to retire at each Annual General Meeting. The Director to retire in each year is who has been longest in office since his/her last election or appointment. The retiring Director is eligible for reelection by the Shareholders.

The Nominations & Governance Committee of the Company has duly recommended to the Board the re-election and reappointment of the Directors at the forthcoming Annual General Meeting and the Board of Directors have duly approved the said re-election and reappointment of the Directors. Further the Members have refrained from participating in decisions relating to his/her own re-election/reappointment.

Decision Making of the Board

All the Directors are responsible for proper direction of the Company and to ensure the success of the business from year to year. The Board is always equipped with the relevant information necessary for decision making.

The Board discusses matters relating to formulation and implementation of sound business strategies, ensuring an effective system to secure integrity of information, internal controls and risk management.

Board Responsibilities

- Formulation of short and long term strategies towards sustainable growth.
- Enhancing shareholder value.
- Identifying principal risks of the business.
- Overseeing systems of internal control.
- Approval of interim and annual financial statements.
- Ensuring compliance with laws and regulations.
- Authorizing all material contracts, and approving capital projects.
- Ensure compliance with Company policies.

The Directors have made themselves aware of applicable laws, rules and regulations and are aware of changes particularly to the Listing Rules and applicable Capital Market provisions.

Board Meetings

The Board of Directors met on six occasions during the year under review. In addition to Board meetings decisions are approved by Resolutions in writing.

The attendance at Board Meetings had been as follows:

Name of the Director	30.05.2024	15.08.2024	30.09.2024	12.11.2024	14.02.2025	28.03.2025	
Mr.S.D.R.Arudpragasam	1	1	1	1	1	1	6/6
Mr. S.Shanmugalingam	1	1	1	1	1	1	6/6
Mr. A.M.de S. Jayaratne (Resigned w.e.f. 31.12.2024)	1	1	1	1	-	-	4/4
Mr. S. Rajaratnam	1	1	1	1	1	1	6/6
Mr. Amrit Rajaratnam	-	-	1	1	1	1	4/6
Mr. Anushman Rajaratnam	1	1	1	1	1	1	6/6
Mr. S.N.P. Palihena (Resigned w.e.f. 31.12.2024)	1	1	1	1	ı	1	4/4
Mr. E.D.P.Soosaipillai (Appointed w.e.f. 10.02.2025)	_	-	-	-	1	1	2/2
Mr. A.I.Piyadigama (Appointed w.e.f. 10.02.2025)	_	_	-	-	1	1	2/2

Fit & Proper Assessment

The Company's fit and proper assessment for Directors is in line with the guidelines set out in the Listing Rules and include criteria on honesty, integrity and reputation, competence and capability and financial soundness. The Chairman and Directors satisfy the fit and proper assessment criteria stipulated in the Listing Rules of the CSE.

Company Secretary and Independent Professional Advice

The Company and all the Directors may seek advice from Corporate Managers & Secretaries (Private) Limited (CMSL) who are qualified to act as Secretaries as per the provisions of the Companies Act No. 07 of 2007. CMSL assists the Board in ensuring that Board procedures are followed and that relevant rules and regulations are complied with. The Board in discharging its duties seeks independent professional advice from external parties when necessary.

Chairman's Role

The Chairman is a Non-Executive Director and is responsible for steering the Board to preserve order and to facilitate the effective discharge of Board functions. He conducts Board proceedings in a manner which always ensures the following:

- The effective participation of Directors.
- Encourages an effective contribution from Directors within their respective capabilities, for the benefit of the Company.
- Ascertains the views of Directors on issues under consideration.

The Board is in complete control of the Company's affairs and is alert to its obligation to all shareholders and other stakeholders.

Financial Acumen

Presently the Board comprises of five Finance Professionals who possess the knowledge to offer the Board the necessary guidance on matters of finance.

Directors - Other Directorships

The details pertaining to the names of the companies (in Sri Lanka) in which the Directors serve as a Director or Key Management Personnel are presented on pages 19 to 21.

Compliance status with the Colombo Stock Exchange Listing Rules on Corporate Governance

The Company's compliance status with the Colombo Stock Exchange Listing Rules on Corporate Governance is disclosed on pages 10 to 18.

The company was not compliant in relation to the minimum number of Independent Non-executive Directors and the constitution of Board Subcommittees from 1st January 2025 to 9th February 2025. These non-compliances have been rectified with effect from 10th February 2025 with the appointment of Independent Non-executive Directors to the Board and the duly re-constituted Board Subcommittees in compliance with the requirements of the CSE Listing Rules. Due disclosures have been made to the CSE in connection with the aforesaid matters relating to non-compliance, and compliance requirements in relation to the appointment of Independent Directors and the reconstitution of the Board Subcommittees.

Relations with Shareholders

Constructive use of Annual General Meeting (AGM) and Conduct of General Meetings.

The Board makes use of the Annual General Meeting/General Meetings to communicate with shareholders and encourages their active participation. The Board considers the AGM/General Meetings as an opportunity to maintain an appropriate dialogue with shareholders and welcomes their suggestions. These meetings provide shareholders with the ability to engage with the Board and discuss matters concerning the Company.

The policy on Relations with Shareholders and Investors is available on the Company's website www.yorkarcadeholdings.com, where contact persons are also provided. Major issues and concerns of shareholders are communicated to all Directors by the Senior Management, Corporate Secretaries, Managers, and Registrars of the Company.

Major Transactions

There have been no transactions during the year under review which fall within the definition of "Major Transactions" under Section 185 of the Companies Act No. 07 of 2007.

Accountability And Audit, Financial Reporting and Going Concern

The Board undertakes the responsibility for the preparation and presentation of financial statements and ensures that they are prepared and presented in accordance with the Sri Lanka Accounting Standards adopted by The Institute of Chartered Accountants of Sri Lanka and the requirements of the Companies Act No. 07 of 2007.

The Board values the timely publication of annual and quarterly results and other price-sensitive information enabling shareholders to make effective economic decisions and strives to take all possible steps to comply with the statutory requirements and procedures laid down by the Colombo Stock Exchange and the Securities and Exchange Commission with regard to those publications.

The Annual Report of the Board of Directors presents a balanced and understandable assessment of the Company's financial position, performance and future prospects.

The Directors, after making necessary inquiries and reviews of the Company's financial performance, position, future cash flows and potential borrowing facilities, have a reasonable expectation that the Company has adequate resources to continue as "a going concern" in the foreseeable future. Further, the Directors do not intend either to liquidate or cease its operations and therefore, the "going concern assumption" adopted in the preparation of the financial statements is appropriate.

All statutory and material declarations are highlighted in the Annual Report of the Board of Directors.

Compliance with Legal Requirements

The Board is conscious of its responsibility to the shareholders, the Government and the Society in which it operates and is explicitly committed to upholding ethical behaviour in conducting its business. The Company obtains legal advice from appropriately qualified and experienced legal professionals on a timely basis.

Remuneration Committee

All members of the Board are Non-Executives to whom Directors fees are paid. Further, the Company does not employ a Chief Executive Officer or a Chief Financial Officer and all managerial and secretarial services are provided by Corporate Managers & Secretaries (Pvt) Limited to whom a fee is paid.

The Remuneration Committee Report is set out on page 25 of this report.

Audit Committee

The Report of the Audit Committee is set out on pages 23 and 24 of this Annual Report.

Related Party Transactions Review Committee

The Related Party Transactions are disclosed in Note 22 on pages 50 and 51.

The Report of the Related Party Transactions Review Committee appears on page 26 to 27.

Company Policies

York Arcade Holdings PLC has established a comprehensive suite of corporate policies that align with the Listing Rules of the Colombo Stock Exchange (CSE) and reflect the Company's commitment to ethical governance, transparency, and sustainable business practices. These policies encompass key areas such as:

- · Matters relating to the Board of Directors`
- Board Committees
- Corporate Governance, Nominations, and Re-election
- Remuneration
- Internal Code of Business Conduct and Ethics
- Risk Management and Internal Controls
- · Relations with Shareholders and Investors
- Environmental, Social, and Governance (ESG) Sustainability
- Control and Management of Company Assets and Shareholder Investments
- Corporate Disclosures
- Whistleblowing
- Anti-Bribery and Corruption

These policies are publicly accessible on the company's website at www.yorkarcadeholdings.com ensuring transparency and adherence to best practices in corporate governance.

Adherence to the Corporate Governance Rules of the Colombo Stock Exchange

Rule		Adherence
9.2	Policies	
9.2.1	Establish and maintain the following policies	
	 a) Matters relating to the Board of Directors b) Board Committees c) Corporate Governance, Nominations and Re-election d) Remuneration e) Internal Code of Business Conduct and Ethics for all Directors and employees, including policies on trading in the Entity's listed securities f) Risk management and Internal controls g) Relations with Shareholders and Investors h) Environmental, Social and Governance Sustainability i) Control and Management of Company Assets and Shareholder Investments j) Corporate Disclosures k) Whistleblowing l) Anti-Bribery and Corruption 	Complied
9.2.2.	Any waivers from compliance with the Internal code of business conduct and ethics or exemptions granted by the Listed Entity shall be fully disclosed in the Annual Report	Not Applicable
9.2.3.	Listed entities shall disclose in its Annual Report. (i) The list of policies that are in place in conformity rule 9.2.1. above with reference to its website. (ii) Details pertaining to any changes to policies adopted by the Listed Entites in compliance with Rule 9.2 above	Complied
9.2.4	Listed Entities shall make available all such policies to shareholders upon written request being made for any such Policy.	Will be made available when requests are received.
9.2.5	 i. If a Listed Entity fails to comply with Rule 9.2.1, the Exchange will issue a Notice of Show Cause, granting seven (7) Market Days to provide reasons for the non-compliance. ii. If no response is received within the given time or if the explanation is deemed insufficient, enforcement measures will follow as outlined below: a. A letter of warning will be issued by the Exchange. b. If the Entity fails to rectify the non-compliance within three (3) months from the date of the warning letter, a penalty of Rs. 250,000 will be imposed. iii. The Exchange will make a Market Announcement regarding the non-compliance, enforcement action, and penalty. The penalty must be settled within seven (7) Market Days from notification. Failure to do so will result in referral to the SEC under Section 65 of the SEC Act. 	Not Applicable
9.3	BOARD COMMITTEES	
9.3.1	Establishment of Committee	
	(a) Nominations and Governance Committee(b) Remuneration Committee(c) Audit Committee(d) Related Party Transactions Review Committee.	Complied Complied Complied Complied
9.3.2	N	Complied
9.3.3	The Chairperson of the Board of Directors of the Listed Entity shall not be the Chairperson of the Board Committees	Complied
9.4	ADHERENCE TO PRINCIPLES OF DEMOCRACY IN THE ADOPTION OF MEETING PROCEDURES OF ALL GENERAL MEETINGS WITH SHAREHOLDERS	S AND THE CONDUCT
9.4.1	Maintain records of all resolutions and the following information upon a resolution being considered at any General Meeting (a) The number of shares in respect of which proxy appointments have been validly made; (b) The number of votes in favour of the resolution; (c) The number of votes against the resolution; and (d) The number of shares in respect of which the vote was directed to be abstained.	Complied

Rule		Adherence
9.4.2.	Communication and relations with shareholders and investors	
	 a) Have a policy on effective communication and relations with shareholders and investors b) Disclose the contact person for such communication. c) Policy on relations with shareholders and investors shall include a process to make all Directors aware of major issues and concerns of shareholders d) When conducting of any shareholder meetings through virtual or hybrid means, compliance with the Guidelines issued by the Exchange 	Complied
9.5	POLICY ON MATTERS RELATING TO THE BOARD OF DIRECTORS	
9.5.1	Establish and maintain formal policy governing matters relating to the Board	
	 a) Composition and Board Balance (Executive and Non-Executive), Role and function of Chairman and CEO and Procedure for Appraisal of Board Performance and appraisal of CEO b) Where Role of Chairman and CEO are combined Appointment of SID-Establish Board Charter inclusive of functions and safeguards for SID c) Board diversity – experience, skills, competencies, age, gender, industry requirements d) Maximum number of Directors and rationale e) Frequency of Board meetings 	a) Complied
	 f) Mechanisms for ensuring that Directors are kept abreast of the Listing Rules and on-going compliance and/or non-compliance g) Specify the minimum number of meetings, in numbers and percentage, that a Director must attend, h) Requirements relating to trading in securities of the Listed Entity and its listed group Companies and disclosure of such requirements i) Specify the maximum number of directorships in Listed Entities that may be held by Directors. j) Participation at meeting of the Board and Board committees by audio visuals means and participation to be taken into account when deciding the quorum. 	(b) Not Applicable (c) -(j) Complied"
9.5.2	Confirm compliance of 9.5.1. in Annual Report – If non compliant provide explanations with reasons and proposed remedial action.	
9.6	CHAIRPERSON AND CEO	
9.6.1	Chairperson shall be a Non-Executive Director	Complied
	Chairperson and CEO shall not be held by the same individual, unless otherwise a SID is appointed	Not Applicable
9.6.2	Market Announcement in the event Chairperson is an Executive Director and / or the positions of Chairman and CEO are held by the same individual.	Not Applicable
9.6.3	The Requirement for a SID	
	 (a) Appoint of an Independent Director as the SID in the following instances: i. The positions of the Chairperson and CEO are held by the same individual. ii. The Chairperson is an Executive Director. iii. The Chairperson and CEO are Close Family Members or Related Parties (b)-(e) Responsibilities and duties of SID 	Not Applicable
9.6.4	Set out the rationale for appointment of SID in the Annual Report	Not Applicable
9.7	FITNESS OF DIRECTORS AND CEOS	
9.7.1	a) Listed Entities shall ensure that the Directors and CEO are at all times fit and proper persons as required in terms of these Rules.b) In evaluating fitness and propriety of the persons referred in these Rules. Listed Entities shall utilize the Fit and Proper Assessment Criteria set out in Rule 9.7.3 below.	Complied
9.7.2	Listed Entities shall ensure that the persons recommended by the Nominations and Governance Committee as Directors are fit and proper before such nominations are placed before Shareholders' meeting or appointments.	Complied
9.7.3	'Fit and Proper Assessment Criteria' set out in Rule 9.7.3 a) Honesty, Integrity and Reputation – (i)-(vii) b) Competence and Capability –(i)-(ii) c) Financial Soundness –(i)-(iii)	Complied
9.7.4	Declarations to be obtained from Directors and CEO on an annual basis confirming that each of them have continuously satisfied the Fit and Proper Assessment Criteria set out in the Rules during the financial year concerned and satisfies the said criteria as at the date of such confirmation.	Complied

Rule		Adherence
9.7.5	Disclosures in the Annual Report (a) Statement on Directors and CEO satisfying Fit and Proper Assessment Criteria (b) Any non-compliance/s and remedial action taken to rectify non compliance	Complied Not Applicable
9.8	BOARD COMPOSITION	
9.8.1	The Board of Directors of a Listed Entity shall, at a minimum, consist of five (05) Directors.	Complied
	Minimum Number of Independent Directors: (a) At least two (2) Independent Directors or such number equivalent to one third (1/3) of the total number of Directors at any given time, whichever is higher. (b) Any change occurring to this ratio shall be rectified within ninety (90) days from the date of the change.	Complied Non compliance status that prevailed and remedial action taken is disclosed in the Corporate Governance Report on page 8
9.8.3	Criteria for determining independence:	
	 A Director shall not be considered independent if he/she: (i) Has been employed by the Listed Entity during the period of three (3) years immediately preceding appointment as Director (ii) Currently has/had during the period of three (3) years immediately preceding appointment as a Director, a Material Business Relationship with the Listed Entity, whether directly or indirectly. (iii) Currently has/had during the preceding financial year a close Family Member who is a Director and/ or CEO in the Listed Entity. (iv) Has a Significant Shareholding in the Listed Entity. (v) Has a Significant Shareholding in the Listed Entity. (vi) Has a Significant Shareholding in the Listed Entity. (vi) Is employed in another Company or business; a) In which a majority of the other directors of the Listed Entity are employed or are directors; or b) In which a majority of the other directors of the Listed Entity have a Significant Shareholding or Material Business Relationship; or c) That has a Significant Shareholding in the Listed Entity or with which the Listed Entity has a Business Connection. (vii) Is a director of another Company; a) In which a majority of the other Directors of the Listed Entity are employed or are Directors; or b) That has a Business Connection in the Listed Entity or a Significant Shareholding. (viii) Has a Material Business Relationship or a Significant Shareholding in another company or business; a) In which a majority of the other Directors of the Listed Entity are employed or are Directors; and/or b) Which has a Business Connection with the Listed Entity or Significant Shareholding in the same; and/or c) Where the core line of business of such Company is in direct conflict with the line of business of the Listed Entity. (ix) Is above the age of seventy (70) years. Provided that a person above the age of sevent	Complied. However where independence was impaired declared to be nevertheless independent up to 31st December 2024.
9.8.5	The Board of Directors of Listed Entities shall require:	I
	(a) Each Independent Director to submit a signed and dated declaration annually	Complied
	(b) Make an annual determination as to the "independence" of Independent Director and set out the names of Directors determined to be 'independent' in the Annual Report.	Complied
	(c) If independence is impaired against any of the criteria set out in Rule 9.8.3, an immediate Market Announcement is required	Not applicable
9.8.6	Enforcement Actions for Non-Compliance with Rules 9.8.1 and 9.8.2 A. In the event a Listed Entity fails to comply with Rules 9.8.1 and/or 9.8.2 of these Rules B. Where a Listed Entity has failed to comply with Rules 9.8.1 or 9.8.2 and has not disclosed of such noncompliance to the Exchange or the market	Complied with Rule 9.8.1 and 9.8.2 9.8.6 A and B Not Applicable

Rule		Adherence
9.9	ALTERNATE DIRECTORS	
	 Compliance with the following requirements and such requirements shall also be incorporated into the Articles of Association Alternate Directors shall only be appointed in exceptional circumstances and for a maximum period of one (1) year from the date of appointment. If an Alternate Director is appointed for a Non-Executive Director such alternate should not be an executive Director. If an Alternate Director is appointed by an Independent Director, the person so appointed should meet the criteria of independence The Nominations and Governance Committee shall review and determine that the person nominated as the alternate would qualify as an Independent Director before such appointment is made. Immediate Market Announcement regarding the appointment of an Alternate Director Attendance of Alternate Director to be counted for the purpose of quorum at Board and Board Committee meetings. 	Complied
9.10.	DISCLOSURES RELATING TO DIRECTORS	T
9.10.1	Disclose its policy on the maximum number of directorships in Listed Entities Board members shall be permitted to hold as per Rule 9.5.1. Non compliance to be reported in the Annual Report (maximum number of Listed Company Directorships -25)	Complied
	Market announcement on appointment of new Director (i - iii)	Complied - New Appointments during 2024/2025 have been disclosed
9.10.3	Immediate Market Announcement regarding any changes to the composition of the Board Committees (i - ii)	Complied -Changes during 2024/2025 have been disclosed
9.10.4	Disclosure in Annual Report - Directors details	
	- Name, qualifications and brief profile	
	- Nature of his/her expertise in relevant functional areas	
	- Whether either the Director or Close Family Members has any material business relationships with other Directors	
	- Whether Executive, Non-Executive and/or independent Director	Complied
	 Total number and names of Companies in Sri Lanka in which the Director concerned serves as a Director and/or KMP stating whether listed or unlisted, whether functions as executive or non- executive (If the directorships are within the Group names need not be disclosed) 	
	- Number of Board meetings attended	
	- Names of Board Committees in which the Director serves as Chairperson or a member	
	- Attendance of committee meetings	2
	- TOR and powers of SID	Not Applicable
9.10.5	Non-Disclosure of Changes to Board and Committees A. Failure to disclose new appointments or changes to the Board of Directors B. Failure to disclose changes to the composition of Board Committees in terms of Rule 9.10.3 (ii)	Not Applicable
9.11	NOMINATIONS AND GOVERNANCE COMMITTEE	
	Establishment of Nominations and Governance Committee	
	Maintain a formal procedure for the appointment of new Directors and re-election of Directors to the Board through the Nominations and Governance Committee.	
-	Written terms of reference	
9.11.4	Composition	Complied
	 The members of the Nominations and Governance Committee shall; (a) Comprise of a minimum of three (03) Directors of the Listed Entity, out of which a minimum of two (02) members shall be Independent Directors. (b) Not comprise of Executive Directors of the Listed Entity (2) An Independent Director shall be appointed as the Chairperson (3) Identify Members in the Annual Report 	

Rule Adherence 9.11.5 Functions Evaluate the appointment of Directors to the Board of Directors and Board Committees (ii) Recommend (or not recommend) the re-appointment/ re-election of current Directors (iii) Establish and Maintain a formal and transparent procedure to evaluate, select and appoint/reappoint Directors (iv) Establish and maintain a set of criteria for selection of Directors (v) Establish and maintain a suitable process for the periodic evaluation of the performance of the Board of Directors and the CEO of the Entity to ensure that their responsibilities are satisfactorily (vi) Develop a succession plan for the Board of Directors and Key Management Personnel (vii) Review the structure, size and composition of the Board and Board Committees with regard to Complied effective discharge of duties and responsibilities (viji) Review and recommend the overall corporate governance framework of the Listed Entity taking into account the Listing Rules of the Exchange, other applicable regulatory requirements and industry/ international best practices. (ix) Periodically review and update the Corporate Governance Policies / Framework of the Entity in line with the regulatory and legal developments relating to same, as a best practice. (x) Receive reports from the Management on compliance with the corporate governance framework of the Entity including the Entity's compliance with provisions of the SEC Act, Listing Rules of the Exchange and other applicable laws, together with any deviations/non-compliances and the rational for same. 9.11.6 Disclosures in Annual Report Nomination & Governance Committee Report and contents to be incorporated -Sections (a)-(m) 9.12 **REMUNERATION COMMITTEE** 9.12.1 The term "remuneration" shall make reference to cash and all non-cash benefits whatsoever received 9.12.2 Establishment of Remuneration Committee 9.12.3 Establish and maintain a formal and transparent procedure for developing policy on Executive Directors' remuneration and for fixing the remuneration packages of individual Directors. No Director shall be involved in fixing his/her own remuneration. 9.12.4 Remuneration for Non-Executive Directors should be based on a policy which adopts the principle of non-discriminatory pay practices among them to ensure that their independence is not impaired. 9.12.5 Written terms of reference 9.12.6 Composition (1) The members of the Remuneration Committee shall; Refer Page 7 (a) Comprise of a minimum of three (03) Directors of the Listed Entity, out of which a minimum of of the Corporate two (02) members shall be Independent Directors. Governance (b) Not comprise of Executive Directors of the Listed Entity Report and the (2) Where both the parent company and the subsidiary are 'Listed Entities', the Remuneration Committee Remuneration of the parent company may be permitted to function as the Remuneration Committee of the subsidiary. Committee Report on Page 9 (3) An Independent Director shall be appointed as the Chairperson. 9.12.7 Functions (1) Recommend the remuneration payable to the Executive Directors and CEO of the Listed Entity and/or equivalent position thereof to the Board of the Listed Entity which will make the final determination upon consideration of such recommendations. (2) Engage any external Consultant or expertise that may be considered necessary to ascertain or assess the relevance of the remuneration levels applicable to Directors and CEO. 9.12.8 Disclosure in Annual Report a) Names of the Chairperson and members of the Remuneration Committee and the nature of

directorships held by such members (or persons in the parent Company's Remuneration Committee

in the case of a group Company);

(b) A statement regarding the remuneration policy; and,

(c) The aggregate remuneration of the Executive and Non-Executive Directors

Rule		Adherence
9.13	AUDIT COMMITTEE	Refer Audit Committee Report
9.13.1	Where Listed Entities do not maintain separate Committees to perform the Audit and Risk Functions, the Audit Committee of such Listed Entities shall additionally perform the Risk Functions	Complied
9.13.2	Written terms of reference	Complied
9.13.3	Composition	
	(1) The members of the Audit Committee shall;	
	(a) Comprise of a minimum of three (03) Directors of the Listed Entity, out of which a minimum of two (02) members shall be Independent Directors.(b) Not comprise of Executive Directors of the Listed Entity	Complied
	(2) Quorum - requires that the majority of those in attendance to be independent directors.	Complied
	(3) Compulsorily to meet on a quarterly basis prior to recommending the financials to be released to the market.	Complied
	(4) An Independent Director shall be appointed as the Chairperson of the Audit Committee by the Board of Directors.	Complied
	(5) Unless otherwise determined by the Audit Committee, the CEO and the Chief Financial Officer (CFO) of the Listed Entity shall attend the Audit Committee meetings by invitation. Provided however where the Listed Entity maintains a separate Risk Committee, the CEO shall attend the Risk Committee meetings by invitation.	Representatives of the Managers & Secretaries were in attendance by invitation.
	(6) The Chairperson of the Audit Committee shall be a Member of a recognized professional accounting body. Provided however, this Rule shall not be applicable in respect of Risk Committees where a Listed Entity maintains a separate Risk Committee and Audit Committee.	Complied
9.13.4	Functions Detailed in Rule (1) (i) –(xiii) and (2)	Complied
9.13.5	Disclosures in Annual Report	
	Audit Committee Report	
	 (a) Names of chairperson and members with nature of directorship (b) Status of risk management and internal control – Company and group (c) Statement on CEO and CFO assurance on operations and finances (d) Opinion on compliance with Financial reporting requirements, information requirements Listing Rules, Companies Act, SEC Act and any other requirements. (e) Availability of formal Audit Charter (f) Internal audit assurance and summary of the work internal audit function (g) Details demonstrating effective discharge of functions and duties (h) Statement on external auditors' assurance on their independence (i) Confirmation on determining auditor's independence 	Refer Audit Committee Report
9.14	RELATED PARTY TRANSACTIONS REVIEW COMMITTEE	Refer Related Party Transactions Review Committee Report
9.14.1	Establishment of Committee Listed Entities shall have a Related Party Transactions Review Committee that conforms to the requirements set out in Rule 9.14 of these Rules	Complied
9.14.2	Composition	
	(1) The Related Party Transactions Review Committee shall comprise of;	
	 Minimum three (03) Directors out of which a minimum of two (02) members shall be Independent Directors May comprise of Executive Directors An Independent Director shall be appointed as the Chairperson 	Complied

Rule		Adherence
9.14.3 Fu	nctions	
(1)	Committee shall be responsible for reviewing the Related Party Transactions	
(2)	Objective - ensure that the interests of shareholders as a whole are taken into account when entering into Related Party Transactions.	Complied
(3)	The objective and the economic and commercial substance of the Related Party Transactions should take precedence over the legal form and technicality.	Complica
(4)	Establish and maintain a clear policy, procedure and process in place for the identification, clarification and reporting the Related Party Transactions on an end-to-end basis across the Entity's operations	
9.14.4 Ge	eneral Requirements	
(1)	The Related Party Transactions Review Committee shall meet at least once a calender quarter. It shall ensure that the minutes of all meetings are properly documented and communicated to the Board of Directors.	
(2)	Should ensure having access to, enough knowledge or expertise to assess or aspects of proposed Related Party Transactions, and where necessary obtain appropriate professional and expert advice from appropriately qualified person when necessary.	Complied
(3)	Board of Directors to approve RPT when required by the committee	
(4)	If a Director has a material personal interest in a matter being considered at a Board Meeting to approve a Related Party Transaction as required in Rule 9.14.4(3), such Director shall not:	Not Applicable
	(a) Be present while the matter is being considered at the meeting; and,	
	(b) Vote on the matter.	
.14.5 Re	eview of Related Party Transactions by the Related Party Transactions Review Committee	Complied
a) b)	Listed Entities shall obtain shareholder approval by way of a Special Resolution for the following Related Party Transaction. Non-recurrent transaction i) Transactions exceeding one third (1/3) of the Total Assets as per the latest Audited Financial Statements ii) Transactions exceeding one third (1/3) of the Total Assets as per the latest Audited Financial Statements when aggregated with other non-recurrent transactions entered into with the same Related Party during the same financial year iii) Acquisition of substantial asset from, or disposal of a substantial asset to, any Related Party of the Entity or its associates Recurrent transaction (i) One third (1/3) of the gross revenue (or equivalent term for revenue in the Income Statement) and in the case of group entity consolidated group revenue of the Entity as per the latest Audited Financial Statements; or (ii) One third (1/3) of the gross revenue (or equivalent term for revenue in the Income Statement) and in the case of group entity consolidated group revenue of the Entity as per the latest Audited Financial Statements of the Entity, when aggregated with other recurrent transactions entered into with the same Related Party during the same Financial year; and; (iii) The transactions are not in the ordinary course of business and in the opinion of the Related Party Transactions Review Committee, are on terms favorable to the Related Party than those generally available to the public.	Not Applicable
	sclosures	
	Immediate Disclosures	
	Listed Entity shall make an immediate Market Announcement to the Exchange) Any non-recurrent Related Party Transaction with a value exceeding 10% of the Equity or 5% of the Total Assets whichever is lower, of the Entity as per the latest Audited Financial Statements; or	
(b)	Of the latest transaction, if the aggregate value of all non-recurrent Related Party Transactions entered into with the same Related Party during the same Financial year amounts to 10% of the Equity or 5% of the Total Assets whichever is lower, of the Entity as per the latest Audited Financial Statements. Subsequent non-recurrent transactions which exceed 5% of the Equity of the Entity, entered into with the same Related Party during the Financial year.	Not applicable

Rule	Adherence
9.14.8 Disclosures in the Annual Report	All Recurrent transactions although exempt which exceeded the disclosure threshold are given in Note 22.2.
9.14.9 Acquisition and Disposal of Assets From/to Related Parties	
 Shareholder approval is required by Special Resolution for the acquisition from or disposal of substantial assets to Related Companies. [Subject to exemptions as per Rule 9.14.9 (3)] 	
 Substantial value of the asset or the value of the consideration relating to such asset exceeds 1/3 of the Total Assets. 	
(3) Rule 9.14.9(1) does not apply to:	
 a) Transactions between the Listed entity and a wholly owned subsidiary. b) Transaction between wholly owned subsidiaries of the Listed Entity. c) Takeover offer made by the Listed Entity in accordance with Takeovers and Mergers Code 1995 (as amended). d) Any transaction entered into by the Listed Entity with a bank as principal, on arm's length terms and in the ordinary course of it's banking business. 	
 (4) a) The Related Party Transactions Review Committee should obtain competent independent advice from independent professional experts with regard to the value of the substantial assets of the Related Party Transaction under the consideration. b) Person who is in the same group of the Listed Entity or significant interest in or financial connection with the Listed Entity or the relevant Related Party shall not be eligible to give such advice. 	Not Applicable
(5) Independent advice obtained should be circulated with the notice of meeting to obtain the shareholder approval	
(6) The competent independent advice required in terms of Rule 9.14.9 (4) shall include:	
 a) Key assumptions, conditions or restrictions that impact the estimate value. b) The different valuation methodologies considered in valuing the subject asset/s and justification for adopting one or more of them in the valuation. c) Sources of information relied upon for the valuation. d) Identity of individuals participating in the valuation assignment and their qualifications. e) Confirmation of the independence of the parties participating in the advice. f) A statement as to whether the transaction is on usual commercial terms, in ordinary and usual course of business, fair and reasonable and in the interests of the Listed Entity and its shareholders. 	
9.14.10 Exempted Related Party Transactions	
 (a) Subject to Rule 9.14.8 (2), transactions with Related Parties which are recurrent, of revenue or trading nature and which is necessary for day-to-day operations of a Listed Entity or its subsidiaries and, in the opinion of the Related Party Transactions Review Committee, terms are not favorable to the Related Party than those generally available to the public. (b) The payment of dividend, issue of Securities by the Listed Entity by way of a capitalization of reserves, the exercise of Rights, options or warrants (subject to Rules contained in Section 5 and 7 of these Rules), sub-division of shares or consolidation of shares. (c) The grant of options, and the issue of Securities pursuant to the exercise of options, under an employee share option scheme/employees share purchase scheme (subject to Rule 5.6 of these Rules). (d) A transaction in marketable securities carried out in the open market where the counterparty's identity is unknown to the Listed Entity at the time of the transaction. (e) The provision or receipt of financial assistance or services, upon usual commercial terms and in the ordinary course of business, from a Company whose activities are regulated by any written law relating to licensed banks, Finance Companies or insurance Companies or are subject to supervision by the Central Bank of Sri Lanka or Insurance Board of Sri Lanka. (f) Directors' fees and remuneration, and employment remuneration 	Complied

Rule		Adherence
9.15	PENALTIES FOR NON-COMPLIANCE WITH BOARD COMMITTEE COMPOSITION REQUIREMENTS	Not Applicable
	 A. When a Listed Entity fails to comply with Rules 9.11.4(1), 9.11.4(2), 9.12.6, 9.13.3(1), 9.13.3(4), 9.13.3(6), or 9.14.2 B. Where a Listed Entity has failed to comply with Rules 9.11.4(1), 9.11.4(2), 9.12.6, 9.13.3(1), 9.13.3(4), 9.13.3(6) or 9.14.2 and has not disclosed of such non-compliance to the Exchange or the market: - If non-compliance is rectified: (a) - (b) - If non-compliance is not rectified: (c) - (e) 	The Company was non compliant with the composition of Board Subcommittees during the period 1/1/2025 to 9/2/2025 and due disclosures were made to the CSE. Such non compliances were rectified on 10/2/2025
9.17	ADDITIONAL DISCLOSURES BY BOARD OF DIRECTORS	
	 (i) Declared all material interests in contracts involving the entity and that they have refrained from voting on matters in which they were materially interested (ii) Conducted a review of the internal controls covering Financial, operational and compliance controls and risk management and obtained reasonable assurance of their effectiveness and successful adherence, and, if unable to make any of these declarations an explanation on why it is unable to do so; (iii) Made arrangement to make themselves aware of applicable laws, rules and regulations and are aware of changes particularly to Listing Rules and applicable capital market provisions; (iv) Disclosure of relevant areas of any material non-compliance with law or regulation and any fines, which are material, imposed by any government or regulatory authority in any jurisdiction where the Entity has operations. 	Complied Refer Annual Report of the Board of Directors and Corporate Governance Report
9.18	ENFORCEMENT PROCEDURE FOR NON-COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS	
	 a) Immediate Market Announcement on non compliance in the event of failure to comply with any of the requirements contained in Rules 9.3.1, 9.8.1, 9.8.2(a), 9.11.4(1),9.11.4(2), 9.12.6, 9.13.3(1),9.13.3(4),9.13.3(6) or 9.14.2 about such non-compliance within one (1) Market Day from the date of the non-compliance. Announcement shall be repeated on the first (1st) Market Day of each calendar month until the Entity becomes compliant with these Rules. b) The non-compliance must be rectified within three (03) months from the date of non-compliance. c) If not rectified within three months, the Entity's Securities shall be transferred to the Watch List immediately upon the expiration of the said period. d) While the Securities are on the Watch List, Directors, CEO, their Close Family Members, parent Entity, and entities where they hold 50% or more voting rights, cannot transact in the Entity's Securities without prior SEC approval. This restriction continues for three (03) months after resignation or until compliance is restored—whichever is earlier. e) Upon being placed on the Watch List, the Entity must make a Market Announcement including: -The remedial action proposed within six (06) monthsThe following statements: i) Any change in the plan will be announced within 1 Market Day after Board approval. ii) If the plan is not implemented within 6 months, trading will be suspended. iii) If suspension lasts more than 6 months, delisting will follow. f) At the first General Meeting following the transfer to the Watch List, shareholders must be informed of the non-compliance, remedial actions, and that continued failure will result in suspension and potential delisting. g) The outcome of the above General Meeting must be announced to the Market by the next Market Day, including any decisions made. h) The Exchange will also announce the enforcement action and any penalties imposed. l) In addition to actions under 9.18(c) and 9.18(i), the Ex	The Company was non compliant with the Board and Board Subcommittees composition during the period 1/1/2025 to 9/2/2025 and due disclosures were made to the CSE. Such non compliances were rectificed on 10/2/2025

DETAILS IN RESPECT OF DIRECTORS

The following table illustrates the total number of Board seats held by each Director of the Company.

Abbreviations:

С	-	Chairman	NE	-	Non-Executive Director	JMD	-	Joint Managing Director
DC	-	Deputy Chairman	INE	-	Independent Non-Executive Director	CEO	-	Chief Executive Officer
EC	-	Executive Chairman	GMD	-	Group Managing Director	D	-	Director
EX	-	Executive Director	MD	-	Managing Director	Alt	-	Alternate Director

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PUBLIC QUOTED COMPANIES		Mr. S.D.R. Arudpragasam		Mr. S. Shanmugalingam		Mr. A.M.de.S. Jayaratne (Resigned w.e.f. 31.12.2024)		Mr. S. Rajaratnam	M. S. N. D. Delibert	MI. S.N.F.Familiena (Resigned w.e.f. 31.12.2024)		Mr.Amrit Rajaratnam		Mr. Anushman Rajaratnam	Mr. Eugen Duliksha Pratharp	Soosaipillai (Appointed w.e.f. 10.02.2025)	Mr. Asoka Indrasiri	Piyadigama (Appointed w.e.f. 10.02.2025)
York Arcade Holdings PLC*	1	C/NE	1	NE	1	INE	√	NE	1	INE	/	NE	\	NE	✓	INE	1	INE
The Colombo Fort Land and Building PLC*	√	C/NE	-	-	1	NE	√	NE	-	-	/	NE	/	GMD/EX	-	-	-	-
C M Holdings PLC*	1	C/NE	-	-	1	INE	1	NE	-	-	1	NE (Appointed w.e.f. 31.12.2024)	/	NE	1	INE	1	INE
Lankem Ceylon PLC*	/	C/NE	-	-	-	-	-	-	-	-	-	-	/	EX	-	-	-	-
Lankem Developments PLC*	/	C/NE	-	-	1	INE	-	-	1	INE	-	-	/	NE	-	-	-	-
Kotagala Plantations PLC*	/	C/NE	-	-	/	INE	-	-	-	-	-	-	/	NE	-	-	-	-
Agarapatana Plantations PLC*	/	C/NE	-	-	/	INE	-	-	-	-	-	-	/	NE	-	-	-	-
E.B. Creasy & Company PLC*	/	C/MD/EX	-	-	/	INE	/	JMD/EX	/	INE	-	-	-	-	-	_	-	-
Muller & Phipps (Ceylon) PLC*	√	C/NE	-	-	-	-	√	NE	√	INE	-	_	-	_	-	_	-	-
Laxapana PLC*	√	C/NE	-	_	-	_	√	NE	√	INE	-	_	_	_	-	_	-	_
Beruwala Resorts PLC*	√	C/NE	-	_	-	_	√	NE	-	-	/	NE	/	NE	-		-	-
Marawila Resorts PLC*	√	C/NE	-	_	-	_	√	NE	-	-	✓	NE	✓	NE	-		-	-
Sigiriya Village Hotels PLC*	√	C/NE	-	_	-	_	√	NE	-	_	✓	NE	✓	NE	-		-	-
C W Mackie PLC*	√ ✓	NE	-	_	/	INE	√	NE	-	_	-	-	✓	NE	-	_	-	-
ACME Printing & Packaging PLC*	√	NE NE	-	_	-	-	-	-	-	_	-	_	✓	NE	-		/	INE
Colombo Fort Investments PLC*	√	C/NE	/	NE	/	INE	/	NE	-	_	/	NE	✓	NE	-		- V	-
Colombo Investment Trust PLC*	√	C/NE	√	NE	√ ✓	INE	√	NE	-	_	✓	NE	✓	NE	_	_	-	-
ACME Packaging Solutions (Private) Limited*	V ✓	D	-	-	- V	- IIVL	-	-	-	_	-	- INL	✓	D	-	_	-	-
Alliance Five (Private) Limited*	√	C	-	_	-	_	-	_	-	_	-	_	✓	D	-	_	-	-
American Lloyd Travels Limited*	√	D	/	D	\vdash		/	D	-	_	/	D	✓	D	-		-	-
Associated Farms (Private) Limited*	√	C	-	_	-		- V	-	_		-	_	-	-	-		-	-
BOT Hotel Services (Private) Limited*	√ ✓	C	-	_	/	D	/	D	_	_	/	D	_	_	-		-	-
C. F. Travels Limited*	-	-	-	_	V	-	√	D	_	_	✓	D	_	_	-		-	-
C. W. M. Hotels Holdings Limited	/	D	-	_	/	D	-	-	-	_	V	D	/	D	-		-	_
Candy Delights Limited*	v √	C/MD	-	_	√ ✓	D	/	JMD	_	_	_	_	-	-	_	_	-	_
Capital Finance Limited	-	- C/IVID	-	_	-	_ U	✓	D	_	_	_	_	_	_	_		-	
Capital Investments Limited*	/	D	/	D	-	_	-	-	-	_	-	_	_	_	-		-	-
Capital Investments Limited* Capital Leasing Company Limited*	✓ ✓	C	-	-	-		-	_	_	_	_	_	<i>-</i>	D	-		-	-
Century Equity Trust Limited	✓ ✓	D	-	_	-	_	-		_	_	_	_	-	- -	_		-	-
Ceyflex Rubber Limited*	<i>V</i>	C	-	_	-		/	D	_	_	_	_	_	_	-		-	-
Ceylon Tapes (Private) Limited*	✓ ✓	C	-	_	-		-	-	-	_	_	_	- ✓	D	-		-	-
Ceytape (Private) Limited*	v √	C	-	_	-	_	-	_		_	_	_	✓	D			-	-
City Investment Services (Private) Limited	V	-		 D	-	_	_	_	_	_	-	_	-	- -	_		-	_
Colombo Fort Group Services (Private) Limited*	-	 D	✓	- U	-	_	-	_	_	_	-	_			-		-	_
Colombo Fort Holdings Limited*	√	D	-	_	-	_	- /	D	_	_	-	-	-	D -	_		-	-
Colombo Fort Hotels Limited*	✓ ✓	С	-	_	 -	_	✓ ✓	D	-	_	_	 D	- /	_ D	-		-	-
Colombo Fort Properties (Private) Limited*	-		_	_ D	 -	_	-	- U	-	_	-	– –	✓ ✓	D	-		-	-
Colombo Fort Travels Limited*	- /	 D	-	- -	-	_		_ D	-	_		 D	-	- -	_		-	<u> </u>
Colombo Residencies (Private) Limited	✓ ✓	D	-	_	-	_	✓ -	– –	-	_	✓ -	- υ	_		_		-	-
Colonial Motors (Ceylon) Limited*	1	DC		-	-		-	_ D		_	Ē	_		_ D	-		-	-
	√ 		-	-	√		√		-	_	Ē	-	✓ -	- -	-		-	-
Company Holdings (Private) Limited	✓	D	-		1-	_	✓	D	-	_		_	_	_				-

PUBLIC QUOTED COMPANIES		Mr. S.D.R. Arudpragasam		Mr. S. Shanmugalingam		Mr. A.M.de.S. Jayaratne (Resigned w.e.f. 31.12.2024)		Mr. S. Rajaratnam	Mr S N D Delibone	Mr. S.N.P. Pallnena (Resigned w.e.f. 31.12.2024)		Mr.Amrit Rajaratnam		Mr. Anushman Rajaratnam	Mr. Eugen Duliksha Pratharp	Soosaipillai (Appointed w.e.f. 10.02.2025)	Mr. Asoka Indrasiri	Piyadigama (Appointed w.e.f. 10.02.2025)
Consolidated Commercial Investments (Private) Limited	-	-	-	-	-	-	/	D	-	-	1	D	1	D	-	-	-	-
Consolidated Holdings (Private) Limited	/	D	1	D	-	-	-	-	-	-	-	-	/	D	-	-	-	-
Consolidated Tea Plantaions Limited*	1	D	 -	-	1	D	-	-	-	-	 -	-	1	D	-	-	-	-
Consolidated Trust (Private) Limited	-	-	1	D/Alt	-	-	-	-	-	-	 -	-	-	-	-	-	-	-
Corporate Holdings (Private) Limited	-	-	1	D	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Corporate Strategic Services (Private) Limited	-	-	1	D	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Corporate Systems Limited*	1	С	† -	-	-	-	/	D	-	-	 -	-	-	-	-	-	-	-
Creasy Plantation Management Limited*	1	D	-	-	-	-			-	-	-	-	-	-	-	-	-	-
Darley Butler & Company Limited*	1	C/MD	 -	-	1	D	1	JMD	-	-	 -	-	-	-	-	-	-	-
E B Creasy Ceylon (Private) Limited*	1	С	 -	-	-	-	1	D	-	-	 -	-	-	-	-	-	-	-
E. B. Creasy Logistics Limited*	1	С	 -	-	-	-	1	D	-	-	 -	-	-	-	-	-	-	-
E.B. Creasy Trading Limited*	1	D	-	-	-	-	1	D	-	-	-	-	-	-	-	-	-	-
Far Eastern Exports (Colombo) Limited	1	D	-	-	-	-	-	-	-	-	1	D	/	D	-	-	-	-
Financial Trust Limited	-	-	<u> </u>	-	-	-	/	D	-	-	/	D	1	D	-	-	-	-
Fortland Finance Limited	1	С	-	-	-	-	1	D	-	-	-	-	-	-	-	-	-	-
Galle Fort Hotel (Private) Limited*	1	D	-	-	-	-	1	D	-	-	/	MD	/	D	-	-	-	-
Guardian Asset Management Limited*	1	D	1	D	-	-	1	D	-	-	+-	-	+-	-	-	-	-	-
Glenford Investments (Pvt) Ltd	 	-	1	D/Alt	-	-	-	-	-	_	+-	_	+-	_	-	-	-	_
Great Eastern Resorts Ltd	+-	_	-	-	-	-	/	D	-	_	/	D	/	D	-	_	-	_
Group Three Associate (Private) Limited*	1	C	+-	_	-	_	\ \ /	D	-	_	<u>'</u>	_	V	-	-	-	-	_
Horton Plains Resorts and Spa Limited	<u>'</u>	-	-	_	-	_	·	-	-	_	/	D	/	D	-	_	-	_
Imperial Hotels Limited*	/	C	-	_	-	-	/	D	-	_	✓ ✓	D	V /	D	-	-	-	_
J.F.Packaging Limited*	V /	C	-	_	_	_	-	- -	-	_	-	– U	V	D	-	_	-	_
JF Ventures Limited*	+-	C	-	_	-		+-	_	-	_	-	_	+-	D	-	_	-	_
Kiffs (Private) Limited*	✓ ✓	C	-	_	-	_	+-	_	-	_	-	_	√	D	-	_	-	_
	<u>'</u>	-	-	_	-	_	+-	_	-	_	-	D	<u>'</u>	- U	-	_	-	_
Lake Investments (Private) Limited	_		-	_	-	_	_		-	_	✓	υ -	-	_	-	_	-	_
Lanka Special Steel Limited*	V	C	-	_	-	_	√	D -	-	_	-	-		_ D	-	_	-	-
Lankem Agrochemicals Limited*	√												V	_	-		_	
Lankem Cargo Storage Limited*	V	D	-	-	-	-	-	-	-	-	-	-	V	D		-	-	-
Lankem Chemicals Limited*	V	C	-	-	-	-	-	-	-	-	-	-	V	D	-	-	-	-
Lankem Consumer Products Limited*	V	C	-	-	-	-	-	-	-	-	-	-	V	D	-	-	-	-
Lankem Exports (Private) Limited*	\ <u>\</u>	C	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	_
Lankem Minerals Limited*	V	D	-	-	-	-	-	-	-	-	ļ-	-	V	D	-	-	-	_
Lankem Paints Limited*	V	С	-	-	-	-	-	-	-	-	-	-	V	D	-	-	-	_
Lankem Plantation Services Limited*	V	D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Lankem Research Limited*	V	С	-	-	-	-	-	-	-	-	-	-	V	D	-	-	-	-
Lankem Tea & Rubber Plantations (Private) Limited*	V	С	-	-	1	D	-	-	-	-	-	-	V	D	-	-	-	-
Lankem Technology Services Limited*	V	С	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Maitland & Knox (Private) Limited	V	D	-	-	-	-	V	D	-	-	V	D	V	D	-	-	-	-
Mayfield Investments (Private) Limited	-	-	-	-	-	-	-	-	-	-	-	-	V	D	-	-	-	-
Motor Mart Ceylon (Private) Limited*	V	D	-	-	-	-	✓	D	-	-	-	-	V	D	-	-	-	-
Muller & Phipps (Health Care) Limited*	V	С	V	D	-	-	√	D	-	-	-	-	-	-	-	-	-	-
Nature's Link Limited*	✓	С	Ŀ	-	Ŀ	-			L-	-	-	-	-	-	-	-	-	_
Nutriklim (Ceylon) Limited*	/	D	-	-	-	-	✓	D	_	-	-	-	-	-	-	-	-	-
Oakley Investments (Private) Limited	1	D	-	-	-	-	1	D	-	-	1	D	1	D	-	-	-	-
Property and Investment Holdings (Private) Limited	1	D	-	-	-	-	1	D	-	-	1	D	/	D	-	-	-	-
Rubber & Allied Products (Colombo) Limited*	1	С	-	-	1	D	-	-	-	-	-	-	1	D	-	-	-	-
Sherwood Holidays Limited*	1	С	-	-	-	-	1	D	-	-	1	D	-	-	-	-	-	-
Sigiriya Resorts Limited	†-	-	†-	-	-	-	1	D	-	-	1	D	1	D	-	-	-	-
Sunagro Farms Limited*	1	С	 -	-	-	-	-	-	-	-	-	-	1	D	-	-	-	-
Sunagro Lifescience Limited*	1	C	-	_	-	-	-	_	-	_	 -	_	1	D	-	-	-	_

PUBLIC QUOTED COMPANIES		Mr. S.D.R. Arudpragasam		Mr. S. Shanmugalingam		Mr. A.M.de.S. Jayaratne (Resigned w.e.f. 31.12.2024)		Mr. S. Rajaratnam		(Resigned w.e.f. 31.12.2024)		Mr.Amrit Rajaratnam		Mr. Anushman Rajaratnam	Mr. Eugen Duliksha Pratharp		Mr. Asoka Indrasiri	-
Sunrise Resorts Limited	-	-	-	-	-	-	√	D	-	-	V	D	✓	D	-	-	-	-
Teacom (Private) Limited*	✓	С	-	-	-	-	-		-	-	√	D	✓	D	-	-	-	-
Transways (Private) Limited*	-	-	✓	D	-	-	✓	D	-	-	√	D	✓	D	-	-		-
Tropical Beach Resorts Limited	-	-	-	-	-	-	✓	D	-	-	✓	D	✓	D	-	-	-	-
Trust Holdings & Investments (Private) Limited	-	-	√	D/Alt	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Udaveriya Plantations Limited	✓	D	-	-	-	-	-	-	-	-	-	-	✓	D	-	-	-	-
Unicom Clearing and Forwarding (Private) Limited*	✓	С	-	-	-	-	-	-	-	-	✓	D	✓	D	-	-	-	-
Union Commodities (Private) Limited*	✓	С	-	-	V	D	-	-	-	-	V	D	✓	MD	-	-	-	-
Union Commodities Exports (Private) Limited*	✓	С	-	-	-	-	-	-	-	-	V	D	✓	D	-	-	-	-
Union Commodities Teas (Private) Limited*	✓	С	-	-	-	-	-	-	-	-	V	D	✓	D	-	-	-	-
Union Group (Private) Limited*	✓	D	-	-	-	-	-	-	-	-	-	-	✓	D	-	-	-	-
Union Investments (Private) Limited*	✓	D	✓	D	V	D	✓	D	-	-	-	-	✓	D	-	-	-	-
Union Travels Limited*	-	-	✓	D	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vanya Safaris (Private) Limited	-	-	-	-	-	-	-	-	-	-	✓	D	-	-	-	-	-	-
Villa Investments (Private) Limited	-	-	-	-	-	-	✓	D	-	-	-	-	-	-	-	-	-	-
Voyages Ceylan (Private) Limited*	-	-	-	-	-	-	✓	D	-	-	✓	D	✓	D	-	-	-	-
Waverly Power (Private) Limited*	✓	С	-	-	1	D	✓	D	-	-	✓	D	✓	D	-	-	-	-
Weligama Hills Limited	✓	D	-	-	-	-	-	-	-	-	-	-	✓	D	-	-	-	-
York Conventions (Private) Limited	-	-	-	-	-	-	✓	D	-	-	/	D	✓	D	-	-	-	-
York Hotel Management Services Limited*	✓	С	/	D	-	-	✓	D	-	-	/	MD	✓	D	-	-	-	-
York Tours Limited*	-	-	-	-	-	-	✓	D	-	-	/	D	✓	D	-	-	-	-
Finlays Colombo Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	V	INE	-	-
Sterling Steels (Private) Limited*	✓	D	-	-	-	-	✓	D	-	-	-	-	-	-	-	-	-	-
ACL Cables PLC	-	-	-	-	1	INE	-	-	-	-	-	-	-	-	-	-	-	-
Mireka Capital Land (Private) Limited	-	-	-	-	1	D	-	-	-	-	-	-	-	-	-	-	-	-
Kelani Valley Canneries Limited*	-	-	-	-	-	-	-	-	-	-	-	-	✓	D	-	-	-	-
Sunquick Lanka (Private) Limited*	-	-	-	-	-	-	-	-	-	-	-	-	√	D	-	-	-	-
Sunquick Lanka Properties (Private) Limited*	-	-	-	-	-	-	-	-	-	-	-	-	✓	D	-	-	-	-
Lanka Agro Plantations Limited	-	-	-	-	-	-	-	-	-	-	1	D	✓	D	-	-	-	-
Cambodian Rubber Plantations PTE Limited	-	-	-	-	-	-	-	-	-	-	1	D	✓	D	-	-	-	-
Consolidated Rubber Plantations PTE Limited	-	-	-	-	-	-	-	-	-	-	1	D	√	D	-	-	-	-
Gestetner of Ceylon PLC	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1	INE		
Overseas Realty (Ceylon) PLC	-	-	-	-	1	C/NE	-	-	-	-	-	-	-	-	-	-	-	-
Innovest Investments (Private) Limited	-	-	-	-	1	С	-	-	-	-	-	-	-	-	-	-	-	-

* Mr. A.M.de.S. Jayaratne resigned w.e.f. 31.12.2024 from C M Holdings PLC, York Arcade Holdings PLC, Lankem Developments PLC, Kotagala Plantations PLC, Agarapatana Plantations PLC, Muller & Phipps (Ceylon) PLC, Colombo Fort Investments PLC, Colombo Investment Trust PLC and resigned w.e.f. 30.12.2024 from C W Mackie PLC

Mr. A.M. de S. Jayaratne served as Independent Non-Executive Directors, until the close of business on 31st December 2024, continue to serve as Non-Executive Directors of The Colombo Fort Land and Building PLC effective 1st January 2025

Mr. A.M. De S. Jayaratne resigned from the Board of ACL Cables PLC on 31.12.2024.

- * Mr.S.Rajaratnam resigned w.e.f. 30.12.2024 from C W Mackie PLC
- * Mr. S.N.P.Palihena resigned from E.B. Creasy & Company PLC, Laxapana PLC, Lankem Developments PLC, Muller & Phipps (Ceylon) PLC, York Arcade Holdings PLC, Candy Delights Limited, Darley Butler & Company Limited and Muller & Phipps (Health Care) Limited
- * Mr. Asoka Indrasiri Piyadigama and Mr. Eugen Duliksha Pratharp Soosaipillai were appointed to the Board of C M Holdings PLC w.e.f. 10.02.2025.
- * Mr. Asoka Indrasiri Piadigama was appointed to the Board of ACME Printing & Packaging PLC w.e.f. 05.02.2025.
- * Mr.Anushman Rajaratnam was appointed as Managing Director for Union Commodities (Private) Limited on 16th May 2025.

Note: - The Companies with an "*" are subsidiaries or associates of The Colombo Fort Land and Building Group.

Risk Management Report

Risk management is an important function of York Arcade Holdings PLC. Our corporate strategies have enabled us to identify risk associated with our corporate objectives. It is important to identify risks that may prevent a business from realizing its potential and to manage them in order to minimize adverse as well as maximize positive outcomes.

Our risk management philosophy involves identifying, and taking steps to reduce and eliminate the exposure to losses faced by the Company. The practices of Company's risk management have developed many tools and techniques including round table discussion among our Directors.

Risk Factors Operational Risk

Operational risk relates to the effectiveness of our people, integrity of our internal systems and processes as well as external events that affect the operation of our businesses. It includes quality of the maintenance and ancillary services, business disruption, human resources and reputation.

Legal and Compliance

Legal and compliance risk relates to changes in the Government and regulatory environment, compliance requirements with policies and procedures, including those relating to financial reporting, environmental health and safety, and intellectual property risks. Government and regulatory risk is the risk that the Government or regulatory authorities will impose which will result in additional costs or cause changes to the business models or practices.

Financial

Financial risk relates to our ability to meet financial obligations and mitigate credit risk, liquidity risk and exposure to broad market risks, including interest rates and commodity prices. Liquidity risk is the risk of being unable to accommodate liability maturities, fund asset growth and meet contractual obligations through access to funding at reasonable market rates. Credit risk is the risk of financial losses arising from a customer or counterparty failing to meet its contractual obligations.

The Company faces a number of operational risks on an ongoing basis. Additional risks and uncertainties not presently known to management, or currently deemed to be less material may also have an adverse effect on the business which the Management endeavours to mitigate at all times.

Audit Committee Report

Focus of Audit Committee

The Audit Committee has the responsibility of assisting the Board in fulfilling its overall responsibility to the shareholders in relation to the integrity of the Company's financial reporting process in accordance with the Companies Act and other legislative reporting requirements including the adequacy of disclosures in the financial statements in accordance with the Sri Lanka Accounting Standards. The Terms of References of the Audit Committee defines the authority of the Committee and is periodically reviewed and revised with the concurrence of the Board.

Composition

The Audit Committee of the Parent Company, The Colombo Fort Land & Buildings PLC functioned as the Company's Audit Committee until 11th September, 2024 and Comprised of the following members:-

Mr. A.M. de S. Jayaratne – Chairman Independent Non-Executive

Mr. C P R Perera- Member – Independent/ Non-Executive

Mr. S.D.R. Arudpragasam – Member

In compliance with Corporate Governance Rules of the Colombo Stock Exchange, the Company constituted its independent Audit Committee on 12th September 2024, comprising the following members. The said committee was in force and validly constituted until the close of business on 31st December 2024.

Mr. A.M. de S. Jayaratne – Chairman Independent Non-Executive

Mr. S.N.P. Palihena – Independent/ Non-Executive

Mr. S. Shanmugalingam – Non-Executive

Consequent to the resignation of Mr. A.M. de S. Jayaratne and Mr. S.N.P. Palihena from the Board of Directors at the close of business on 31st December 2024 and the subsequent appointment of Mr. E.D.P. Soosaipillai and Mr. A.I. Piyadigama, Independent Non-Executive Directors on 10th February 2025, this Committee was reconstituted on 10th February 2025 and comprises of the following members:-

Mr. E.D.P. Soosaipillai – Chairman Independent Non-Executive Director

Mr. A.I. Piyadigama – Independent Non-Executive Director

Mr. S. Rajaratnam – Non-Executive Director

Non-compliance disclosures were made to the CSE on 8th January and 3rd February 2025 and the compliance disclosure was made to the CSE on 13th February 2025, following the appointment of the Independent Non-Executive Directors and the reconstitution of the Audit Committee.

The Chairman of the Committee, Mr. E.D.P. Soosaipillai, Independent Non-Executive Director, is a Fellow member of the Institute of Chartered Accountants of Sri Lanka. The Committee has extensive experience in financial oversight and audit, financial expertise and regulatory compliance in order to carry out their role efficiently and effectively. All three members are finance professionals. Brief profiles of the Audit Committee members are given on pages 3 to 4.

The Company's Secretaries, Corporate Managers & Secretaries (Private) Limited functions as the Secretaries to the Audit Committee.

Meetings And Attendance

The Audit Committee has met on 05 occasions during the financial year ended 31st March 2025 and the attendance was as follows:

Name of the Director	30.05.2024	15.08.2024	12.11.2024	14.02.2025	28.03.2025	
Mr. A.M.de S. Jayaratne (Resigned w.e.f. 31.12.2024)	1	1	1	-	-	3/3
Mr. S.D.R.Arudpragasam	1	1	-	-	-	2/2
Mr. C.P.R. Perera	1	1	-	-	-	2/2
Mr. S.N.P. Palihena (Resigned w.e.f. 31.12.2024)	-	-	1	-	-	1/1
Mr. S. Shanmugalingam	-	-	1	-	-	1/1
Mr. S. Rajaratnam	-	-	-	1	1	2/2
Mr. E.D.P.Soosaipillai (Appointed w.e.f. 10.02.2025)	-	-	-	1	1	2/2
Mr. A.I.Piyadigama (Appointed w.e.f. 10.02.2025)	-	-	-	1	1	2/2

Meetings of the Audit Committee were held in each calendar guarter of the financial year.

In addition to Meetings, matters referred to the Committee were reviewed and recommended in writing, to the Board for approval.

Other members of the Board, and representatives from Corporate Managers & Secretaries (Pvt) Limited, Managers & Secretaries are invited to attend meetings as and when required. The proceedings of the Audit Committee are regularly reported to the Board.

Audit Committee Report (Contd.)

Terms of Reference

The Committee is governed by specific terms of reference set out in the Audit Committee Charter. The Committee focuses on the following objectives in discharging its responsibilities taking into consideration the terms of reference together with the requirements of the Listing Rules of the Colombo Stock Exchange.

- a) Risk Management.
- b) Efficiency of the system of internal controls.
- c) Independence and objectivity of the External (Statutory) Auditors.
- d) Appropriateness of the principal accounting policies used.
- e) Financial Statement integrity.

Role of the Audit Committee

The Audit Committee principally performs an advisory role to the Board and its main objective is to assist the Board of Directors by advising the management in ensuring that the Company follows best practices of sound financial reporting and adhering to relevant accounting standards and principles, adequacy of internal controls and risk control measures, efficient management reporting systems and adherence to other statutory requirements. In fulfilling this role, the Audit Committee is empowered to examine the financial records of the Company and other communications as necessary in order to ensure that the Company adheres to accepted norms of ethical guidelines, rules and regulations.

The Audit Committee recommends to the Board the appointment or re-appointment of external Auditors ensuring independence and maintains a close professional relationship with them. The Committee also recommends to the Board the fees payable to external Auditors.

Activities during the year

Risk management, internal control and financial reporting

The committee obtained and reviewed the statements from management confirming that adequate internal control measures are in place and implemented in the Company, including but not limited to a statement of assurance from the Director of Corporate Managers & Secretaries (Private) Limited on the Company's operations and finances. A formal risk management framework will be developed in the next year and be subject to review and improvement over time.

The Audit Committee reviewed the financial reporting system adopted to prepare Financial Statements to ensure that the reliability of the process and consistency of the accounting policies and methods adopted are in compliance with financial reporting requirements, information requirements under the CSE Listing Rules, the Companies Act, the SEC Act, Sri Lanka Accounting Standards (SLFRS/LKAS) and other relevant financial reporting related regulations and requirements.

The Committee satisfied itself that adequate internal controls and procedures are in place to provide reasonable assurance that the Company's assets are safeguarded.

A formal Internal Audit charter is being compiled at present and arrangements to implement an Internal Audit function is in progress.

The Committee effectively discharged its apex function of reviewing and recommending the quarterly unaudited financials and the annual audited financials for approval of the Board.

External Audit

The Company has appointed KPMG Sri Lanka as its External Auditors and the services provided by them are segregated between audit/assurance services and other advisory services such as tax consultancy.

KPMG Sri Lanka has also issued a declaration as required by the Company's Act No. 07 of 2007 that they do not have any relationship or interest in any of the companies in the Group, which may have a bearing on the independence of their role as Auditors.

The Audit Committee has evaluated the auditor's independence and determined that they are in fact independent and objective in their role. No non-audit work was performed by them or affiliated parties in the year under review, other than tax advisory services. Audit Partner rotation is under review by the committee as is auditor rotation and appropriate recommendations will be made to the Board in the next year.

The Committee after evaluating the independence and performance of the External Auditors has recommended to the Board the reappointment of KPMG Sri Lanka for the financial year ending 31st March, 2026 subject to the approval of the Shareholders at the Annual General Meeting of the Company.

E.D.P. Soosaipillai

Chairman

02nd June, 2025

Report of the Remuneration Committee

The main function of the Remuneration Committee is to assist the Board in developing and administering an equitable and transparent method for setting policy on the overall human resources strategy of the Company and the remuneration of Executive Directors, if any and senior management of the Company. There is a Board approved non-discriminatory remuneration policy for all Non-Executive Directors to ensure that their Independence is not impaired.

Composition

The Remuneration Committee of the Parent Company, The Colombo Fort Land & Building PLC functioned as the Company's Remuneration Committee until 11th September 2024 and comprised of the following members:-

Mr. A.M. de S. Jayaratne – Chairman - Independent Non-Executive
Mr. C P R Perera – Member - Independent Non-Executive

Mr. S.D.R. Arudpragasam – Member

In compliance with Corporate Governance Rules of the Colombo Stock Exchange, the Company constituted its independent Remuneration Committee on 12th September 2024, comprising the following members. The said committee was in force and validly constituted until the close of business on 31st December 2024.

Mr. A.M. de S. Jayaratne – Chairman, Independent Non-Executive

Mr. S.N.P. Palihena – Independent Non-Executive

Mr. S. Shanmugalingam – Non-Executive

Consequent to the resignation of Mr. A.M. de S. Jayaratne and Mr. S.N.P. Palihena from the Board of Directors at the close of business on 31st December 2024 and the subsequent appointment of Mr. E.D.P. Soosaipillai and Mr. A.I. Piyadigama, Independent Non-Executive Directors on 10th February 2025, this Committee was reconstituted on 10th February 2025 and comprises the following members:

Mr. E.D.P. Soosaipillai – Chairman Independent Non-Executive Director

Mr. A.I. Piyadigama – Independent Non-Executive Director

Mr. S.D.R.Arudpragasam – Non-Executive Director

Non-compliance disclosures were made to the CSE on 8th January and 3rd February 2025 and the compliance disclosure was made to the CSE on 13th February 2025, following the appointment of the Independent Non-Executive Directors and the reconstitution of the Remuneration Committee.

Brief Profiles of the Members are given on pages 3 to 4 of the Annual Report

The Company's Secretaries, Corporate Managers & Secretaries (Private) Limited functions as the Secretaries to the Remuneration Committee. All managerial and secretarial services are provided by Corporate Managers & Secretaries (Private) Limited to whom a fee is paid.

Meetings And Attendance

The Remuneration Committee has met on 02 occasions during the financial year ended 31st March 2025 and the attendance was as follows during the year.

Name of the Director	30.05.2024	28.03.2025	
Mr. A. M. de S. Jayaratne (Resigned w.e.f. 31.12.2024)	1	-	1/1
Mr. C P R Perera	1	-	1/1
Mr. S.D.R.Arudpragasam	1	1	2/2
Mr. S.N.P. Palihena (Resigned w.e.f. 31.12.2024)	-	-	-
Mr. S. Shanmugalingam	-	-	-
Mr. E.D.P.Soosaipillai (Appointed w.e.f. 10.02.2025)	-	1	1/1
Mr. A.I.Piyadigama (Appointed w.e.f. 10.02.2025)	-	1	1/1

The committee met to recommend the Directors Fees and Managers & Secretaries fees for the year under review which was approved by the Board of Directors.

Other members of the Board and the Director and senior management personnel of Corporate Managers & Secretaries (Private) Limited are invited to attend meetings as and when required. The proceedings of the Remuneration Committee are reported to the Board.

The aggregate remuneration of the Non-Executive Directors and fees payable to Managers & Secretaries for the financial year ended 31st March 2025 was Rs 2,487,880/-.

E.D.P. Soosaipillai

Chairman

02nd June, 2025

Report of the Related Party Transactions Review Committee

The Related Party Transactions Review Committee (RPTRC) is entrusted with the responsibility of ensuring that the interest of the Shareholders are taken into consideration when entering into transactions with a Related Party.

Composition

The Related Party Transactions Review Committee of the Parent Company, The Colombo Fort Land and Building PLC functioned as the Company's Related Party Transactions Review Committee until 11th September 2024 and comprised of the following members:-

Mr. A.M. de S. Jayaratne – Chairman, Independent Non-Executive Mr. C.P.R. Perera – Member Independent Non-Executive

Mr. S.D.R. Arudpragasam – Member

In compliance with Corporate Governance Rules of the Colombo Stock Exchange, the Company constituted its Independent Related Party Transactions Review Committee on 12th September 2024, comprising the following members. The said committee was in force and validly constituted until the close of business on 31st December 2024.

Mr. A.M. de S. Jayaratne – Chairman, Independent Non-Executive

Mr. S.N.P. Palihena – Independent Non-Executive

Mr. S. Shanmugalingam - Non-Executive

Consequent to the resignation of Mr. A.M. de S. Jayaratne and Mr. S.N.P. Palihena from the Board of Directors at the close of business on 31st December 2024 and the subsequent appointment of Mr. E.D.P. Soosaipillai and Mr. A.I. Piyadigama, Independent Non-Executive Directors on 10th February 2025, this Committee was reconstituted on 10th February 2025 and comprises of the following members:

Mr. E.D.P. Soosaipillai – Chairman,Independent Non-Executive Director

Mr. A.I. Piyadigama – Independent Non-Executive Director

Mr. S. Rajaratnam – Non-Executive Director

Non-compliance disclosures were made to the CSE on 8th January and 3rd February 2025 and the compliance disclosure was made to the CSE on 13th February 2025, following the appointment of the Independent Non-Executive Directors and the reconstitution of the Related Party Transactions Review Committee.

The Committee has extensive experience in financial oversight, regulatory compliance and business acumen in order to carry out their role efficiently and effectively. All three members are finance professionals. Brief profiles of the Committee members are given on pages 3 to 4.

The Company's Secretaries, Corporate Managers & Secretaries (Private) Limited functions as the Secretaries to the Committee.

Moreover, the Director and senior management from Corporate Managers & Secretaries (Private) Limited, Managers & Secretaries and other Directors are invited to the meetings as and when required.

Meetings of the Committee

The Related Party Transactions Review Committee has met on 5 occasions in respect of York Arcade Holdings PLC during the financial year ended 31st March, 2025. A Meeting was held at the minimum in each calendar quarter during the financial year ended 31st March, 2025 and the attendance is as follows;

Name of the Director	30.05.2024	15.08.2024	12.11.2024	14.02.2025	28.03.2025	
Mr. A.M.de S. Jayaratne (Resigned w.e.f. 31.12.2024)	1	1	1	-	-	3/3
Mr.S.D.R.Arudpragasam	1	1	-	-	-	2/2
Mr. C.P.R. Perera	1	1	-	-	-	2/2
Mr. S.N.P. Palihena (Resigned w.e.f. 31.12.2024)	-	-	1	-	-	1/1
Mr. S. Shanmugalingam	-	-	1	-	-	1/1
Mr. S. Rajaratnam	-	-	-	1	1	2/2
Mr. E.D.P.Soosaipillai (Appointed w.e.f. 10.02.2025)	-	-	-	1	1	2/2
Mr. A.I.Piyadigama (Appointed w.e.f. 10.02.2025)	-	-	-	1	1	2/2

During the said period, the RPTRC has reviewed and recommended to the Board for approval, Related Party Transactions in a manner consistent with the Listing Rules in respect of York Arcade Holdings PLC and the activities and views of the Committee are communicated on a regular basis to the Board of Directors.

The Committee is free to seek external professional advice on matters within their purview when necessary.

Report of the Related Party Transactions Review Committee (*Contd.***)**

Policies, Procedures and Functions of the Committee.

The policies and procedures adopted by the Related Party Transactions Review Committee when reviewing and recommending transactions are consistent with Section 9.14 of the Listing Rules of the Colombo Stock Exchange.

The functions of the Committee are as follows,

- To identify the persons/entities considered to be Related Parties.
- Review all proposed Related Party Transactions. (Except for transactions which are exempt)
- Advise Management on Related Party Transactions and where necessary direct the transactions for Board approval/ Shareholder approval as deemed appropriate.
- Obtain updates on previously reviewed Related Party Transactions from Senior Management and approve any material changes.
- Establish guidelines for Senior Management to follow in ongoing dealings with Related Parties.
- Review and assess on an annual basis the transactions for Compliance against the Committee guidelines.
- Ensuring that immediate market disclosures and disclosures in the Annual Report are made as required by the applicable rules and regulations.

Conclusion

The Related Party Transactions Review Committee has reviewed the Related Party Transactions entered into during the financial year under review and has communicated its comments and observations to the Board of Directors.

The Board of Directors have also declared in the Annual Report of the Board of Directors that there were no non-recurrent related party transactions which exceeded the respective disclosure thresholds stated in Section 9.14 of the Colombo Stock Exchange Listing Rules. The Board further declares that recurrent related party transactions although exempt which exceeded the respective disclosure thresholds are disclosed in Note 22.2 to the Financial Statements.

The Company has complied with the requirements of Section 9.14 of the CSE Listing Rules on Related Party Transactions.

E.D.P. Soosaipillai

Chairman

02nd June, 2025

Report of the Nominations & Governance Committee

The Nomination & Governance Committee ensures that the governance framework of the company aligns with the requirements of the Colombo Stock Exchange (CSE), and the Securities and Exchange Commission of Sri Lanka (SEC)

The Committee supports the Board in fulfilling its statutory and fiduciary responsibilities relating to corporate governance and selection/ appointment of new Directors and re-election and re-appointment of current Directors to ensure the highest levels of Corporate Governance in the Company and among members of the Board of Directors.

There is a formal and transparent procedure for the appointment of new Directors to the Board, and the re-election and reappointment of current Directors which is in accordance with the recommendations made by the Nominations & Governance Committee, in consultation with the Chairman and in compliance with the provisions of the Articles of Association of the Company, the Policies adopted by the Company and the Rules on Corporate Governance.

The composition and the scope of work of the Committee are in line with the Terms of Reference of the Committee which will be periodically reviewed and revised with the concurrence of the Board.

Composition

The Nomination Committee of the Parent Company, The Colombo Fort Land & Building PLC functioned as the Company's Nomination Committee until 11th September 2024 and comprised of the following members:-

Mr. A.M. de S. Jayaratne – Chairman - Independent Non-Executive

Mr. C P R Perera- Member – Independent Non-Executive
Mr. S.D.R. Arudpragasam – Member - Non-Executive

In compliance with Corporate Governance Rules of the Colombo Stock Exchange, the Company constituted its Independent Nominations and Governance Committee on 12th September 2024, comprising the following members. The said committee was in force and validly constituted until the close of business on 31st December 2024.

Mr. A.M. de S. Jayaratne – Chairman, Independent Non-Executive

Mr. S.N.P. Palihena – Independent Non-Executive

Mr. S. Shanmugalingam – Non-Executive

Consequent to the resignation of Mr. A.M. de S. Jayaratne and Mr. S.N.P. Palihena from the Board of Directors at the close of business on 31st December 2024 and the subsequent appointment of Mr. E.D.P. Soosaipillai and Mr. A.I. Piyadigama, Independent Non-Executive Directors on 10th February 2025, this Committee was reconstituted on 10th February 2025 and comprises of the following members:-

Mr. E.D.P. Soosaipillai – Chairman, Independent Non-Executive Director

Mr. A.I. Piyadigama – Independent Non-Executive Director

Mr. S.D.R. Arudpragasam – Non-Executive Director

Brief profiles of the Members are given on pages 3 to 4 of the Annual Report.

Non-compliance disclosures were made to the CSE on 8th January and 3rd February 2025 and the compliance disclosure was made to the CSE on 13th February 2025, following the appointment of the Independent Non-Executive Directors and the reconstitution of the Nomination and Governance Committee.

MEETING ATTENDANCE

The Nominations and Governance Committee has met on 02 occasions during the financial year ended 31st March 2025 and the attendance was as follows:

Name of the Director	30.09.2024	28.03.2025
Mr. A.M.de S. Jayaratne (Resigned w.e.f. 31.12.2024)	1	-
Mr. S.N.P. Palihena (Resigned w.e.f. 31.12.2024)	1	-
Mr. S. Shanmugalingam	1	-
Mr.S.D.R.Arudpragasam	-	1
Mr. E.D.P.Soosaipillai (Appointed w.e.f. 10.02.2025)	-	1
Mr. A.I.Piyadigama (Appointed w.e.f. 10.02.2025)	-	1

Other members of the Board and senior management from Corporate Managers & Secretaries (Private) Limited, Managers & Secretaries, are invited to attend meetings as and when required. The proceedings of the Nominations and Governance Committee are reported to the Board.

Report of the Nominations & Governance Committee (*Contd.***)**

THE COMMITTEE

The Committee oversees the corporate governance structure of the organization, providing an overview of the principles, policies, and practices of the Board of Directors. This framework enables the company to meet the governance requirements of the Colombo Stock Exchange (CSE), and the Securities and Exchange Commission of Sri Lanka (SEC).

Furthermore, the Committee is responsible for reviewing and recommending improvements to the Company's governance policies and practices.

The Committee monitors the effectiveness of compliance with the relevant regulatory and legal requirements and makes recommendations to the Board on such matters and any corrective action to be taken, as the Committee may deem appropriate.

Whilst exercising the oversight with respect to the corporate governance by the Board of Directors, the Committee also considers and recommends succession arrangements from time to time for the retiring Directors, taking into account the additional/new expertise required. The Committee regularly reviewed the structure, size, composition including gender representation and competencies (including the skills, knowledge and experience) of the Board members and made recommendations to the Board with regard to any changes.

The fitness and propriety of the Directors were considered during the year as and when required to ensure compliance with requirements and Corporate Governance Rules of the CSE.

Performance evaluations of the Board were conducted in March 2025, reviewed of by the committee and discussed at Board meeting.

The policies have been documented and recommendations have been made to the Board of Directors by the committee when nominating Directors for re-election/re-appointment at the forthcoming Annual General Meeting.

The newly appointed Directors were briefed on the structure, processes and resources of the Company and the applicable corporate governance framework, applicable Listing Rules, securities market regulations and other applicable laws and regulations. Further an annual update was given to existing Directors on Corporate Governance, Listing Rules, securities market regulation and other applicable laws and regulations. Any major issues relating to the Company are communicated to the Independent Directors and special meetings of the Board are held when the need arises to address such matters.

Mr. S.N.P. Palihena, and Mr. A.M. de S. Jayaratne who were determined to be nevertheless independent, served as Independent Non-Executive Directors until the close of business on 31st December 2024. Mr. Soosaipillai and Mr. Piyadigama who were appointed to the Board on 10th February 2025 as Independent Non-Executive Directors meet the criteria for independence as set out in Listing Rule 9.8.3 of the Colombo Stock Exchange and were determined to be independent by the Board.

RE-APPOINTMENTS/RE-ELECTIONS

In terms of the Articles of the Association any Director appointed by the Board holds office until the next Annual General Meeting at which he seeks re-election by the Shareholders.

The Articles of Association require one of the Directors in office to retire at each Annual General Meeting. The Director to retire in each year is who has been longest in office since his last election or appointment. The retiring Director is eligible for re-election by the Shareholders.

Accordingly, respective members of the Committee whilst refraining from participating in recommending their own re-election or reappointment, in terms of the Articles of Association of the Company, recommended the re-election of Mr. Anushman Rajaratnam who retires by rotation and as well as the re-election of Mr. E. D. P. Soosaipillai and Mr. A. I. Piaydigama who were appointed to fill casual vacancies on the Board during the year, and to reappoint in terms of Section 211 of the Companies Act No. 7 of 2007 Mr. S. D.R. Arudpragasam who is over seventy years of age and Mr. S. Shanmugalingam who has attained seventy years of age as Directors at the forthcoming Annual General Meeting to be held on 30th June, 2025, based on their performance and the contribution made to achieve the objectives of the Board.

In view of the pivotal leadership role played by Mr. S.D.R. Arudpragasam, Chairman, his Management oversight skills, integrity, expertise, extensive experience and business acumen, the Committee has recommended to the shareholders to reappoint Mr. S.D.R. Arudpragasam who is over seventy years and who retires in terms of Section 210 of the Companies Act No. 7 of 2007.

The Directors coming up for re-election or reappointment do not have any close family relationship with the directors, the listed entity nor do they have any relationship with shareholders holding over 10% of shares, other than disclosed hereunder.

Report of the Nominations & Governance Committee (Contd.)

Information of Directors who are to be re-elected/re-appointed at the next AGM are as follows;

Board Member	Date first appointed Director	Date last re-appointment as a Director	Board Committees served on	Any relationships including close family relationships between the member and the directors of York Arcade Holdings PLC, the Company or its shareholders holding more than ten per-centum (10%) of the shares of York Arcade Holdings PLC (YAH)
Mr. S. D. R. Arudpragasam – Chairman (Non- Executive)	27/09/1999	19/09/2024	Nomination & Governance Committee, Remuneration Committee	Mr. S. D. R. Arudpragasam is a Director/ Shareholder of The Colombo Fort Land & Building PLC which hold 49% of equity in YAH as at 31.03.2025
Mr. Anushman Rajaratnam – Director (Non- Executive)	09/06/2022	09/06/2022	None	Mr. Anushman Rajaratnam is a Director/ Shareholder of The Colombo Fort Land & Building PLC which hold 49% of equity in YAH as at 31.03.2025
Mr. S. Shanmugalingam - Director (Non -Executive)	22.04.2003	25.08.2023	None	None
Mr. E.D.P. Soosaipillai – Director (Independent Non- Executive)	10/02/2025	-	Audit Committee, RPTC, Nomination & Governance Committee, Remuneration Committee	None
Mr. A.I. Piyadigama - Director (Independent Non-Executive)	10/02/2025	-	Audit Committee, RPTC, Nomination & Governance Committee, Remuneration Committee	None

The names, qualifications, principle commitments and other Directorships or Chairmanships of the aforesaid directors coming up for reelection or reappointment and of the rest of the Board members of York Arcade Holdings PLC are given in their profiles on pages 3 to 4 and under the caption "Details of Directors' other Directorships" appearing on pages 19 to 21.

The Corporate Governance requirements stipulated under the Listing Rules of the CSE have been met and where the Listed Entity failed to comply with any provisions of such Rules, a statement explaining the reason for such non- compliance and the remedial action taken for the rectification of such non-compliance has been made in this Annual Report. The Company's compliance status with the Colombo Stock Exchange Listing Rules on Corporate Governance is disclosed on pages 10 to 18.

E.D.P. Soosaipillai

Chairman 02nd June, 2025

Financial Statements

Independent Auditors' Report



KPMG (Chartered Accountants) 32A, Sir Mohamed Macan Markar Mawatha, P. 0. Box 186, Colombo 00300, Sri Lanka. Tel +94 - 11 542 6426 Fax +94 - 11 244 5872 +94 - 11 244 6058

Internet www.kpmg.com/lk

To the Shareholders of York Arcade Holdings PLC Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of York Arcade Holdings PLC ("the Company"), which comprise the statement of financial position as at 31 March 2025, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 March 2025, and of its financial performance and its 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 for professional Accountants 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment allowance on financial assets classified as amortised cost, Amounts due from Related Companies and Other Financial Assets

Risk Description

The Company measures loss allowance on financial assets measured at amortised cost, amounts due from related parties and other receivables using the expected credit loss ("ECL") model, which requires an ongoing measurement of credit risk associated with a financial asset. It is subject to a number of key parameters and assumptions, including the estimates of probability of default, loss given default and discount rate, adjustments for forward looking information and other adjustment factors. Management judgement is involved in the selection of those parameters and the application of the assumptions.

We identified the impairment allowance of financial assets classified as amortised cost, amounts due from related parties and other Financial Assets as a key audit matter because of the inherent uncertainty due to prevailing uncertain and volatile macro-economic environment and management judgement involved.

Our Response

Our audit procedures included;

- Assessing the reliability of the ECL model used by the Management and completeness and accuracy of data used for the key parameters in the expected credit loss model.
- Recalculating the amount of credit loss allowance to verify the calculation accuracy of the credit loss allowance.
- Evaluating the adequacy of disclosures made in the financial statements according to Sri Lanka Accounting Standards (SLFRS).

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W.W.J.C. Perera FCA G.A.U. Karunaratne FCA R.H. Rajan FCA A.M.R.P. Alehakoon ACA

Independent Auditors' Report (*Contd.***)**

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will 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 Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with Sri Lanka Accounting Standards, and for such internal control as 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, management is responsible for assessing the Company'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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's 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's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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 Company'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 Company 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.

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 regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged 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 2599.

KPMG

Colombo, Sri Lanka 03rd June, 2025

Statement of Comprehensive Income

For the year ended 31st March	Note	2025 Rs.	2024 Rs.
Revenue	-	-	
Gross Profit	-	-	
Other operating Income/(Expense)	-	-	
Administrative Expenses	-	(5,609,177)	(3,988,101)
(Reversal)/Impairment of Financial Assets	7	(2,704,548)	5,349,999
Other Income	8	125,675	442,379
Net finance income	9	11,181,234	19,150,533
Profit before Income Tax	10	2,993,184	20,954,810
Income Tax Expense	11	(1,208,950)	(4,967,466)
Profit for the Year		1,784,234	15,987,344
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss	-		
Quoted Equity investments at FVOCI - net changes in fair value		6,761,895	1,544,059
Unquoted Equity investments at FVOCI - net changes in fair value	-	13,020,000	408,880
Related Tax	19	(3,906,000)	(1,307,888)
		15,875,895	645,051
Total Comprehensive Income for the year		17,660,129	16,632,395
Earnings per Share	12	2.38	21.32

Notes on pages 38 to 57 form an integral part of these Financial Statements.

Figures in brackets indicate deductions.

Statement of Financial Position

As at 31st March		2025	2024	
	Note	Rs.	Rs.	
ASSETS				
Non-Current Assets				
Other Financial Assets - Non Current	13	46,266,758	27,774,945	
Deferred Tax Asset	19	881,291	418,624	
Total Non-Current Assets		47,148,049	28,193,569	
Current Assets				
Trade and Other Receivables	14	7,196,492	8,271,804	
Amounts due from Related Companies	15	113,237,523	110,361,363	
Other Finacial Assets - Current	16	49,410,413	45,937,538	
Cash and Cash Equivalents	17	1,844,488	6,522,946	
Total Current Assets		171,688,916	171,093,651	
TOTAL ASSETS		218,836,965	199,287,220	
EQUITY AND LIABILITIES				
Equity				
Stated Capital	18	14,400,000	14,400,000	
General Reserve		10,000,000	10,000,000	
Fair Value Reserve of Finacial Asset at FVOCI		25,558,081	9,682,186	
Retained Earnings		153,152,537	151,368,303	
Total Equity		203,110,618	185,450,489	
Non - Current Liabilities		-	-	
Deferred Tax Liabilities	19	5,806,500	1,900,500	
Total Non-Current Liabilities		5,806,500	1,900,500	
Current Liabilities				
Other Payables	20	2,209,652	1,050,630	
Income Tax Payable	21	7,630,970	10,302,775	
Bank overdraft	17	79,225	582,826	
Total Current Liabilities		9,919,847	11,936,231	
Total Liabilities		15,726,347	13,836,731	
TOTAL EQUITY AND LIABILITIES		218,836,965	199,287,220	

The Accounting Policies and Notes on Pages 38 to 57 an integral part of these Financial Statements.

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

M. V. M. Paulraj

Director

Corporate Managers & Secretaries (Private) Limited

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 of York Arcade Holdings PLC.

S.D.R. Arudpragasam

Chairman

Colombo 02nd June, 2025 Anushman Rajaratnam

Director

Statement of Changes in Equity

	Stated Capital	*General Reserve	**Fair Value Reserve	Retained Earnings	Total
	Rs.		Rs.	Rs.	Rs.
Balance as at 01st April 2023	14,400,000	10,000,000	9,037,135	135,380,959	168,818,094
Profit for the year				15,987,344	15,987,344
Other Comprehensive Income			645,051	-	645,051
Total Comprehensive income for the period	-	-	645,051	15,987,344	16,632,395
Balance as at 31st March 2024	14,400,000	10,000,000	9,682,186	151,368,303	185,450,489
Profit for the year				1,784,234	1,748,234
Other Comprehensive Income			15,875,895		19,715,395
Total Comprehensive income for the period			15,875,895	1,784,234	17,660,129
Balance as at 31st March 2025	14,400,000	10,000,000	25,558,081	153,152,537	203,110,618

^{*}The General Reserve

The Accounting Policies and Notes on pages 38 to 57 form an integral part of these Financial Statements.

(Figures in brackets indicate deductions.)

⁻ General Reserve is the reserve set a side for general purposes

^{**} The Fair value Reserve companies of

⁻ The cumulative net change in the fair value of equity securities designed at FVOCI

Statement of Cash Flows

CASH FLOW FROM OPERATING ACTIVITIES Profit before Income Tax Expense		2,993,184	20,954,809
Profit before Income Tax Expense		2,993,184	20,954,809
Adjustments for :			
Interest Income	9	(11,181,234)	(19,150,533)
Interest Expense			-
Impairment / (reversal of impairment) financial assets at amotised cost	7	2,704,548	(5,349,999)
Dividend Income	8	(125,675)	(442,379)
Profit before Working Capital Changes		(5,609,177)	(3,988,102)
Decrease in Trade and Other Receivables		1,136,492	1,336,585
Decrease / (Increase) in Amount due from Related Companies		124,742	(7,148,579)
Increase in Trade and Other Payables		1,159,022	115,230
Cash used in operating activities		(3,188,921)	(9,684,866)
Interest paid	<u>.</u>	-	
Income Tax paid	21	(4,343,422)	(8,173,006)
Net Cash Flow Generated from Operating Activities		(7,532,343)	(17,857,872)
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of Investments		(10,665)	-
Dividend Received		115,010	434,342
Upliftment/(Increase) in Fixed Deposit	•	(3,485,671)	17,092,272
Part Settlement of Loan from related parties	•	1,000,000	2,000,000
Interest Received		5,738,812	2,569,410
Net Cash Flows Generated from / (Used in) Investing Activities		3,357,486	22,096,024
Net Increase in Cash & Cash Equivalents		(4,174,857)	4,238,153
Cash & Cash Equivalents at the beginning of the year	17	5,940,120	1,701,967
Cash & Cash Equivalents at the end of the year	17	1,765,263	5,940,120

The Accounting Policies and notes on Pages 38 to 57 form an integral part of the Financial Statements.

(Figures in brackets indicate deduction)

Notes to the Financial Statements

1. REPORTING ENTITY

York Arcade Holdings PLC is a subsidiary of The Colombo Fort Land & Building PLC, and is a Quoted Public Company incorporated and domiciled in Sri Lanka and listed on the Colombo Stock Exchange. The Company's registered office is situated at No. 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1.

The principal activity of the Company is real estate development. There has been no change in the nature of this activity during the year.

The Company does not employ any staff. All services are provided by Corporate Managers & Secretaries (Private) Limited.

2 BASIS OF PREPARATION

2.1 Statement of Compliance

The Financial Statements of the Company which comprise of the Statement of Financial Position, Statements of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows together with the Accounting Policies and Notes to the Financial Statements, have been prepared in accordance with Sri Lanka Accounting Standards (SLFRS/LKAS) as issued by the Institute of Chartered Accountants of Sri Lanka (CA Sri Lanka)

2.2 Statement of Presentation

The Financial Statements of the Company have been presented in compliance with the requirements of the Companies Act No. 07 of 2007 and provided appropriate disclosures as required by the Listing Rules of the Colombo Stock Exchange.

The financial statements were authorized for issue by the Board of Directors on 02nd June, 2025.

2.3 Basis of Measurement

The Financial Statements have prepared on an accrual basis and under historical convention except for the following items in the Statement of Financial Position.

Financial assets classified at fair value through other comprehensive income that have been measured at fair value.

2.4 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. When measuring fair value of an asset or liability, the Company uses observable market data as far as possible. Fair Values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows,

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level

1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) If input used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Fair values have been determined for measurement and disclosure purposes based on the following methods. Where applicable further information about the assumptions made in determining fair value is disclosed in the notes specific to that asset or liability

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. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

3 FUNCTIONAL AND PRESENTATION CURRENCY

The Financial Statements are presented in Sri Lankan Rupees.

4 USE OF ESTIMATES AND JUDGMENTS

In preparing these financial statements, management has made judgements and estimates that affect the application of the Company's 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 estimates are recognised prospectively.

No significant judgements were made in applying accounting policies in these financial statements.

Assumptions and estimation uncertainties

Information about assumptions and uncertainties as at 31 March 2025 that have a significant risk of resulting in a material adjustments to the carrying amounts of assets and liabilities in the next financial year are included in the following notes.

- Note 5.10 recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised;
- Note 5.4 measurement of ECL allowance for financial assets classified as amortised cost: key assumptions in determining the weighted average loss rate.

5 MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been consistently applied to all periods presented in statements, except otherwise.

CHANGES IN MATERIAL ACCOUNTING POLICIES

5.1 Classification of Liabilities as Current or Non-current (Amendments to LKAS 1)

Amendments to LKAS 1 Presentation of Financial Statements is to help Companies provide useful accounting policy disclosures.

The key amendments to LKAS 1 include requiring companies to disclose their material accounting policies rather than their material accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements.

5.2 Foreign currency transactions

Transactions in foreign currencies are translated in to the respective functional currency of the Company, at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss and presented within finance costs.

5.3 Financial instruments

5.3.1 Recognition and initial measurement

Other receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provision of the instrument.

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 FVTPL, transaction costs that are directly attributable to its acquisition or issue.

5.3.2 Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI - debt investment; FVOCI - equity instrument; or FVTPL

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by investment basis.

Financial assets - Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management

The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy contractual focuses on earning interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated e.g. whether compensation is based on the fair value
 of the assets managed or the contractual cash flows
 collected; and

 the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets -Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features)

Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment

amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation

for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permit or requires prepayment at an annual amount that substantially represent the contractual par amount interest (which may reasonable additional for early termination) also include compensation is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets - Subsequent measurement and gains and losses.

Financial liabilities - classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL 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.

5.3.3 De-recognition Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial: asset expire, or it transfers the rights to receive the, contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does

The Company enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On de-recognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any noncash assets transferred or liabilities assumed)is recognised in profit or loss

5.3.4 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

5.4 Impairment

5.4.1 Non-derivative financial assets

The Company recognises loss allowances for ECLs on:

- financial assets measured at amortised cost:
- debt investments measured at FVOCI: and
- contract assets.

The Company measures loss allowance at an amount equal to lifetime ECLs, except for the following, which are measured at 12 - months ECLs:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition

Loss allowance for trade receivables and contract assets are always measured at an amount equals to life time

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

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligation to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than 180 days past due.

The Company considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

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

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 Company expects to receive)

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

Credit-impaired financial assets

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

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as default or being more that 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise:
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

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.

For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Non-financial assets

At each reporting date, the Company reviews the carrying amounts of its nonfinancial assets (other than investment property) to determine whether there is any indication of impairment. If any such indicator exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds it recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have determined, net of depreciation or amortisation, if no impairment loss had been recognised.

5.5 Provisions

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

Provisions are reviewed at each statement of financial position date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

5.6 Revenue recognition

Revenue is recognised that it is probable that to the extent the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes.

5.6.1 Dividends

Dividend income is recognized when the shareholders' right to receive the payment is established.

5.7 Others

Other income is recognised on an accrual basis. Gains and losses on the disposal of Property, Plant and Equipment have been accounted for in statement of Profit or Loss.

5.8 Expenditure

All expenditure incurred in running the business and in maintaining the Property, Plant and Equipment and Investment Property in a state of efficiency has been charged to Statement of Profit or Loss in arriving at the profit/(loss) for the year. Expenditure incurred for the purpose of acquiring and 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.

5.9 Finance income and finance costs

The Company finance income and finance costs include:

- Interest income
- Interest expenses
- Dividend income
- The net gain or loss on the disposal of investments in debt securities measured at FVOCI
- Impairment losses (and reversals) on investments in debt securities carried at amortised cost or FVOCI:

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate exactly discounts estimated future cash payments or receipts through the expected life of the financial instruments to:

- The gross carrying amount of the financial assets; or
- The amortised cost of the financial liability.

In calculating interest income and expenses, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit impaired) or to the amortised cost of the liability. However, for financial assets that have become credit - impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised, cost of the financial asset. If the asset is no longer creditimpaired, then the calculation of interest income reverts to the gross basis.

5.10 Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in OCI.

The Company has determined that interest & 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; Provision, Contingent Liabilities and Contingent Assets.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of tax payable and receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantially enacted at the reporting date.

Current tax assets and liabilities are offset only if certain criteria are met.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits, and deductible temporary differences to the extent that it is probable that future taxable profit will be available against which can be used. Future taxable profits are determined based on the relevant taxable temporary differences. If the amount of taxable temporary difference is insufficient to recognise the deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will realised; such deductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date Deferred tax assets and liabilities are offset only if certain criteria are met.

5.11 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with maturities of three months or less from the acquisition date that are subject to an insignificant risk of changes in their fair value, and are used by the Company in the management of its short-term commitments.

5.12 Stated capital

Stated capital consists solely of ordinary share capital. Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown as a deduction, net of tax, in equity from the proceeds

5.13 Statement of cash flows

The Statement of Cash Flows has been prepared using the 'Indirect method'. Interest paid are classified as operating cash flows, interest and dividends received are classified as investing cash flows for the purpose of presentation of the Statement of Cash Flow.

5.14 Related Party Transactions

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

5.15 Events Occurring After Reporting Period

All material post Balance Sheet events have been considered and where appropriate adjustments to or disclosures have been made in the respective notes statements.

5.16 Earnings per Share

The Company presents basic earnings per share (EPS) for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

5.17 Capital Commitments and Contingencies

Contingencies are possible - Assets or obligations that arise from assets a past event and would be confirmed only on the occurrence or non-occurrence of uncertain future events, which are beyond the Company's control. All material capital commitments and contingencies of the Company are disclosed in the Notes to the financial statements'.

6. STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards and amendments to standards and amendments are effective for annual periods beginning after the current financial year and earlier application is permitted; however, the Company has not early adopted them in preparing these financial statements.

6.1 New and amended standards and interpretations

Several other amendments apply from April 01, 2024, but do not have an impact on the Financial Statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

- 1. SLFRS S1 (General Requirements for Disclosure of Sustainability-related Financial Information).
- 2. SLFRS S2 (Climate-related Disclosures).

	year ended 31st March	2025 Rs.	2024 Rs
	REVERSAL /(IMPAIRMENT) IMPAIRMENT OF FINANCIAL ASSETS MEASURED AT		
[Debt securities	(1,300,747)	3,786,334
F	Fixed deposits	14,570	205,186
F	Amounts due from related parties	(1,418,371)	1,358,479
		(2,704,548)	5,349,999
(OTHER INCOME		
[Dividend Income	125,675	442,379
		125,675	442,379
1	NET FINANCE INCOME		
	nterest income under the effective interest method on:		
F	Fixed deposits	3,893,408	8,135,816
•	Savings deposits	126,801	129,264
	Corporate debt securities - at amortised cost (corporate debentures)	749,228	750,772
	nterest Income on loans to non - related Companies	642,008	1,219,549
	nterest Income on loans to related Companies measured at amortised cost	5,769,789	8,915,132
	·	11,181,234	19,150,533
	PROFIT BEFORE TAX		
	Profit before taxation is stared after charging all expenses including the following: Directors' Fees		
г	Directors Fees		400 000
	Audit Committee Face	671,250	420,000
<i></i>	Audit Committee Fees	223,873	90,000
F	Remuneration & Nomination Committee Fees	223,873 380,123	
F	Remuneration & Nomination Committee Fees Related Party Review Committee fees	223,873	90,000
F	Remuneration & Nomination Committee Fees Related Party Review Committee fees Auditors' Remuneration	223,873 380,123 156,250	90,000
F	Remuneration & Nomination Committee Fees Related Party Review Committee fees	223,873 380,123 156,250 400,000	90,000 90,000 - 365,000
F	Remuneration & Nomination Committee Fees Related Party Review Committee fees Auditors' Remuneration - Statutory Audit	223,873 380,123 156,250	90,000 90,000 -
F	Remuneration & Nomination Committee Fees Related Party Review Committee fees Auditors' Remuneration - Statutory Audit - Non-Audit Related Services	223,873 380,123 156,250 400,000	90,000 90,000 - 365,000
F F A	Remuneration & Nomination Committee Fees Related Party Review Committee fees Auditors' Remuneration - Statutory Audit - Non-Audit Related Services INCOME TAX EXPENSE Current Tax Expense	223,873 380,123 156,250 400,000 234,502	90,000 90,000 - 365,000 213,184
F F A	Remuneration & Nomination Committee Fees Related Party Review Committee fees Auditors' Remuneration - Statutory Audit - Non-Audit Related Services	223,873 380,123 156,250 400,000 234,502	90,000 90,000 - 365,000 213,184 4,548,730
# F F F F F F F F F F F F F F F F F F F	Remuneration & Nomination Committee Fees Related Party Review Committee fees Auditors' Remuneration - Statutory Audit - Non-Audit Related Services INCOME TAX EXPENSE Current Tax Expense Taxation on Profit for the Year (Note 11.1)	223,873 380,123 156,250 400,000 234,502	90,000 90,000 - 365,000 213,184
F F F F F F F F F F F F F F F F F F F	Remuneration & Nomination Committee Fees Related Party Review Committee fees Auditors' Remuneration - Statutory Audit - Non-Audit Related Services INCOME TAX EXPENSE Current Tax Expense Taxation on Profit for the Year (Note 11.1) Deferred Tax Expense	223,873 380,123 156,250 400,000 234,502 1,671,617 1,671,617	90,000 90,000 - 365,000 213,184 4,548,730 4,548,730
F F F F F F F F F F F F F F F F F F F	Remuneration & Nomination Committee Fees Related Party Review Committee fees Auditors' Remuneration - Statutory Audit - Non-Audit Related Services INCOME TAX EXPENSE Current Tax Expense Taxation on Profit for the Year (Note 11.1)	223,873 380,123 156,250 400,000 234,502	90,000 90,000 - 365,000 213,184 4,548,730

or the	e year ended 31st March	2025 Rs.	2024 Rs.
l .1	Current Tax Expense		
	Reconciliation between Accounting Profit and Taxable Income		
	Profit before Tax	2,993,184	20,954,811
	Profits and Income Exempt from Income Tax	(1,636)	(362,080)
	Profits and Income Excluded from Income Tax	(124,038)	(80,298)
	Impairment/(Reversal) of Impairment	2,704,548	(5,349,999)
	Taxable Profit	5,572,058	15,162,434
	Assessable Income from Business	-	-
	Investment Income labile to tax	5,572,058	15,162,434
		5,572,058	15,162,434
	Income Tax expense for the year is made up as follows;		
	Income tax @ 30%	1,671,617	4,548,730
-	Tax on income for the year	1,671,617	4,548,730

In accordance with the provision of the Inland Revenue Act No 24 of 2017 and Inland Revenue (Amended Act No. 10 of 2021) the Company is liable to Income tax at 30%. (2024-30%) and Dividend Income received from a resident Company is subject to a final withholding payment of 15% which is considered as a final tax.

12 EARNINGS/ DIVDEND PER SHARE

12.1 Earnings Per Share

The Calculation of Earnings per Ordinary Share is based on profit attributable to Ordinary Shareholders and weighted average number of ordinary shares in issue during the year and is calculated as follows:

For the year ended 31st March	2025 Rs.	2024 Rs.
Profit attributable to Ordinary Shareholders (Rs.)	1,784,234	15,987,344
Weighted Average Number of Ordinary Shares (Note 12.1.1)	750,000	750,000
Earnings per Share (Rs.)	2.38	21.32

12.1.1 Weighted Average Number of Ordinary Shares

Number of shares in issue as at 1st April	750,000	750,000
Weighted Average Number of Ordinary Shares at the end of the Year	750,000	750,000

12.2 There were no potentially dilutive shares in issue at any time during the year.

13 FINACIAL ASSETS - NON CURRENT

The Company designated the investments shown below as equity securities at FVOCI since these equity securities represents investments that the Company intend to hold for the long term strategic purposes.

	As at 31st March		Notes	2025 Rs.	2024 Rs
	Non-current investments				
	Corporate debt securities - at amortised cost		Note 13.1	8,259,483	9,560,230
	Equity securities - at FVOCI		Note 13.2	38,007,275	18,214,715
				46,266,758	27,774,945
		No. of 1 2025	Debentures 2024	2025	2024
13.1	Investment carried at amortised cost			Rs.	Rs.
	Kotagala Plantations PLC	100,000	100,000	10,201,563	10,201,563
	Provision for Expected Credit Loss	-		(1,942,080)	(641,333)
		-		8,259,483	9,560,230

13.1.1 The Company has subscribed to Rated Secured Debentures of Kotagala Plantations PLC at Rs. 100/- each having the the following terms:

As at 31st March	No. of Debentures	Term of Debentures	Interest Rates	Date of Maturity
Type C (Restructured)	50,000	6 Years	7.50%	31st August, 2026
Type D (Restructured)	50,000	6 Years	7.50%	31st August, 2026

^{*}The rated Secured Redeemable Debentures Type C and D issued by Kotagala Plantations PLC in terms of the Trust deed dated 5th May, 2014 was restructured with the requisite consent of the Debenture Holders of Kotagala Plantations PLC at a meeting convinced by the Trustees on 17th September, 2020.

13.1.2 Provison for Expected Credit Loss on debt securities at amortised cost

	2025	2024
	Rs.	Rs.
Opening Balance	(641,333)	(4,427,667)
Provision for the Expected Credit Loss	(1,300,747)	3,786,334
	(1,942,080)	(641,333)

13.2 Equity Securities - at FVOCI

	As at 31.03.2025		5	As	at 31.03.2024	
	No. of Shares	Cost Rs.	Market Value Rs.	No. of Shares	Cost Rs.	Market Value Rs.
RELATED COMPANIES	•	•		•	•	
C M Holdings PLC	71,707	1,377,731	11,831,655	71,707	1,377,731	5,765,243
OTHERS						
Maskeliya Plantations PLC	800	12,000	63,120	800	12,000	25,600
Watawala Plantations PLC	25,290	10,290	708,120	5,058	10,290	448,645
Balangoda Plantations PLC	200	2,000	13,500	200	2,000	10,020
Kahawatte Plantations PLC	165	1,975	3,763	165	1,975	2,723
Nations Trust Bank PLC	3,912	103,176	743,280	3,857	103,176	414,628
Hatton Plantation PLC	6,000	45,720	166,200	6,000	45,720	154,200
RIL Properties PLC	6,666	53,328	100,657	6,666	53,328	41,996
Sierra Cables PLC	1,400	4,200	21,980	1,400	4,200	16,660
		1,610,420	13,652,275		1,610,420	6,879,715

13.2 Equity Securities - at FVOCI (Contd.)

UNQUATED SHARES	No. of Shares	Cost Rs.	Value Rs.	No. of Shares	Cost Rs.	Value Rs.
Imperial Hotels Ltd	500,000	5,000,000	24,355,000	500,000	5,000,000	11,335,000
		5,000,000	24,355,000	500,000	5,000,000	11,335,000
		43,492,275	38,007,275		6,610,420	18,214,715

No strategic investments were disposed during 2024, and there were no transfers of any cumulative gain or loss in the equity relating to these investments.

Equity securities - The Company valued the unquoted equity securities based on the net assets of the investee.

Imperial Hotel Ltd's shares were valued as a Net Asset price of Rs. 48.71 (2024: Rs. 22.67) per share as at the reporting date.

14 TRADE AND OTHER RECEIVABLE

	2025	2024
	Rs.	Rs.
Deposits and Prepayments	123,750	136,154
Corporate Managers and Secretaries (Pvt) Ltd	6,493,586	7,757,756
Other Receivables	579,156	377,894
	7,196,492	8,271,804

14.1 The Company granted a loan of Rs. 7.8M out of funds advanced to Corporate Managers & Secretaries (Pvt) Ltd disclosed in Note 15 to the financial statements, at an interest rate of AWPLR + 2% commencing from 01st April, 2021. The Loan is repayable on demand.

15 AMOUNT DUE FROM RELATED COMPANIES

		Relationship		
	The Colombo Fort Land & Building PLC (Note 15.1)	Parent	105,762,359	101,292,571
	Colombo Fort Group Services (Pvt) Ltd	Common Parent	839,108	1,014,365
	York Hotel Management Services Ltd	Common Ultimate Parent	9,714,770	9,714,770
			116,316,237	112,021,706
	Less: Provision for Expected Credit Loss (Note 15.2)		(3,078,714)	(1,660,343)
			113,237,523	110,361,363
15.1	Loan granted		50,500,000	51,500,000
	Interest Income Receivable		47,051,051	41,581,263
	Related Party Receivable		8,211,308	8,211,308
			105,762,359	101,292,571

The Company charges interest at AWPLR+2% on loan granted to The Colombo Fort Land & Building PLC. The loan is recoverable on demand.

Balance outstanding from Colombo Fort Group Services (Pvt) Ltd and York Hotel Management Services Ltd is recoverable on demand.

15.2	Provision for impairment for related party receivable	2025 Rs.	2024 Rs.
	The Colombo Fort Land & Building PLC	(375,071)	(546,128)
	Colombo Fort Group Services (Pvt) Ltd	(1,768)	(5,646)
	York Hotel Management Services Ltd	(2,701,875)	(1,108,569)
		(3,078,714)	(1,660,343)

Information about the companies exposure to credit and market risks, and impairment losses for related party receivables is included in Note 28 to the Financial Statements.

16 OTHER FINANCIAL ASEETS - CURRENT Favourable balances

	2025	2024
	Rs.	Rs.
Fixed Deposits - Short term Investments	49,221,366	45,735,695
Interest Income recoverable	189,728	217,094
Impairment loss (16.1)	(681)	(15,251)
	49,410,413	45,937,538

16.1 Provision for Expected Credit Loss on Other Financial Assets

Opening Balance	(15,251)	(220,437)
Provision for expected Credit Loss	14,570	205,186
	(681)	(15,251)

17 CASH AND CASH EQUIVALENTS

Cash at bank

	• •	
Cash and cash equivalents in the statement of financial position	1,844,488	6,522,946
Unfavourable balances		
Bank overdraft repayable on demand and used for cash management purposes	(79,225)	(582,826)
Cash and cash equivalents for the purpose of cash flows statement	1 765 263	5 940 120

1,844,488

18 STATED CAPITAL No of Shares

	2025	2024
Ordinary Shares as at beginning of the year	750,000	750,000
Number of Shares at the end of the year	750,000	750,000

Issued and Fully Paid	N	lo of Shares	2025	2024
As at 31st March	2025	2024	Rs.	Rs.
No of shares	750,000	750,000	14,400,000	14,400,000
Ordinary shares (Rs.)			14,400,000	14,400,000

All ordinary shares rank equally with regard to the companies residual asset.

The holder of ordinary shares are entailed to dividend as declared from time to time and are entitled one vote per share on a poll at meetings of the shareholders of the Company.

19 MOVEMENT IN THE DEFERRED TAX ASSETS/ (LIABILITIES)

MOVEMENT IN THE DEFERRED TAX ASSETS/ (LIABILITIES)	2025 Rs.'000	2024 Rs. '000
Balance at the beginning of the year	(1,481,876)	244,748
Origination and reversal of temporary difference		
(Reversal)/Originating during the year recognised in income statement	462,667	(418,736)
(Reversal)/Originating during the year recognised in OCI	(3,906,000)	(1,307,888)
	(4,925,209)	(1,481,876)

Differed Tax is provided using the liability method, provided to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes Deferred Tax has been computed, taking into consideration the effective tax rate, which is 30% for the Company and the Deferred Tax Liability on the fair value change in unquoted investment at 30%.

	2025			2024
	Temporary difference Rs.	Tax effect on temporary difference Rs.	Temporary difference Rs.	Tax effect on temporary difference Rs.
Deferred tax liabilities				
Fair value changes in unquoted investments	19,355,000	5,806,500	6,335,000	1,900,500
	19,355,000	5,806,500	6,335,000	1,900,500
Deferred tax assets attributes to:				
Impairment of financial assets		•	•	
Interest Receivable - Fixed deposits	(4)	(1)	67	20
Interest Receivable - Debentures	38,016	11,405	12,671	3,801
Interest Receivable -Related party	2,899,624	869,887	1,382,677	414,803
	2,937,636	881,291	1,395,415	418,624
Balance at the end of the year	2,937,636	(4,925,209)	-	(1,481,876)

The Company does not have a legally enforceable right to set off tax on capital gains against the tax on business income. Therefore, deferred tax liability arising from fair value change in unquoted investments are shown separately in the Statement of Financial Position.

AS A	T, 31ST MARCH	2025 Rs.	2024 Rs.
20	OTHER PAYABLES		
	Accrued expenses	1,720,422	561,400
	Unclaimed Dividends	489,230	489,230
		2,209,652	1,050,630
21	INCOME TAX PAYABLE	2025 Rs.	2024 Rs.
	Opening Balance	10,302,775	13,927,051
	Income tax Provision for the Year	1,671,617	4,548,730
		11,974,392	18,475,781
	Settlements made during the year	(4,343,422)	8,173,006
		7,630,970	10,302,775

22 RELATED PARTY DISCLOSURES

22.1 Terms and Conditions of Transactions with Related Parties

Transactions with Related parties are carried out in the ordinary course of the business on an arms length basis. Related Party balances at the year end are unsecured and repayable on demand.

There are no Guarantees received from or given to Related Parties during the Financial Year.

22.2 Recurrent and Non Recurrent Related Party Transactions

During the year, there were no non-recurrent related party transactions, the value of which exceeded the disclosure thresholds mentioned in section 9 of the Colombo Stock Exchange Listing Rules. Recurrent transactions although exempt which exceeded the disclosure threshold are disclosed below:

Name of Related Party	Relationship		Aggregate Value of Related Party Fransactions Entered into during the Financial Year (Rs.)	Aggregate Value of Related Party Transactions as a % of Net Revenue/ Income	Terms and Conditions of the Related Party Transactions
The Colombo Fort Land and Building PLC	Parent	Loan Interest	5,769,789	52%	On Demand

22.3 Parent and Ultimate Controlling Party

The Company's parent undertaking and controlling Party is The Colombo Fort Land and Building PLC which is incorporated in Sri Lanka.

22.4 Identity of the Related Parties

Related Parties comprise of Affiliate Companies, Directors of the Company, Key Management personnel of the Company and their close family members.

22.5 Transactions with key Management Personnel

According to Sri Lanka Accounting Standards 24 'Related Party Disclosures', Key Management Personnel, are those having authority and responsibility for planning directing, and controlling the activities of the entity. Accordingly, the Board of Directors (including Executive and Non - Executive Directors), have been classified as Key Management Personnel of the Company.

(a) Loans to Key Management Personnel

No loans have been given to Key Management Personnel during the year.

(b) Key Management Personnel Compensation

Details of compensation are given in Note no 10 To the Financial Statements.

(c) Key Management Personnel Shareholding of the Company

The shareholding of the Key Management Personnel are disclosed on page 5 of this Annual Report.

(d) Transactions with Close Family Members

There were no transactions with the Close Family Members during the year.

There were no material related party transactions other than the above and those disclosed in Note no 22 of the Financial Statements.

22.5 Related Party Transactions

AS A	T, 31ST MARCH			2025 Rs.	2024 Rs.
	Company	Relationship	Nature of Transaction	Amount (Rs.) (Payments)/ Receipts	Amount (Rs.) (Payments)/ Receipts
(a)	The Colombo Fort Land				
	& Building PLC				
	Mr. S.D.R. Arudpragasam	Parent	-Interest income on short term loan	5,769,788	8,915,132
	Mr. A.M. de S. Jayaratne		-Part settlement of short term Loan	(1,000,000)	(2,000,000)
	Mr. Anushman Rajaratnam		- Part settlement of Loan Interest received	(300,000)	(300,000)
***************************************			Loan Given	-	7,500,000
•••••	Mr.S. Rajaratnam		-Provision for impairment of related party receivable	171,057	(56,322)
	Mr. Amrit Rajaratnam				
(b)	C M Holdings PLC				
<u>/</u>	Mr. S.D.R. Arudpragasam	Common Parent	- Dividend Income Due	-	358,535
	Mr. A.M. de S. Jayaratne (Resigned w.e.f. 31.12.2024)		- Dividend Received	-	(358,535)
	Mr. Anushman Rajaratnam				
	Mr. S. Rajaratnam				
	Mr. E.D.P. Sosaipillai (Appoinited w.e.f. 10.02.2025)				
	Mr. A. I.Piyadigama (Appoinited w.e.f. 10.02.2025)				
	Mr. Amrit Rajaratnam (Appointed w.e.f. 31.12.2024)				
(c)	Colombo Fort Group Services (I	Private) Limited			
	Mr. S.D.R. Arudpragasam	Common Parent	- Part settlement of outstanding	(175,256)	(151,421)
	Mr. Anushman Rajaratnam		-Provision for impairment of related party receivable	3,878	(5,638)
(d)	Kotagala Plantations PLC				
•••••	Mr. S.D.R. Arudpragasam	Common Parent	- Debenture interest income	749,228	750,772
	Mr. A.M. de S. Jayaratne (Resigned w.e.f. 31.12.2024)		- Debenture interest received	(749,228)	(750,772)
	Mr. Anushman Rajaratnam		-Reversal of Debenture Interest Income		
			-(Provision)/ Reversal for Debenture Impairment of related party receivable	(1,300,747)	(3,786,334)
(e)	York Hotel Management Service	es Ltd			
••••••	Mr. S.D.R. Arudpragasam	Common Parent	-Part settlement of outstanding	-	(200,000)
	Mr. Anushman Rajaratnam (Appointed w.e.f. 01.08.2024)		-(Provision) for Impairment for related party receivables	(1,593,306)	(1,296,519)
	Mr. S. Rajaratnam				
	Mr. S. Shanmugalingam				
	Mr. Amrit Rajaratnam				

- **22.6** The above Note should be read in conjunction with Note 13 and 15 to the Financial Statements.
- **22.7** The Related Party Transactions Review Committee has reviewed the transactions mentioned above.

23 TRANSACTION WITH MANAGERS & SECRETARIES

The Company had the following transactions during the year under review with Corporate Managers & Secretaries (Private) Limited, the Managers & Secretaries to the Company.

For the year ended 31st March	2025	2024
For the year ended 31st March	Rs.	Rs.
Secretarial Expenses	(360,000)	(360,000)
Registrar's Fees	(432,000)	(432,000)
Administrative Expenses	(648,000)	(648,000)
Stationary, Photocopy, Postage and Premises Expenses	(1,114,457)	(472,130)
Settlements of Loan Capital and Interest	1,261,180	1,219,549
Settlement of Expenses	29,107	204,893

24 CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

There were no other material capital commitments and contingent liabilities as at the reporting date which require adjustments to or disclosure in the Financial Statements.

25 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

There were no material events that have taken place after the reporting date, which require adjustments to or disclosures in the Financial Statements.

26 GOING CONCERN

The Company suspended commercial operations on discontinuance of the lease with The Colombo Fort Land & Building PLC on 31st August 2017. The Board of Directors is currently evaluating the various business opportunities. Therefore, the consideration of going concern is appropriate as the Company will continue the business operations.

ut to the fair value

27. FINANCIAL INSTRUMENTS - FAIR AND RISK MANAGEMENT

27.1 Accounting classifications and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amounts is a reasonable approximation of fair value.

At 31st March 2025	Financial assets measured at amortised cost Rs.	FVOCI equity instruments Rs.	Other financial Liabilities Rs.	Total Rs.	Level 1 Rs.	Level 2 Rs.	Level 3 Rs.	Total Rs.
Financial assets measured at fair value								
Equity securities - Quoted	13,652,275	1	'	13,652,275	13,652,275	-	,	13,652,275
Equity Securities - Unquoted**	24,355,000	1	1	24,355,000	1		24,355,000	24,355,000
	38,007,275	•	1	38,007,275	13,652,275	1	24,355,000	38,007,275
Financial assets measured at Amortise Cost								
Debt Securities	8,259,483	1	1	8,259,483	1		1	1
Trade and Other receivables *	6,493,586	1	1	6,493,586	1	1	1	1
Amounts due from related companies	113,237,523	1	1	113,237,523	1	-	1	1
Short term investments	49,221,366	1	1	49,221,366	1	•	1	1
Cash and Cash equivalents	1,844,488	1	1	1,844,488	1	1	1	1
	179,056,446	1	1	179,056,446	1	1	1	1
Financial Liabilities not measured at fair value								
Other payables	-	1	2,209,653	2,209,653	1		1	1
Amounts due to related parties	1	1	1	1	1	1	1	1
Bank overdrafts	1	1	79,225	79,225	1		1	1
	1	1	2,288,878	2,288,878	1	1	1	ı

Notes to the Financial Statements (Contd.)

27.1.1 The valuation technique used by the Company in measuring Level 3 fair values, and the significant unobservable inputs used for the valuation, are given below,

Category	Valuation technique	Sign	Significant unobservable inputs	ble inputs	Sensitivity of the input to the fair value
Unquoted equity securities	(0	Carrying value of assets and liabilities adjusted for market participant assumptions	and liabilities adjusted for market participant assumptions	for market sumptions	Variability of inputs are insignificant to have an impact on fair values.
Company	1 1		Net Asset per share Rs. Cts.	t per share Rs. Cts.	Net Asset per share Rs. Cts.
Imperial Hotels Ltd	Imperial Hotels Ltd 48.71			48.71	
Investments in Equity Securities - Unquoted	ities - Unquoted	No. of Shares Rs.	2025 Fair Value Rs.	Cost Rs.	
Imperial Hotels Ltd		200'000	24,355,000	5,000,000	
			24,355,000	5,000,000	

^{*} Trade and other receivables that are not financial assets (Deposits & Prepayments and WHT receivable Rs. 702,906/-) are not included.
** Equity Securities - The Company valued the FVOCI on unquoted equity securities based on the net assets of the investee.

At 31st March 2024	Financial	ļ	Other					
	assets measured at amortised cost Rs.	equity instruments Rs.	financial Liabilities Rs.	Total Rs.	Level 1 Rs.	Level 2 Rs.	Level 3 Rs.	Total Rs.
Financial assets measured at fair value								
Equity securities - Quoted	1	6,879,715	'	6,879,715	6,879,715	1	1	6,879,715
Equity Securities - Unquoted**	1	11,335,000	-	11,335,000	-	-	11,335,000	11,335,000
		18,214,715		18,214,715	6,879,715	1	11,335,000	18,214,715
Financial assets measured at Amortise Cost								
Debt Securities	9,560,230	1	•	9,560,230		'	1	1
Trade and Other receivables *	7,757,756	-		7,757,756		'	1	1
Amounts due from related companies	110,361,363	-		110,361,363		'	1	1
Short term investments	45,735,695	1	•	45,735,695		'	1	1
Cash and Cash equivalents	6,522,946	-	-	6,522,946	-	1	1	1
	179,937,990	1	'	179,937,990	1	,	'	1
Financial Liabilities not measured at fair value								
Other payables	1		1,050,630	1,050,630		-	1	1
Bank overdrafts	1	1	582,826	582,826		1	1	1
	-	-	1,633,456	1,633,456		-	1	-

^{*} Trade and other receivables that are not financial assets (Deposits & Prepayments and WHT receivable Rs. 514,048/-) are not included.

The valuation technique used by the Company in measuring Level 3 fair values, and the significant unobservable inputs used for the valuation, are given below,

Category	Valuation techniq	lne Si	Significant unobservable inputs	le inputs	Sensitivity of the input to the fair value
Unquoted equity securities		Carrying value of assets and liabilities adjusted for market participant assumptions	nd liabilities adjusted for market participant assumptions	r market Imptions	Variability of inputs are insignificant to have an impact on fair values.
Company			Net Asset per share Rs. Cts.	t per share Rs. Cts.	Net Asset per share Rs. Cts.
Imperial Hotels Ltd	Imperial Hotels Ltd 22.67			22.67	
Investments in Equity Securities - Unquoted	curities - Unquoted		2024		
		No. of Shares Rs.	Fair Value Rs.	Cost Rs.	
Imperial Hotels Ltd		200,000	11,335,000	5,000,000	
			11,335,000	5.000,000	

^{**} Equity Securities - The Company valued the FVOCI on unquoted equity securities based on the net assets of the investee.

28 FIANACIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

28.1 Risk management

Overview

The Company has exposure to the following risks arising from financial instruments:

28.1.1 Credit risk

28.1.2 Liquidity risk

28.1.3 Interest risk

Risk Management framework

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and system are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, 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. The Audit Committee oversees how management monitors compliance with the Company's risk management polices and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

28.1.1 Credit risk

Credit risk is the risk of financial loss to the Company, if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. The carrying amounts of financial assets represent the maximum credit exposure.

As at 31st March	Notes	2025 Rs.	2024 Rs.
Other investments	13	46,266,758	27,774,945
Other receivables	14	6,493,586	7,757,756
Amounts due from related parties	15	113,237,523	110,361,363
Other financial assets - current	16	49,410,413	45,937,538
Cash and cash equivalents	17	1,844,488	6,522,946
		217,252,768	198,354,548

Expected Credit Loss on Financial Assets recognised in Statement of Fiancial Position were as follows:

	Notes	2025 Rs.	2024 Rs.
Expected Credit Loss on amounts due from related parties	15.2	3,078,714	1,660,343
Expected Credit Loss on fixed deposits	16.1	681	15,251
Expected Credit Loss on debt securities at amortised cost	13.1	1,942,080	641,333
		5,021,475	2,316,927

Trade receivables and amounts due from related parties

Impairment on amounts due from related parties and trade receivables has been measured on a life time expected credit loss basis and reflected the short maturities of the exposures.

	Trade receivables Rs.	Amounts due from related parties Rs.
Provision for expected credit loss (Note 15.2)	-	3,078,714

Debt securities

The following table presents an analysis of the credit quality of debt securities at amortised cost. It indicates whether assets measured at amortised cost were subject to a 12 month ECL (Expected Credit Loss) or lifetime ECL.

28.1.1 Credit risk (Contd.)

		2025			2024	
	12 month ECL	At amortised cost Life time ECL- Not credit impairment Rs.	Life time ECL- credit impairment Rs.	12 month ECL Rs.	At amortised cost Life time ECL- Not credit impairment Rs.	
Credit Rating - C to CC		10,201,563		-	10,201,562	
Loss allowance	-	(1,942,080)			(641,333)	
Carying amount/ amortised cost		8,259,483		-	9,560,229	

Fixed deposits

Impairment of fixed deposits has been measured on a 12 - month expected loss and reflect the short maturities of the exposures. The Company considers fixed deposits have credit risk.

The Company uses similar approach for assessment of ECLs for fixed deposits to those used for debt securities.

at 31st March	2025	5	2024	
Fitch Ratings	Rs.	Rating % of Total	Rs.	Rating % of Total
A	42,196,277	86%	6,740,789	15%
A-	-	-	38,994,906	85%
AA-	7,025,089	14%	38,994,906	85%
Total	49,221,366	100%	45,735,695	100%

28.1.2 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by deriving cash or other financial asset. The Company'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 consideration, without incurring unacceptable losses or risking damages to the Company's reputation.

The following are the contractual maturities of financial, liabilities, including estimated interest payments and excluding the impact of netting agreements.

As at 31 March 2025	Carrying amount	Contractual cash flows	12months or less	1 - 2 years	2 - 5 Years	More than 5 years
Non-derivative financial liabilities						
Other payables	2,209,652	(2,209,652)	(2,209,652)	-	-	-
Bank overdraft	79,225	(79,225)	(79,225)	-	-	-
	2,288,877	(2,288,877)	(2,288,877)	-	-	-
As at 31 March 2024						
Non-derivative financial liabilities		•	-		-	
Other payables	1,050,630	(1,050,630)	(1,050,630)	-	-	-
Bank overdraft	582,826	(582,826)	(582,826)	-	-	-
	1,633,456	(1,633,456)	(1,633,456)	-	-	-

28.1.3 Interest rate risk

At the reporting period the interest rate profile of the Company interest bearing financial instruments was;

	Carrying am	ount Company
	2025	2024
	Rs.'000	Rs. '000
Fixed rate instruments		
Financial assets	59,422,929	55,937,258
Financial liabilities	79,225	582,826
	59,502,154	56,520,084
Variable rate instruments		
Financial assets	112,255,945	109,050,326
Financial liabilities	-	-
	112,255,945	109,050,326

Ten Year Summary

					SLFRS	S				
31st March,	2025	2024	2023	2022	2021	2020	2019	2018	2017	2016
	Rs.'000	Rs.'000	Rs.'000	Rs.'000	Rs.'000	Rs.'000	Rs.'000	Rs.'000	Rs.'000	Rs.'000
TRADING RESULTS										
Revenue	1	,	'	'		'	1	36,632	80,205	61,511
Profit before Tax	2,993	20,955	17,927	3,577	8,912	4,802	13,111	12,886	44,081	20,574
Income Tax Expense	(1,209)	(4,967)	(4,586)	(1,013)	(1,627)	(2,722)	(7,290)	(5,868)	(10,999)	(4,928)
Profit for the period	1,784	15,988	13,341	2,564	7,285	2,080	5,821	7,018	33,082	15,646
CAPITAL EMPLOYED										
Stated Capital	14,400	14,400	14,400	14,400	14,400	14,400	14,400	14,400	14,400	14,400
Property Development Reserve	•				1			10,000	10,000	10,000
General Reserve	10,000	10,000	10,000	10,000	10,000	10,000	10,000	1	,	1
Retained Earnings	153,153	151,368	135,381	122,040	119,477	112,192	110,112	109,296	178,778	149,296
Fair Value Reserve	25,558	6,682	9,037	9,424	9,494	6,395	5,994	4,241	4,292	5,345
Total Equity	203,111	185,450	168,818	155,864	153,371	142,987	140,506	137,937	207,470	179,041
Total Debt	79	583	143	340	821	1,357	,	445	448	1,505
	79	583	143	340	821	1,357	,	445	207,918	180,546
ASSETS EMPLOYED										
Investment Property	•	1	1	,	1	1	ı	1	91,569	102,867
Property, Plant & Equipment	•	1	1	,	1	1	1	1	12,922	12,438
Non Current Assets	46,267	28,193	22,865	23,449	24,216	25,260	27,216	31,540	26,493	27,554
Current Assets	171,689	171,094	161,551	147,378	146,437	147,505	142,502	138,904	129,564	86,020
Liabilities net of Debt	15,647	13,253	15,455	14,623	16,371	27,918	28,721	32,062	52,631	48,333
	233,603	212,540	199,871	185,450	187,024	200,683	198,439	202,506	313,179	277,213
CASH FLOW						<u>.</u>				
Net Cash Generated from/(Used in):										
Operating Activities	(7,532)	(17,858)	(5,523)	(2,991)	(17,869)	(7,251)	(11,621)	9,612	33,067	15,984
Investing Activities	3,357	22,096	5,200	4,318	21,681	3,043	(27,992)	686'06	(33,540)	(4,844)
Financing Activities		1	1	1	1	1	(76,500)	(3,600)	(2,400)	(4,800)
KEY INDICATORS										
Return on Shareholders' Equity	1%	%6	%8	2%	2%	1%	4%	2%	16%	%6
Earnings Per Share (Rs.)	2.38	21.32	17.79	3.42	9.71	2.77	7.76	2.41	2.76	1.30
Net Asset Per Share (Rs.)	271	247	225	208	204.49	190.65	187.34	183.92	17.29	14.92
Market Value Per Share (Rs.)	168.25	131	142.25	153.50	143.00	62.00	70.10	110.00	12.50	13.00
Market Capitalisation (Rs.'000)	126,187	98,250	106,688	115,125	107,250	46,500	52,575	82,500.00	150,000	156,000
Price Earnings Ratio (Times)	70.69	6.15	8.00	44.88	14.73	22.38	6.03	42.64	4.52	10.00
Current Ratio (Times)	10.97	12.91	10.77	10.08	8.94	5.03	4.96	4.27	4.82	5.00

Information to Shareholders and Investors

DISTRIBUTION OF SHAREHOLDINGS

		•	31	st March 2025				
Shareholdings	S		No.of Share Holders	Total Share Holdings	%	No.of Share Holders	Total Share Holdings	%
1	-	1,000	1,134	121,868	16.25	1,171	128,239	17.10
1,001	-	10,000	66	161,683	21.56	69	165,396	22.05
10,001	-	100,000	3	96,954	12.93	3	86,870	11.58
100,001	-	1,000,000	1	369,495	49.26	1	369,495	49.27
Over	-	1,000,000	-	-	-	-	-	-
Total			1,204	750,000	100.00	1,244	750,000	100.00

		31st March 2025	j		31st March 2024	
Categories of Shareholders	No.of Share Holders	Total Share Holdings	%	No.of Share Holders	Total Share Holdings	%
Individuals	1,140	259,702	34.63	1,178	285,094	38.01
Institutions	64	490,298	65.37	66	464,906	61.99
	1,204	750,000	100.00	1,244	750,000	100.00

Public Holding

The percentage of shares held by the Public as at 31st March, 2025 was 48.40% (31st March, 2024 -48.46%).

Public Shareholders

The number of public Shareholders as at 31st March 2025 were 1,188 (31st March, 2024-1,229). The applicable option under Colombo Stock Exchange Rule 7.13.1(i)(a) on Minimum Public Holding is Option 5 and the Float Adjusted Market Capitalization as at 31.03.2025 was Rs.61,074,750/-

Market Performance - Ordinary Shares

The Market Value of an Ordinary Share of York Arcade Holdings PLC.

	2025 Rs.	2024 Rs.
Highest	180.00	224.00
Lowest	130.25	120.00
Market Value as at the year end	168.25	131.00

Information to Shareholders and Investors (Contd.)

TWENTY MAJOR SHAREHOLDERS OF THE COMPANY

	31st Marcl	h 2025	31st March	n 2024
	No of Shares	Holding %	No of	Holding
	Silaies	70	Shares	%
The Colombo Fort Land and Building PLC	369,495	49.27%	369,495	49.27%
DFCC Bank PLC/S.M.D.N.P. Banda	47,390	6.32%	35,075	4.68%
Mr. A. M. Weerasinghe	38,844	5.18%	38,844	5.18%
People's Leasing and Finance PLC/A.G.M.M.Dharmadasa	10,720	1.43%	_	-
Citizens Development Business Finance PLC/ A. Gokulan	8,779	1.17%	7,000	0.93%
Mr. K. T. H. Kalugalla	8,000	1.07%	8,000	1.07%
Dialog Finance PLC/M.A.M. Uvaim	6,472	0.86%	12,951	1.73%
Mr. S. M. S. K. Samarakoon	6,031	0.80%	6,006	0.8
Colombo Investment Trust PLC	5,043	0.67%	5,043	0.67%
Assetline Finance Limited/ U.C.Bandaranayake	5,000	0.67%	-	-
Chatham House Ltd	4,843	0.65%	4,843	0.65%
Dr. S. M. D. N. P. Banda	4,824	0.64%	5	-
Mr. R. E. Rambukwelle	4,817	0.64%	4,817	0.64%
Darley Butler & Company Ltd	4,500	0.60%	4,500	0.60%
Mr. A. H. H. DE Silva	4,165	0.56%	4,165	0.56%
Mrs. P. K. S. Arachchige	3,770	0.50%	3,770	0.50%
Mr. H. A. S. Madanayake	3,640	0.49%	3,640	0.49%
Merchant Bank of Sri Lanka & Finance PLC/S.S. DE Fonseka	3,459	0.46%	3,459	0.46%
Mr. S. S. Thangarajah	3,242	0.43%	3000	0.40%
Mrs. J. A. I. S. Perera	3,200	0.43%	3200	0.43%
	546,234	72.83%	517,813	69.06%

Financial Statistics	2024/25 Rs.	2023/24 Rs.
Earnings/(Loss) per share	2.38	5.75
Net Assets per share	270.81	233.89
Dividend Proposed per share	-	-
Dividend pay out ratio	-	-

Notice of Meeting

NOTICE IS HEREBY GIVEN that the Thirty Ninth Annual General Meeting of York Arcade Holdings PLC will be conducted as a virtual meeting from the Registered Office of the Company, 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1 on Monday, 30th June, 2025 at 11.00 a.m. for the following purposes;

- To receive and consider the Annual Report of the Board of Directors and the Statement of Accounts for the year ended 31st March, 2025 together with the Report of the Auditors thereon.
- 2. To re-elect Mr. Anushman Rajaratnam who retires by rotation in terms of Articles 84 and 85 of the Articles of Association.
- To re-elect Mr. E.D.P. Soosaipillai who was appointed a Director during the year and who retires in terms of Article 92 of the Articles of Association as a Director.
- To re-elect Mr. A.I.Piyadigama who was appointed a Director during the year and who retires in terms of Article 92 of the Articles of Association as a Director.
- 5. To reappoint as a Director Mr. S.D.R. Arudpragasam, who is over seventy years of age.
 - A Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out in the notes in relation to his reappointment (See Note No 5 below).
- 6. To reappoint as a Director, Mr. S. Shanmugalingam who has attained seventy years of age.
 - A Special Notice has been received from a shareholder of the intention to pass a Resolution which is set out in the notes in relation to his reappointment (See Note No 6 below).
- 7. To reappoint as Auditors, Messrs. KPMG, Chartered Accountants, and to authorize the Directors to determine their remuneration.
- 8. Special Business

To consider and if thought fit to pass the following Special Resolution to amend the Articles of Association of the Company in compliance with the Listing Rules of the Colombo Stock Exchange in the manner following:

Special Resolution

Resolved -

"That the existing Article 74 (2) be deleted and the following be substituted therefor:

74(2) Notwithstanding anything to the contrary, so long as the shares of the Company are listed on the Colombo Stock Exchange, the Company shall in compliance with the Listing Rules of such Exchange ensure that of the total number of Directors on the Board of Directors of the Company at any given time one third or two (whichever is greater) shall be Independent Directors in accordance with and subject to the criteria therefor in the Listing Rules of the Colombo Stock Exchange.

Any change occurring to this ratio shall be rectified within ninety (90) days from the date of change.

For the purpose of this Article, the term 'Independent Director' shall be as defined and set out in the Listing Rules of the Colombo Stock Exchange above referred to."

By Order of the Board,

Corporate Managers & Secretaries (Pvt) LimitedSecretaries

Colombo 03rd June, 2025

Notes:-

- A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote in his/her stead.
- 2. A Proxy need not be a Member of the Company. The Form of Proxy is attached hereto.
- 3. The completed Form of Proxy should be deposited at the Registered Office of the Company at No. 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than forty eight hours before the time appointed for the holding of the Meeting.
- 4. Please refer the "Circular to shareholders" and CSE website for further instructions relating to the Annual General Meeting and for joining the meeting virtually.
- 5. A Special Notice has been received by the Company from a shareholder giving notice of the intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting.

Resolved -

"That Mr. S.D.R. Arudpragasam who is seventy three years of age be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in Section 210 of the Companies Act No. 07 of 2007 shall not apply to the said Director, Mr.S.D.R.Arudpragasam."

6. A Special Notice has been received by the Company from a Shareholder giving notice of the Intention to move the following Resolution as an Ordinary Resolution at the Annual General Meeting.

Resolved -

"That Mr. S. Shanmugalingam who has attained seventy years of age, be and is hereby reappointed a Director of the Company and it is further specially declared that the age limit of seventy years referred to in section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Director, Mr. S. Shanmugalingam."

Notes			

Form of Proxy

		being	a membe	er/memb	ers of Yor	rk Arcade	Holdings	s PLC, o
	Sri Dhaman Rajendram Arudpragasam	of Colomb	o whom f	failing				
	Sriskandamoorthy Shanmugalingam	of Colomb	o whom f	failing				
	Sanjeev Rajaratnam	of Colomb	o whom f	failing				
	Amrit Rajaratnam	of Colomb	o whom f	failing				
	Anushman Rajaratnam	of Colomb	o whom f	failing				
	Eugen Duliksha Pratharp Soosaipillai	of Colomb	o whom f	failing				
	Asoka Indrasiri Piyadigama	of Colomb	0					
s my/our Proxy to re	epresent me/us and to speak and to vote on my/	our behalf at the	e Thirty N	linth Ann	ual Gener	al Meetin	g of the (Compa
o be held on 30 th Jur Ve the undersigned h	epresent me/us and to speak and to vote on my/ ne, 2025 at 11.00 a.m. and at any adjournment th nereby authorize my/our Proxy to vote on my/ou	ereof, and at ev	ery poll w	hich may	/ be taken	in conse	quence t	
o be held on 30 th Jur Ve the undersigned I RESOLUTIONS Resolution Numbers	ne, 2025 at 11.00 a.m. and at any adjournment th	ereof, and at ev	ery poll w	hich may	/ be taken	in conse	quence t	
o be held on 30 th Jur Ve the undersigned I RESOLUTIONS	ne, 2025 at 11.00 a.m. and at any adjournment th nereby authorize my/our Proxy to vote on my/ou	ereof, and at ev r behalf in acco	ery poll w rdance w	hich may	y be taken references	in conse s indicate	equence to the definition of t	hereof

Notes:

Signature of Shareholder

Please indicate with an 'X' in the space provided how your Proxy is to vote. If there is in the view of the Proxy doubt (by reason of the way in which the instructions contained in the Proxy have been completed) as to the way in which the Proxy should vote, the Proxy shall vote as he thinks fit. A Proxy need not be a member of the Company. Instructions as to completion appear on the reverse hereof.

Form of Proxy (Contd.)

INSTRUCTIONS AS TO COMPLETION

- 1 Please write legibly, your name, address and date and sigh in the space provided.
- 2. The completed Form of Proxy should be received at the Registered Office of the Company at 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo 1, not less than 48 hours before the time appointed for the holding of the meeting.
- In case of a Company/Corporation, this Form of Proxy shall be executed either under its Common Seal or by its Attorney or by an officer on behalf of such Company/Corporation duly authorised in writing.
- 4. In the case of a Proxy signed by an Attorney, the Power of Attorney must be deposited at the Registered Office of the Company for registration.

Corporate Information

Name of the Company

York Arcade Holdings PLC

Legal Form

A Public Quoted Company with Limited Liability incorporated in Sri Lanka under the Companies Act No. 17 of 1982 on 11th March 1983, and re-registered on 13th July 2008 under the Companies Act No. 7 of 2007.

Company No.

PQ 181

Board of Directors

Mr. S.D.R. Arudpragasam (Chairman)

Mr. S. Shanmugalingam

Mr. A.M. de S. Jayaratne (Resigned w.e.f 31.12.2024)

Mr. S.N.P. Palihena (Resigned w.e.f 31.12.2024)

Mr. S. Rajaratnam

Mr. Amrit Rajaratnam

Mr. Anushman Rajaratnam

Mr. E.D.P. Soosaipillai (Appointed w.e.f 10.02.2025)

Mr. A.I.Piyadigama (Appointed w.e.f 10.02.2025)

Managers & Secretaries

Corporate Managers & Secretaries (Pvt) Limited 8-5/2, Leyden Bastian Road, York Arcade Building, Colombo - 1.

Tel: 0112344485 - 9

Registered Office

8-5/2, Leyden Bastian Road, York Arcade Building, Colombo - 1.

Tel: 0112344485 - 9

Stock Exchange Listing

The Shares of the Company are listed with the Colombo Stock Exchange

Auditors

Messrs. KPMG Chartered Accountants

Tax Advisers

Messrs. KPMG Chartered Accountants

Bankers

Commercial Bank of Ceylon PLC National Development Bank PLC

Lawyers

Messrs. Julius & Creasy Attorneys-at-Law

Website

www.yorkarcadeholdings.com